

6<sup>th</sup> July, 2023

**Listing Department,**  
**The National Stock Exchange of India Ltd.,**  
 “Exchange Plaza”,  
 Bandra Kurla Complex, Bandra (East),  
 Mumbai – 400051

**Listing Department,**  
**BSE Ltd.,**  
 Phiroz Jeejeebhoy Towers,  
 Dalal Street  
 Mumbai-400 001

**Scrip Symbol: TCI**

**Scrip Code: 532349**

**Sub: Annual Report for 28<sup>th</sup> Annual General Meeting (AGM) for FY 2022-23**

Dear Sir/Madam,

This is in continuation of our letter dated 20<sup>th</sup> June, 2023 intimating you about the convening of 28<sup>th</sup> AGM of the Company to be held on Monday, 31<sup>st</sup> July, 2023 through Video Conferencing/Other Audio-Visual means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) & Securities and Exchange Board of India (SEBI).

In compliance with Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report along with Notice convening the 28<sup>th</sup> AGM of the Company for the financial year 2022-23 which has been sent through electronic mode to the shareholders.

The relevant details in this regard are given hereunder:

Item No.	Particulars	Remarks
1	Day, Date & Time	Monday, 31 <sup>st</sup> July, 2023
2	The date for reckoning Voting rights of the Members i.e. Cut-off date	Tuesday, 25 <sup>th</sup> July, 2023
3	Date of dispatch of AGM Notice and Annual Report in Electronic Mode	Thursday, 6 <sup>th</sup> July, 2023
4	Date & time of Commencement of remote e-voting	Friday, 28 <sup>th</sup> July, 2023 at 09:00 AM (IST)
5	Remote e-voting shall be not be allowed beyond given Date & Time/ End of remote e-voting	Sunday, 30 <sup>th</sup> July, 2023 at 05:00 PM (IST)
6	Book Closure period	Wednesday, 28 <sup>th</sup> July, 2022 to Monday, 31 <sup>st</sup> July, 2023 (both days inclusive)
7	Contact Details, in case of any query/grievance related to remote e-voting or need assistance before or during the AGM	Central Depository Services (India) Ltd., A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 Toll Free no. 1800 22 55 33 E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>

The Annual Report along with the Notice is also available at the website of the Company at [www.tcil.com](http://www.tcil.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to kindly take the above information on record.

Thanking you,

For **Transport Corporation of India Limited**

**Archana Pandey**  
**Company Secretary & Compliance Officer**

**Transport Corporation of India Limited**

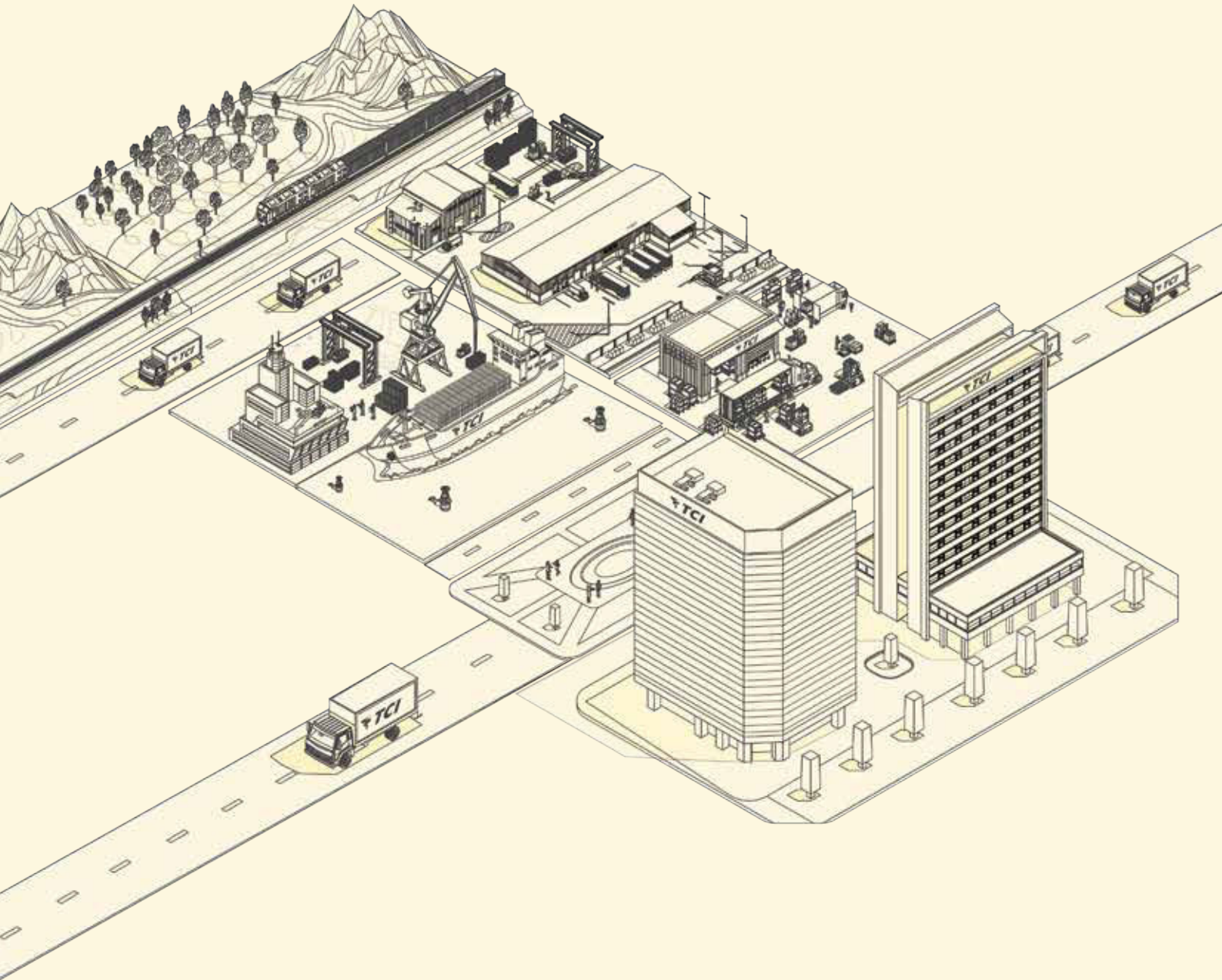
**Corporate Office :** TCI House, 69, Institutional Area, Sector-32, Gurugram -122001, Haryana (India)

Ph. No.: +91 124-2381603, Fax.: +91 124-2381611 E-mail : [corporate@tcil.com](mailto:corporate@tcil.com) Web : [www.tcil.com](http://www.tcil.com)

**Regd. Office:-** Flat Nos. 306 & 307, I-8-271 to 273, Third Floor, Ashoka Bhoopal Chambers, S P Road, Secunderabad - 500 003 (Telangana)

Tel: +91 40 27840104 Fax: +91 40 27840163

CIN : L70109TG1995PLC019116



Everything **Logistics**<sup>TM</sup>



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#### Investor information

CIN:	L70109TG1995PLC019116
ISIN:	INE688A01022
BSE Code:	532349
NSE Code:	TCI
Bloomberg Code:	TRPC:IN
Dividend Recommended:	100%
AGM Date:	31 <sup>st</sup> July, 2023
AGM Venue:	Through VC/OAVM



Scan the QR code to view our Annual Report

Please find our online version at <https://www.tcil.com/tcil/financial-reports.html>

**Disclaimer:** This document contains statements about expected future events and financials of Transport Corporation of India Limited, which are forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis of this Annual Report.

# Everything Logistics

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

## A legacy unparalleled

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

### But

What if we tell you that despite being front-runners, we are also highly agile?

What if we tell you that we are as rooted in technology as we are in legacy?

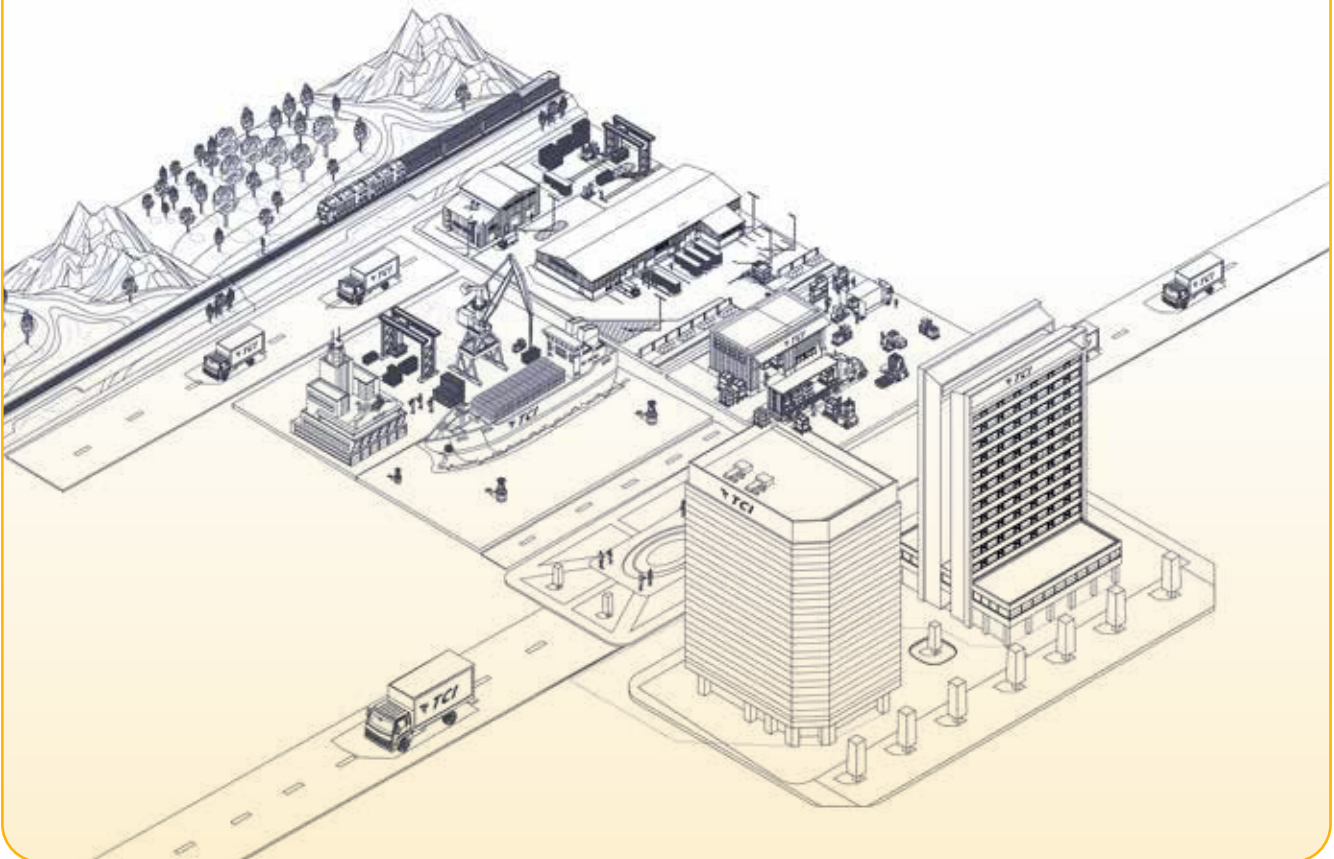
What if we tell you that almost all our processes are digitised and yet our strongest asset is our team?

What if we tell you that despite the presence of strong constants that we pride ourselves on, our solutions to your problem are highly differentiated and customised?

**A big company yesterday, a bigger company today.**

**Come take this journey with us and unlock your business potential with TCI**

**“Everything Logistics”!**



# Charting a Course of Success Since 1958

## Leading Integrated Multimodal Logistics & Supply Chain Solutions Provider

### Awarded with:

First National Logistics Excellence Awards (FY 2021-22)

- Best Warehouse Service Provider
- Best Cold Chain Refrigerated Service Provider

### Financial Performance



₹ 38,128 Mn

Revenue for the FY 2022-23



₹ 3,206 Mn

Net profit

### Inimitable Strength



65 years

Of experience



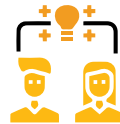
1,000

Company-owned offices



2.5%

Of India's GDP moved, every year



3,700+

Trained employees



# Delivering Excellence Every Mile

## Integrated Logistics at the CORE of TCI's Belief...

With a history spanning over 6+ decades, Transport Corporation of India (referred to as 'TCI' or 'We' or 'Our Company') has gained valuable experience and expertise in providing integrated multimodal logistics and supply chain solutions. We lead with dependability and strive to connect people and goods through sustainable and integrated methods and innovative business solutions. Through the years, we have earned a reputation as a pioneering company in this field.

TCI has been able to traverse to the remotest corners of India and the Indian sub-continent through our rich legacy in integrated multimodal logistics services. We provide a spectrum of end-to-end logistics and supply chain solutions in India and SAARC countries through multiple modes, such as road, rail, and sea. Our operations are supported by an extensive network, a highly experienced management team, rich industry insight, robust infrastructure and a skilled workforce.

### Customer Focus

We are a customer-centric company and our customers are at the center of every thing we do.

### Ownership

We work with the passion of being one with our customers and as self-motivated as we are, we also take pride in belonging to the Company.

### Responsive

We respond effectively and timely to the ever-changing world of business and technology.

### Empathy

We incorporate emotional intelligence into our everyday operations and create an enabling work environment curated by respect for everyone.



## Key Strengths:

- Widest range of Logistics services
- Integrated multimodal network capabilities
- Motivated and skill team of experts
- Technology and automation-driven operations
- 3PL/4PL supply chain management capability
- Bespoke supply chain design capability
- Large-scale modern warehousing
- ICRA A+ Rating for TCI's commercial paper
- CRISIL AA/Stable (Reaffirmed) Bank Credit Facilities
- Capability to offer both LTL & FTL at the national level
- Modern equipment assets
- Deep distribution network



### 3 AFTO Trains

(Automobile Freight Train Operator) trains



### 13,000+

Cold pallet position



### 650 ISO

Liquid tank containers



### 10,000

Trucks under operation



### 8,500

General Purpose containers

## Operational Strength



### 1,000+

IT-enabled offices



### 3,700+

Trained employees



### 14 Mn sq ft

Warehousing space



### 6

Coastal cargo ships



Everything **Logistics**™



## Words from Chairman



In our journey together, TCI has again delivered encouraging results this year. With increased commitment to nurturing the environment, society and nation building, we have also strengthened our roots beyond the Indian borders.

### ***Dear Stakeholders, Namaste!***

In our journey together as we pass yet another year, I continue to wish for your well-being and also that of your loved ones. I am happy to share that with your support and contributions, TCI has again delivered encouraging results. Along with increased commitment to nurturing environment, society and nation building, we have also strengthened our roots beyond the Indian borders. Through this year, we have grown and learned new things about ourselves and the world.

With a sense of deep appreciation, I begin by thanking all our stakeholders, employees, customers, and partners. Your dedication and support has helped us to grow with agility, resilience and adaptability. I also want to express my gratitude and welcome all the new members who have joined us as a part of our big TCI Parivar.

### ***Legacy of Growth & Sustainability***

Our CORE values have been the beacon guiding us in addressing the needs of today's dynamic logistics sector. This year's performance continues to reflect our unwavering commitment and consistency in providing high-quality logistics services.

We strongly believe that our success is closely intertwined with the well-being of our people, customers, vendors and the logistics fraternity at large. Across the board, we prioritize providing a safe, diverse and supportive environment that empowers for learning, growth and stability. Our consistent focus on developing a value based culture, allows us to forge ahead with confidence.

As a responsible corporate citizen, TCI is committed to sustainability with a focus on achieving the triple bottom line

of planet, people and prosperity. In this direction, our sustainable practices of multimodal deliveries, energy conservation, green warehousing, sustainable packaging as well as water & waste management enable us to deliver on our promise of nurturing the environment. We have successfully converted some of our older trucks to CNG and now have a fleet of over 200 CNG vehicles.

On the social side, we focus on giving back to the society through various initiatives on preventive healthcare, education, women empowerment, rural development, and national sports development. We launched 'Anokhee' – sanitary napkins produced in cottage industry run by tribal women for empowering young girls and women by giving them self-respect, confidence and instilling entrepreneurial mindset in them. We continued with the Government's Covid-19 Vaccination mission in the remotest corners of the country – holding camps from Ladakh to Andaman. TCI DAV School also underwent an upgrade in infrastructure, uplifting the delivery of education through smart boards for class rooms, new school furniture, laboratory equipment, sports facilities, computer infrastructure as well as a new school-bus. Our school is also growing with the younger generation's aspirations and dreams of the future. We are enabling them to be empowered, engaged and responsible citizens of this country.

Under TCI Safe Safar, we serve our social commitment of ensuring safety on the road through awareness and encouraging respect for the drivers' community. We have widened our scope to cover further aspects of sustainable development under this initiative with 'Har Safar ESG Safar' campaign. During

FY 2022-23, we have reached a milestone of 1 million participants taking a pledge for ensuring road safety.

Trust, dependability, integrity, empathy and the heartfelt warmth of human touch have been the building blocks of Brand TCI over 6+ decades. These values have been our lighthouse as we navigate through balancing the interests of our internal and external stakeholders. Our business processes support accountability and responsibility towards the social, regulatory & market dynamics. We believe of transparent and impeccable corporate governance has been the corner stone of our stability, profitability and desired growth outcomes.

#### **Acknowledgement**

The future for logistics sector is bright. I take this opportunity to express my gratitude and appreciate the undaunted spirit of our TCI family. I thank all the stakeholders for their constant belief in our leadership team and for the continuous guidance at every step. Our ambitious growth-seeking plans are led not just by the prudent management at TCI but also by the wide base of customers and businesses that we cater to. We are excited about the upcoming decade of progress and fully committed to achieving our mutual goals.

Heartfelt wishes,

**D. P. Agarwal**

Chairman & Managing Director



## Words from Managing Director



India is well poised to fulfil its mission of becoming a \$5 trillion economy and TCI is committed to playing a key role in this journey by providing logistics across India and the neighbouring countries. With our dedication to provide seamless supply chain solutions, we are proudly contributing to India's Amritkaal mission for achieving our 'India@2047' goals.

### **Dear Stakeholders,**

#### **Greetings to you all!**

As we reflect on the past year, I would like to thank all our internal and external stakeholders who have made an everlasting contribution during this transformative year for Indian logistics industry.

I am happy to share that, once again TCI has delivered consistent performance with a strong set of results. Our revenues and margins have shown decent momentum across all divisions, testifying our commitment to excellence in business performance.

I am also proud to share that TCI has been recognized with

various awards and recognitions including 1st National Logistics Excellence Awards. TCI was recognized for 2 categories of Best Warehousing Service Provider and Best Cold-chain Service Provider. These awards are prestigious badges of honor that reflect our dedication to provide top-quality logistics services to our customers. These achievements are a fructification of the committed hard work of all our employees and partners. I express heartfelt gratitude for their myriad contributions.

In FY 2023, bolstered strongly by growth of Indian economy, the global economy has also shown resilience to challenges such as supply chain disruptions, inflation, and rising fuel and commodity prices. The past few years have taught us valuable lessons in building self-reliance and resilience. We are now

putting those learnings to practice for emerging stronger and taller than ever before.

### **An Insight into the Industry**

India's aspirational targets of becoming a USD 5 Trillion economy urges the need for cohesive efforts for driving the growth momentum. Infrastructure plays a critical role in realizing this vision. Government's initiatives such as National Logistics Policy (NLP), National Infrastructure Pipeline coordinated through the PM Gati Shakti program, Bharatmala and Sagarmala projects etc. are the cornerstones of its accomplishment. Higher investment in infrastructural development is boosting the logistics sector growth. TCI is well-prepared to accelerate this growth by leveraging our unique strengths and capabilities, enabling us to penetrate deeper into various industry verticals.

At TCI, we are focused on enhancing our capabilities to offer better solutions by adopting and adapting for key digital initiatives by the Government. This includes carrying out digitization across our processes for operational excellence and cost management. We firmly believe, NLP's tenets like Unified Logistics Interface Platform (ULIP), ELogS, and digital E-Way Bills would enable streamlining economic activities and improved communication between manufacturers, Government bodies, and service providers, facilitating secure and real-time information exchange.

With India's leadership in the G20, the time is opportune for the



TCI has been heeding this clarion call by investing in green logistics and reducing our carbon footprint for over a decade. For further proliferating the impact, we have partnered with Indian Institute of Management, Bangalore (IIMB) for creating of one-of-its-kind TCI-IIMB Supply Chain Sustainability Lab.

country to implement sustainable practices. TCI has been heeding this clarion call by investing in green logistics and reducing our carbon footprint for over a decade. For further proliferating the impact, we have partnered with Indian Institute of Management, Bangalore (IIMB) for creating of one-of-its-kind TCI-IIMB Supply Chain Sustainability Lab. As a group that believes in knowledge-sharing and uplifting the industry, this is yet another of our initiatives that facilitates a culture of collaborative growth and thought leadership. We are also investing in emerging industry trends of Logistics 4.0, to deliver operational excellence by coupling it with a strong digital & ESG based framework.

### **Performance Review**

At Transport Corporation of India, we offer services for almost all major industry verticals including Auto, Energy, Engineering & Electrical, Pharma, Food & QSR, Chemicals, Agriculture as well as infrastructure. Our offerings span across logistics, sustainable warehousing as well as a host of value added services. Our Business operations are backed by prudent digitisation investments such as in establishing a single-window interface and control towers across operations. During FY 2023, we have continued to enhance our multimodal network, warehousing capacities, as a key part of our growth plans and witnessed encouraging business results.

During the year under review, we experienced decent growth momentum. Government infrastructural spending fuelled the movement of raw material, increasing demand for our surface

transportation services across modes. Furthermore, we achieved operational efficiency by balancing growth & margins in our domestic operations. Although short-term maintenance related downtime impacted our container movements, we expect it to be remedied in FY 2024.

**On the performance front,**

- Our revenue from operations was recorded at ₹ 38,128 Million, growing by 16.36% on Y-o-Y basis
- EBITDA Margins were recorded at ₹ 4,986 Million in FY 2023
- PAT margins stood at ₹ 3,206 Million in FY 2023, growing at 9.48% over FY 2022

**Our Roadmap**

We aspire to facilitate the growth of Indian economy by providing logistics services across the country and across borders. As we intensify operations in Bangladesh & Nepal, we are also expanding to new regions and markets.

While we expand to ventures internationally, we also see significant growth prospects in the domestic market. We are strategically positioning ourselves in high-growth segments such as chemicals, agriculture, renewables, and cold chains. Our commitment to driving excellence in service is strongly steered by our aspiration to be a key contributor to India's growth. We envision tangible opportunities across roads, railways, ports, airports, dams, power stations, oil & gas pipelines as well as telecommunication facilities.

For FY 2024, we are looking forward to 10-15% growth guidance with key focus on multimodal 3PL and value-added services. We expect the forthcoming year to witness a balancing act between the growth priorities, investments and cost optimization. We will continue to strive for consistency by providing end-to-end supply chain solutions, leveraging our expertise in warehousing, transit and distribution. In-line with this, we plan to invest ₹ 3750 Million across rail, ships, sustainable warehousing as well as containers and other assets.

With the consumption fuelled demand, we plan to capitalize by adopting innovative & sustainable solutions focused on green business processes. We are bolstering all our ESG practices and implementing a holistic ESG framework encompassing all facets of sustainability. Furthermore, digital transformation, upskilling the

For FY 2024, we are looking forward to 10-15% growth guidance with key focus on multimodal 3PL and value-added services. We expect the forthcoming year to witness a balancing act between the growth priorities, investments and cost optimization.

workforce and achieving our people development goals will be a centrepiece of our operational excellence projects. Our extensive multimodal network and customized solutions are ideally suited for helping businesses unlock their full potential and meet their ESG goals.

**Acknowledgement**

I would like to take this opportunity for expressing my deep appreciation for your unwavering support throughout the year. Your trust and involvement have been the driving force behind our consistent growth and success. We appreciate the invaluable contributions of all our shareholders, customers, suppliers, and partners. The unwavering efforts by every TCI Parivar member, keep my hopes high in achieving further milestones while #MakingTheDifference.

Warm wishes,

**Vineet Agarwal**  
Managing Director



# Integrating Efficiency with Reliability

TCI is strategically positioned to play a critical role in supporting the growth of key industries by enabling the seamless movement of goods and services. We achieve this through our advanced warehousing, multimodal transportation network, robust vendor ecosystem, and cutting-edge technology and automation.



## Verticals Served:



Automobiles



Energy & Renewables



Retail and CP



E-Commerce



Hi-tech (ICE)



Chemicals



Healthcare and Lifesciences



Metals & Minerals



Aviation & Defence



Food Grains/Agriculture

## Leveraging Benefits to Customers through:



Single Window Solution



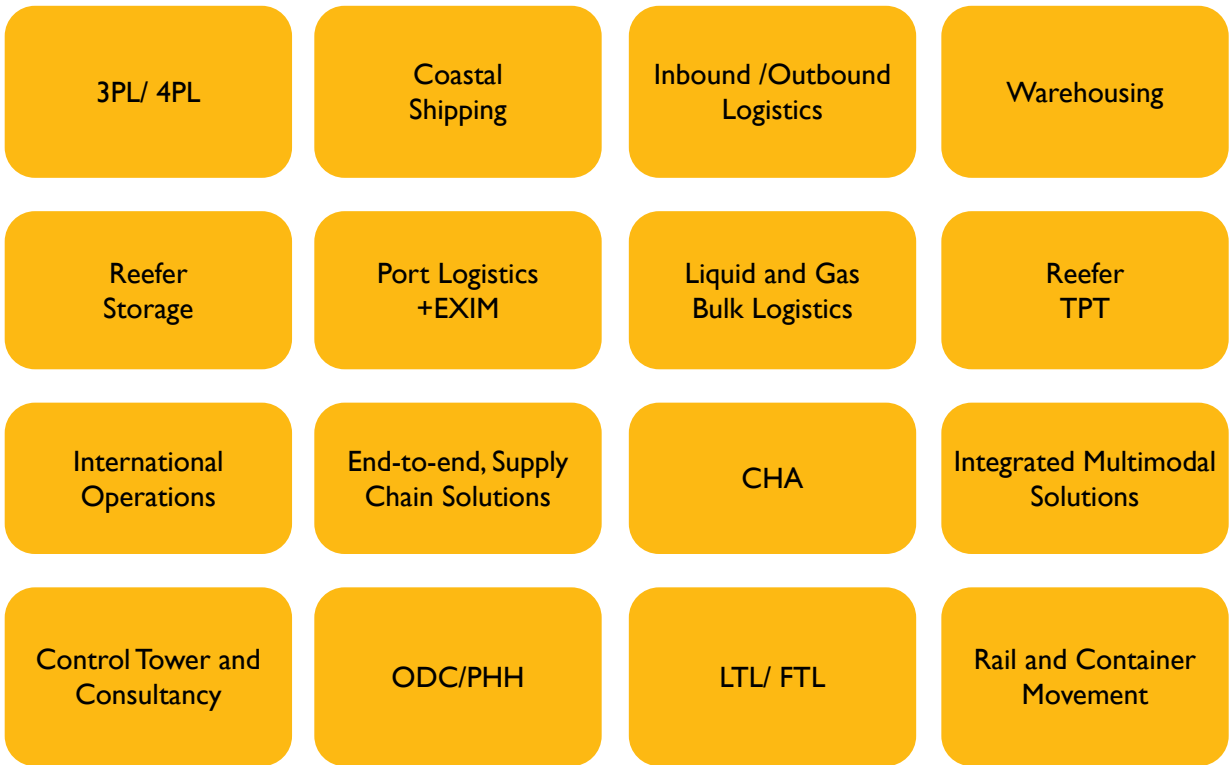
Trusted Delivery & Fulfillment



Operational Cost Efficiencies



Economies of Scale



## Cross Border

TCI's cross-border logistics provide services to Nepal, Bangladesh, Sri Lanka and Bhutan, and has offices at the nation's borders and capital cities. The following serve as some of the key features of TCI's cross-border logistics services:



Freight Forwarding  
(Land, Sea, Air)



Warehousing & Yard  
Solutions



End to End Logistics



Customs Clearance - CHA  
(Both sides of the Borders)

Intregated capabilities to design and manage global supply chain



# Awards and Recognition

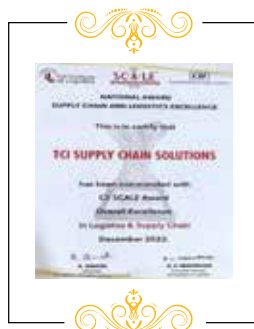
TCI Group was awarded First National Logistics Excellence Award FY 2021-22 by Hon'ble Government of India. These awards are aimed at appreciating and promoting excellence by logistics service providers and user industries.



TCI Supply Chain Solutions was awarded the prestigious 1st National Logistics Excellence Awards for – Best Warehouse Service Provider category.



TCI Cold Chain Solutions was awarded the 1st National Logistics Excellence Awards for – Best Cold chain / Refrigerated Service Provider category.



TCI Supply Chain Solutions has been awarded with CII Supply Chain and Logistics Excellence Awards (SCALE), in three categories:

- Liquid & Chemical Logistics
- Third Party Logistics (3PL)
- Industrial/ Retail Warehousing



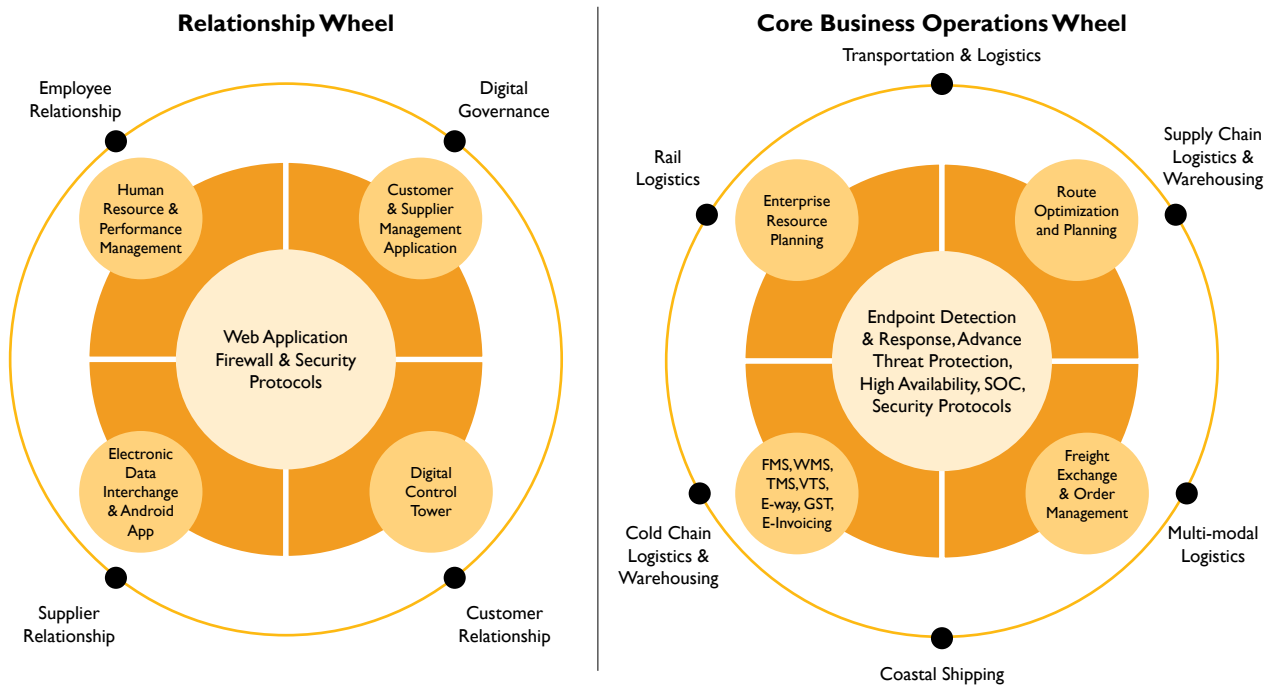
EPFO Hyderabad, Barkatpura Office awarded Transport Corporation of India Ltd. & TCI Express Ltd. In recognition of 100% E-nomination of women employees.

# Technology Adoption

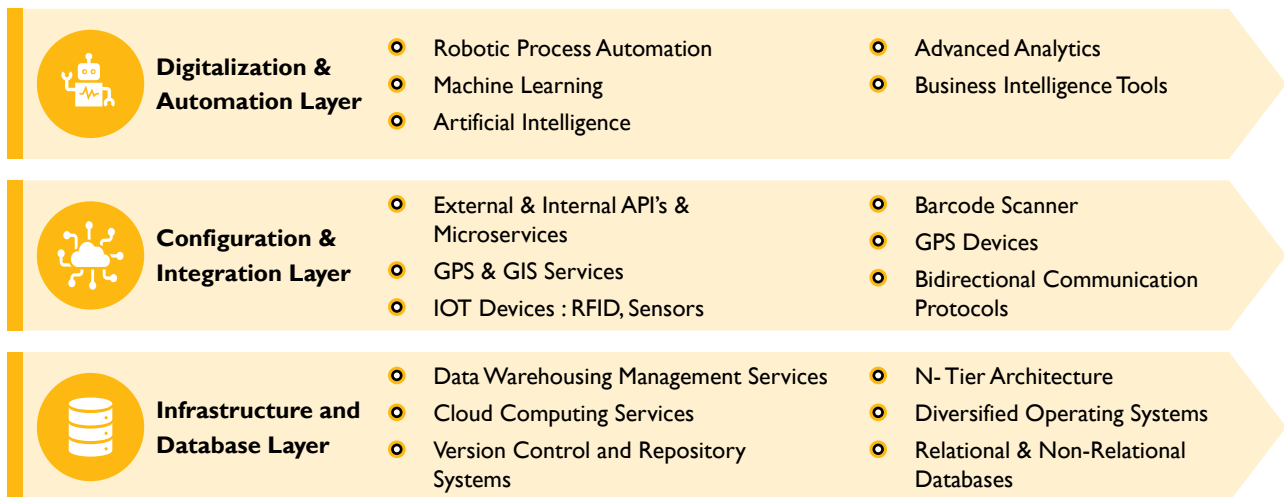
At TCI we strive for a continuous upgrade of our systems and processes to adopt and adapt to a fast changing digital environment. With the advent of new innovations in the digital spaces, we are enhancing our IT infrastructure capabilities. Our Business operations are backed by prudent digitisation investments. This year we have further strengthened initiatives like establishing a single-window interface and control towers across operations.

We prioritize customer service and continuously integrate innovation and technology into our operations. Our IT-enabled offices and skilled employees have enabled us to launch E-Logs, a digital platform that streamlines logistics services and improves the customer experience. We are also enthusiastic about the Government introducing ULIP as a step ahead in automation across logistics operations. Integration with ULIP simplifies processes and enhances efficiency for our customers. With a comprehensive system in place, we resolve issues promptly, further ensuring customer satisfaction.

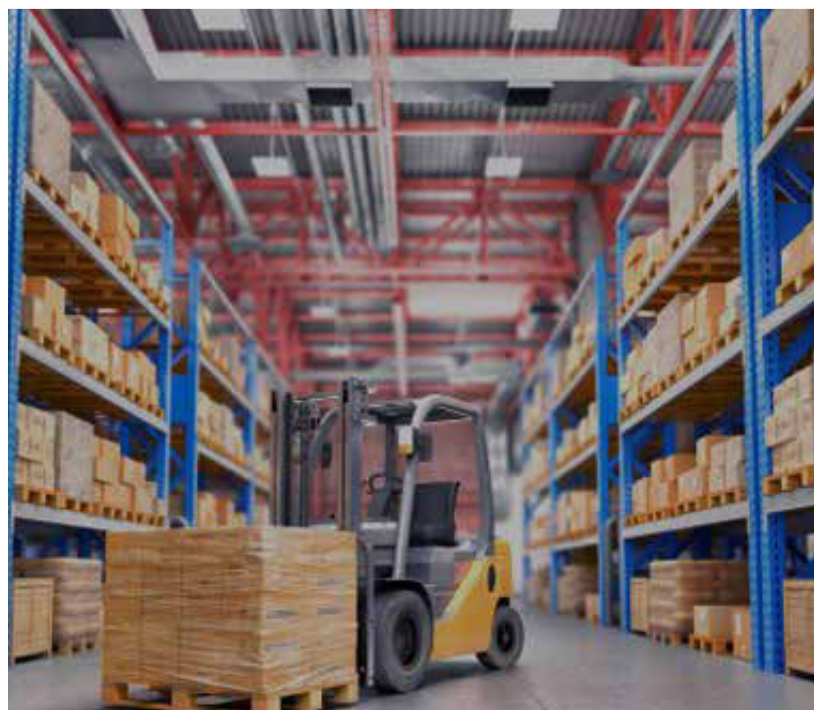
TCI has adopted relational and non-relational database management technologies, along with diversified operating systems and technical inventory. Together these help the Company achieve:



## Other Layers







# Building the Future of Indian Logistics

The logistics sector is the lifeblood of industries. In the current scenario, the Indian transportation and logistics sector is being propelled by resilience in supply chain management. Following the pandemic, it is now experiencing immense growth. This can be attributed to the country's rapidly growing economy. The Indian logistics industry accounts for 12-13% of the GDP, thus, comprising of a significant share in the growth. Development in the logistics industry is one of the key factors responsible for boosting the GDP.

(source: <https://economictimes.indiatimes.com/markets/stocks/news/indias-logistics-sector-big-opportunity-for-investors/articleshow/95526299.cms?from=mdr> )

## TCI contributing to Emerging Sectors

With yearly revenues of over ₹ 62,000 Mn., TCI Group continues to be among India's leading integrated supply chain and logistics solutions provider. TCI stands as a strong backbone for the Indian industries as it serves the most important verticals, offering diversified products and world-class services like warehousing, rail and container movement, coastal shipping, end-to-end supply chain solutions and integrated multimodal solutions.

As India continues to develop and strengthen its position on the global platform, it would be prudent to consider eco-friendly, fast, and safe logistics solutions. TCI plays a critical role in connecting people and goods from all over the country, including remote regions, and facilitates trade with neighboring nations. Currently, TCI's focus on green logistics, last mile deliveries, and multimodal network has made it a valuable asset to the Indian economy, providing answers to some of the most complex logistical challenges faced by the industry.

### Segments

#### Chemical and Pharma



### Opportunities

There are huge opportunities in the Chemicals and Pharma industries as supply chains in China are getting disrupted and India becomes a preferred destination for manufacturing of Agrochemicals, Cosmetics, Petrochemicals, Bio-tech & Life-Sciences ingredients, Polymers & Resins, Dyes & pigments, Paper & Pulps, Pharmaceuticals, Food stabilizers & edibles.

### Our Solutions

- Specialized handling & transportation of medical devices including MRI machines and CT Scanners
- Dynamic, safe, and cost-effective multimodal logistics solutions for all bulk
- Liquid and dry chemicals
- Movement of Hazardous and Non-Hazardous chemicals via road-rail and sea through usage of ISO containers
- "Responsible Care" mantra for safe and environmentally-conscious management
- HSE standards built in the Chemical industry

## Segments

### Agriculture



## Opportunities

The agriculture sector heavily depends on logistics as it has shorter cycles and it alone makes up 16% of GDP through Grains & produce, Fertilizers & Agrochemicals, Horticulture & flora, Fruits & Veggies (Perishables), Honey & Silk, Semi-Processed edibles

## Our Solutions

- We offer multimodal transportation, custom clearances, and warehousing management under a single customer relationship management system

### Renewables



There has also been a boom in 'Green Energy' and a shift from fossil fuels to renewable energies requiring logistics for plant equipments for Solar, Hydel & Wind power stations, Hydrogen Fuel, Electric Batteries, Cables, Machinery and turbines etc.

- We offer hub-spoke based multimodal solutions with last-mile deliveries, 3PL Solutions, Yard management, OBL, and Warehouse management

### Cold Chain



As India's food industry grows and becomes more complex, the demand for temperature-controlled logistics is increasing in dairy, meat, aqua, perishables fruits, veggies, juices, pharmaceuticals, vaccines etc.

- End-to-end supply chain and Cold Supply Chain services
- Ambient and Cold Warehousing, Primary Transportation, 3PL, CFA, and DC management
- Temperature-controlled transportation

### International Connectivity



As regional economic integration grows, there would be a need for seamlessly facilitating the movement of goods and services across borders. Textiles, Jute, Meat & dairy, food grains, medicines industrials, consumer durables, commodities etc.

- Own strategic assets- ISO Tanks, Gas Tanker Dry Bulk Containers.
- Movement of Liquid ISO containers globally.
- Own subsidiaries in Nepal and Bangladesh, offices at all major borders and capital cities
- Integrated (End-to-end) documentation and clearance services

# Taking Your Business Forward

TCI's ability to offer a diverse range of services involves end-to-end solutions to their customers, from transportation to warehousing and distribution. The Company is a preferred choice in the logistics industry because of our expertise, infrastructure, and use of technology. We focus on streamlining logistics operations and have a wide range of offerings that demonstrate our commitment to providing comprehensive logistics solutions to customers

## Diversified Offerings

### 

India's leading surface transport entity. This division is fully equipped to provide total transport solutions for cargo of any dimension or product segment. It transports cargo on FTL (Full truck load)/ LTL (Less than truck load)/ Small packages and consignments/ Over Dimensional cargo.

### 

TCI SCS is a single window enabler of integrated supply chain solutions right from conceptualization and designing the logistics network to actual implementation. The core service offerings are Supply Chain Consultancy, Inbound Logistics, Warehousing / Distribution Centre Management & Outbound Logistics.

### 

TCI Seaways is well equipped with six ships in its fleet and caters to the coastal cargo requirements for transporting containers and bulk cargo. Being the pioneers in multimodal coastal shipping and container cargo movement and transportation services, TCI Seaways connects India with its western, eastern, and southern ports.

### 

A **subsidiary** of TCI Group, this is an integrated cold chain service provider to meet the needs of temperature-controlled warehousing and distribution services. The facility caters to the needs of various industries such as agriculture products, processed foods, life sciences, healthcare, and specialty chemicals.

### 

TCI Group has a strong presence in the SAARC, especially BBIN (Bangladesh, Bhutan, India, Nepal) countries. Our cross-border presence provides logistics services to Nepal, Bangladesh, Sri Lanka, and Bhutan, connecting Myanmar with offices at borders and capital cities.

### 

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

## **TCI Foundation**

TCI Foundation is the Group's social arm dedicated to serving the nation and led by the motto of equality as well as uplifting the living standards of citizens. The Foundation acts a support system for communities and provides assistance in the form of facilitating necessities and amenities in underprivileged rural areas, such as through charitable hospitals, education, community, and sports development. In the area of health care and services, the Foundation is driving integral healthcare for mechanics, truckers, migrants and their families in north, east, west and south regions of India.

## **TCI INSTITUTE OF LOGISTICS**

TCI Institute of Logistics (TCIIL) is driven by the objective to create a platform for the industry that would foster professionalization for different job roles in the logistics sector. By focusing on emerging trends, industry-specific problems of national importance, and global standards in logistics and supply chain management, TCIL strives to enable higher efficiency, enhanced profitability, and improving solutions to macro level issues in the logistics services industry.

## Joint Ventures

### **TCI CONCOR**

Multimodal Logistics Solutions

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



Transsystem

Transsystem Logistics International Pvt Ltd., (TLI) a JV between TCI and Mitsui & Co., carved its niche by offering high quality integrated logistics solutions to Japanese Automotive Manufacturers and Suppliers in India. TLI offers a wide range of services like IBL for Production Parts (Just In Time basis) OBL, Warehousing, Spare Parts delivery (After Sales Service), CKD container transportation etc.

## Group Companies

### **TCI EXPRESS**

LEADER IN EXPRESS

A leading express distribution specialist that offers a single window door-to-door & time definite solution for customers' express requirements. It serves across 40,000 locations in India and 202 countries abroad.

### **TCI Developers Ltd.**

TCI Developers Ltd. focus on developing the Group's commercial properties as the real estate arm of TCI. Herein, it is involved in the implementation and development of office complexes, residential buildings, large modern warehouses, and logistics parks.



# Consistent Growth Every Year

## Standalone

Particulars	UoM	2018-19	2019-20	2020-21	2021-22	2022-23
Total Income	Rs.Mn	25,851	25,417	24,872	29,357	34,925
EBIDTA	Rs.Mn	2,711	2,617	2,830	4,216	4,689
Finance Cost	Rs.Mn	356	324	248	109	82
Depreciation & Amortization	Rs.Mn	752	777	881	1,076	1,168
Profit before Tax & Exceptional Items	Rs.Mn	1,603	1,516	1,701	3,031	3,439
Exceptional Item	Rs.Mn	-	99	140	-	10
Taxes						
- Current	Rs.Mn	378	248	242	367	374
- Deferred	Rs.Mn	(51)	(93)	(28)	(10)	20
- Taxes for earlier years	Rs.Mn	-	-	-		
Net profit	Rs.Mn	1,276	1,262	1,347	2,674	3,035
Cash profit	Rs.Mn	1,977	1,948	2,201	3,740	4,223
Dividend per share*	Rs.	1.80	2.00	2.50	6.00	6.00
EPS	Rs.	16.65	16.46	17.52	34.63	39.18
Gross Block	Rs.Mn	9,007	10,664	11,363	12,907	13,174
Net Block	Rs.Mn	7,095	7,737	7,838	7,860	7,907
Share capital	Rs.Mn	153	154	154	155	155
Avg Net Worth	Rs.Mn	7,570	8,935	10,152	11,967	14,404
Total Debts**	Rs.Mn	4,496	4,023	2,416	422	552
Avg Capital Employed	Rs.Mn	12,136	13,170	13,265	13,210	14,710
Operating Profit Margin (EBIT)	%	7.58	7.24	7.84	10.70	10.08
Return on Avg. Net Worth	%	16.86	14.15	13.28	22.35	21.07
Return on Avg. capital employed	%	16.14	13.98	14.69	23.77	23.93
Debt Equity Ratio	Times	0.54	0.42	0.22	0.03	0.04
Interest Cover	Times	7.62	8.09	11.44	38.68	56.96
Book value per share	Rs.	108.29	123.65	140.13	169.80	202.13
Debtors Turnover	Times	5.91	5.40	5.38	6.36	7.06
Current Ratio	Times	1.39	1.47	1.81	3.03	3.96

\* Included Recommended Dividend

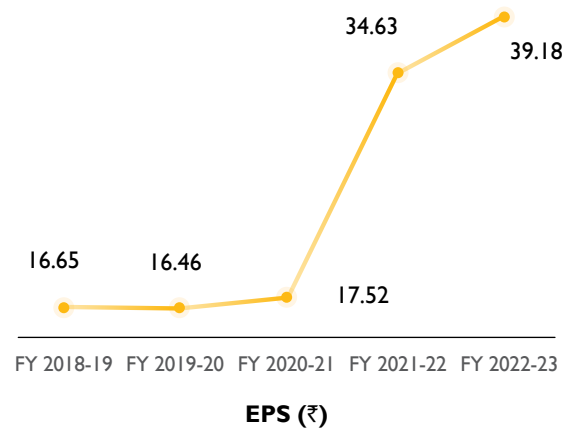
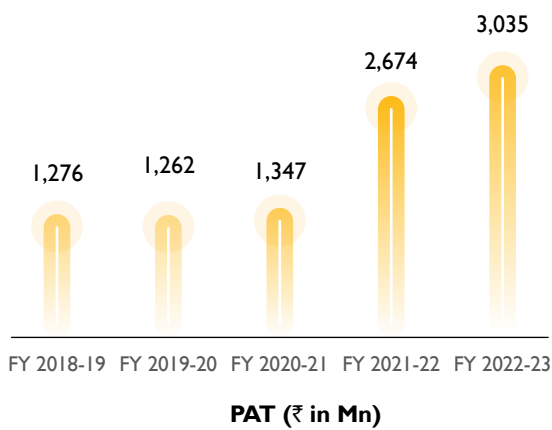
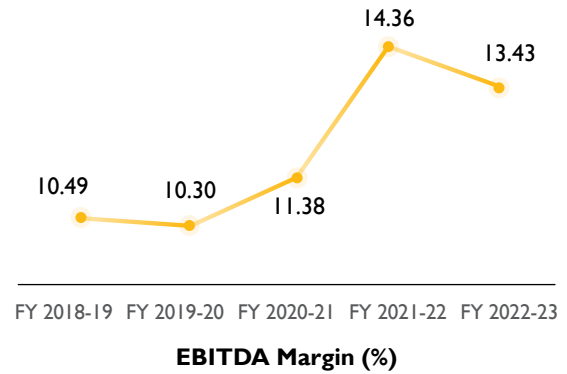
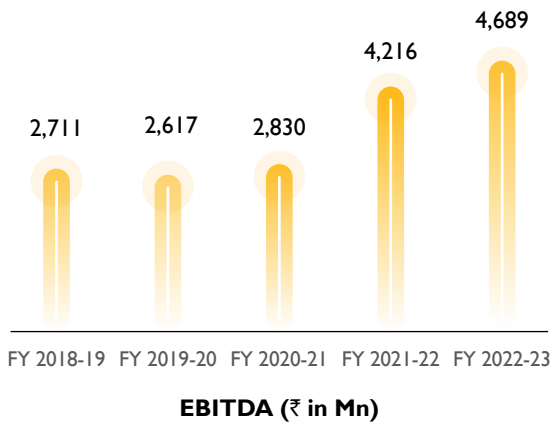
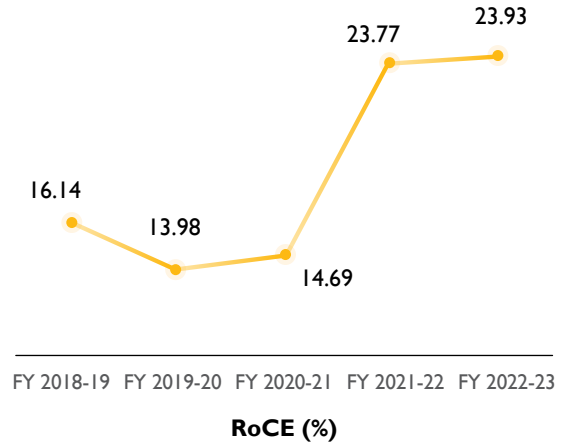
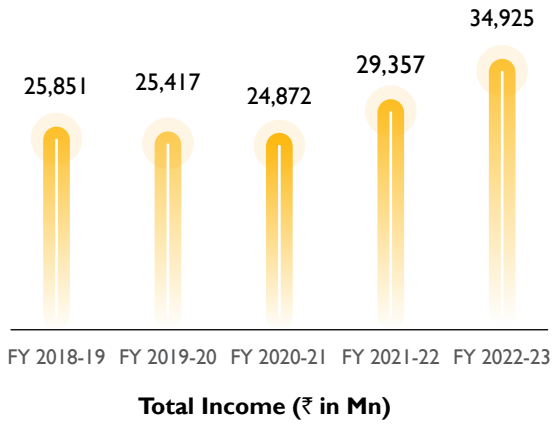
\*\* Total debts does not include lease liabilities

## Consolidated

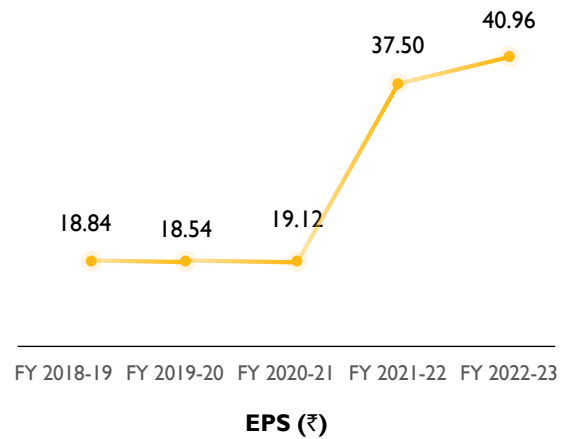
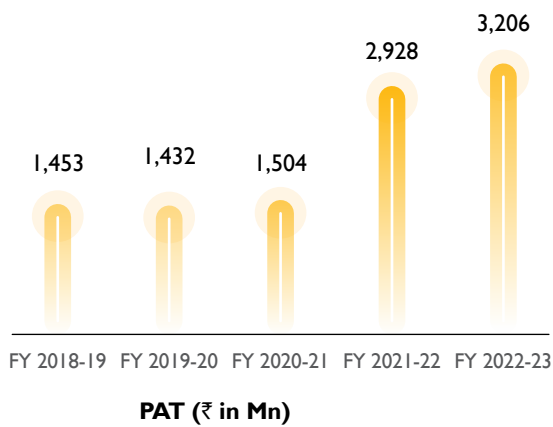
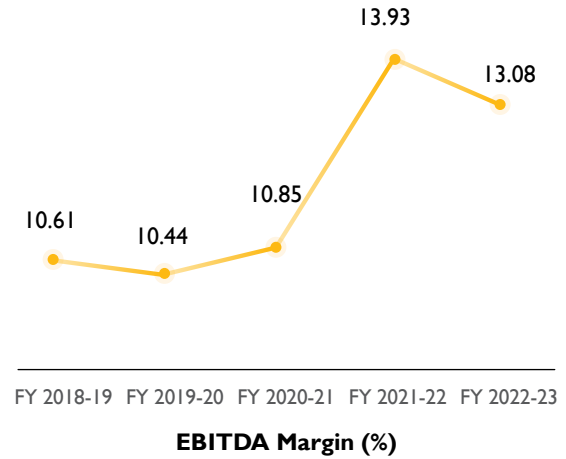
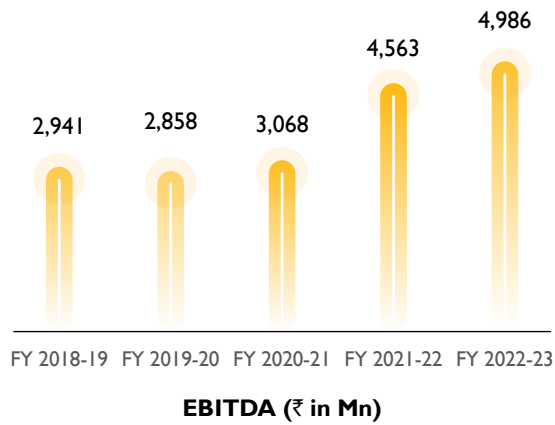
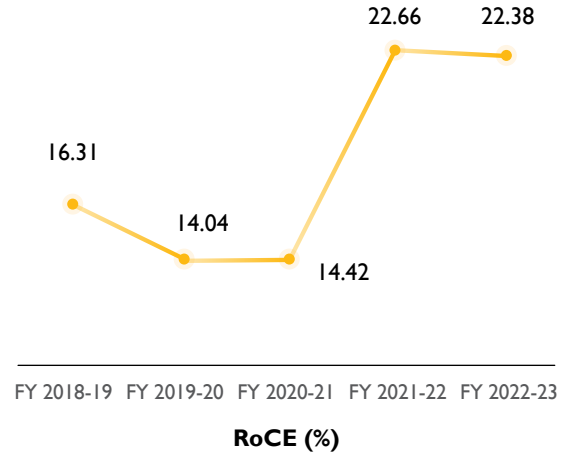
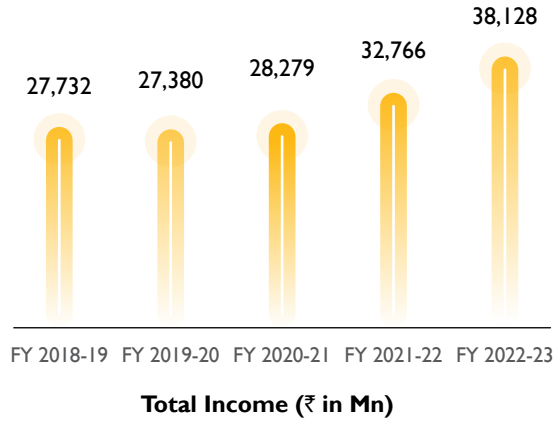
Particulars	UoM	2018-19	2019-20	2020-21	2021-22	2022-23
Total Income	Rs.Mn	27,732	27,380	28,279	32,766	38,128
EBIDTA	Rs.Mn	2,941	2,858	3,068	4,563	4,986
Finance Cost	Rs.Mn	374	343	267	128	98
Depreciation & Amortization	Rs.Mn	774	825	928	1,130	1,214
Profit before Tax & Exceptional Items	Rs.Mn	1,793	1,690	1,873	3,305	3,674
Exceptional Item	Rs.Mn	7	99	131	-	34
Taxes						
-Current	Rs.Mn	387	253	266	386	401
-Deferred	Rs.Mn	(54)	(94)	(28)	(9)	33
-Taxes for earlier years	Rs.Mn	-	-	-	-	-
Non-Controlling Interests	Rs.Mn	9	8	33	32	33
Net profit	Rs.Mn	1,453	1,432	1,504	2,928	3,206
Cash profit	Rs.Mn	2,174	2,163	2,405	4,050	4,453
EPS	Rs.	18.84	18.54	19.12	37.50	40.96
Gross Block	Rs.Mn	9,393	11,075	11,421	13,256	13,771
Net Block	Rs.Mn	7,308	7,933	8,099	8,087	8,172
Share capital	Rs.Mn	153	154	154	155	155
Avg Net Worth	Rs.Mn	8,269	9,579	10,968	13,000	15,660
Total Debts*	Rs.Mn	4,703	4,186	2,767	619	625
Avg Capital Employed	Rs.Mn	13,283	14,481	14,841	15,147	16,858
Operating Profit Margin (EBIT)	%	7.81	7.43	7.57	10.48	9.89
Return on Avg. Net Worth	%	17.57	14.95	13.71	22.52	20.47
Return on Avg. capital employed	%	16.31	14.04	14.42	22.66	22.38
Debt Equity Ratio	Times	0.57	0.44	0.25	0.05	0.04
Interest cover	Times	7.87	8.33	11.49	35.57	50.78
Book value per share	Rs.	116.35	133.27	151.71	184.96	219.41

\*Total debts does not include lease liabilities

# Standalone



# Consolidated



# Financial Performance Review

Key Financial Ratios	Standalone			Consolidated			Enablers
	FY 2021-22	FY 2022-23	% change	FY 2021-22	FY 2022-23	% change	With % change
Current Ratio (in times)	3.03	3.96	30.73%	2.85	3.85	35.22%	Increase in cash & cash equivalents and current investments due to higher cash generated
Debt- Equity ratio (in times)	0.06	0.05	(7.35%)	0.07	0.05	(19.76%)	Higher growth in Networth with strong PAT
Debt service coverage ratio (in times)	9.92	14.30	44.20%	10.17	14.00	37.68%	Lower debt balances and higher cash profits
Return on equity ratio (in %)	22.35%	21.07%	(5.71%)	22.52%	20.47%	(9.12%)	-
Inventory Turnover Ratio*	72.10	89.46	24.08%	72.10	89.46	24.08%	Increase due to lower inventory base
Trade payables turnover ratio (in times)	30.71	43.07	40.27%	27.99	36.54	30.54%	Reduced payables amidst high cash availability
Trade receivables turnover ratio (in times)	6.37	7.06	10.85%	6.39	7.08	10.66%	Increase led by higher Revenue
Net capital turnover ratio (in times)	6.00	4.79	(20.30%)	6.16	4.94	(19.81%)	Reduction due to high cash availability
Net profit ratio (in %)	9.11%	8.69%	(4.60%)	8.94%	8.41%	(5.92%)	-
Return on capital employed (in %)	23.21%	23.94%	3.13%	23.31%	23.65%	1.45%	-
Return on investment (in %)	16.62%	17.16%	3.26%	16.42%	16.32%	(0.61%)	-

\* Inventory Turnover ratio has been calculated for Seaways Division only  
 Changes below 10% are considered Negligible



# Guiding the Team with Strong Governance

As a Company, we place a strong emphasis on having a robust governance framework that promotes independence, transparency, and diversity within our Board of Directors. We believe that this is essential for ensuring that the Company is run in a responsible and sustainable manner, and that we can continue to create value for all our stakeholders.

We have implemented numerous governance principles and policies, such as a code of conduct, whistle-blower policy, and related-party transaction policy. These policies are designed to ensure that our operations are conducted with integrity and in compliance with all applicable laws and regulations.

In addition, we have worked to enhance the independence and diversity of our Board of Directors. We have appointed independent directors who bring a wealth of experience and expertise to our board. We also strive to ensure that our board has a diverse mix of skills, backgrounds, and perspectives, which we believe is critical to making well-informed decisions and driving innovation.

## Board of Directors



Mr. D. P. Agarwal

Chairman & Managing Director



Mr. Vineet Agarwal

Managing Director



Mr. S. N. Agarwal

Non-Executive Director



Mr. Ravi Uppal

Independent Director



Mr. Vijay Sankar

Independent Director



Mr. S. Madhavan

Independent Director



Ms. Gita Nayyar

Independent Director



Mr. Vikrampati Singhania

Independent Director



Ms. Urmila Agarwal

Non-Executive Director



Mr. Chander Agarwal

Non-Executive Director

## Corporate Information

### Mr. Ashish Tiwari

Group Chief Financial Officer

### Ms. Archana Pandey

Company Secretary &amp; Compliance Officer

### Statutory Auditors

M/s Brahmayya &amp; Co., Chartered Accountants

### Secretarial Auditors

M/s Vinod Kothari &amp; Company, Practicing Company Secretaries

### Registrar & Share Transfer Agent

KFin Technologies Ltd.

Selenium Tower B,

Plot numbers 31 &amp; 32,

Financial District Gachibowli,

Hyderabad 500 032 Tel: +91 040 67161524

Email: einward.ris@kfintech.com

Website: www.kfintech.com

### Corporate Office

TCI House, 69, Institutional Area, Sector 32,

Gurugram - 122001

Tel: 0124-238 1603-07

Email: corporate@tcil.com

Website: www.tcil.com

### Registered Office

Flat Nos. 306 &amp; 307, 1-8-201 to 203, 3rd

Floor, Ashoka Bhopal, Chambers, SP Road,

Secunderabad 500003

Tel: 040-278 40104

### Corporate Identification No.

L70109TG1995PLC019116

### Bankers

State Bank of India

HDFC Bank Ltd.

ICICI Bank Ltd.

Axis Bank Ltd.

DBS Bank India Ltd.

### Ratings & Certifications

ISO 9001:2015

### ICRA


A1+ for Commercial Papers

### CRISIL

AA/Stable (Reaffirmed) Long Term Rating

A1+ (Reaffirmed) Short Term Rating



A blurred background image showing a business meeting. In the foreground, a person's hand is pointing at a laptop screen displaying a colorful data visualization. Other people are visible in the background, some looking at the screen. The overall scene is dimly lit, with a warm orange glow at the bottom.

# Management Discussion and Analysis



# FY 2022-23:

## An ode to India

### Everything, Everywhere, All at once!

Interestingly, this theme not only captivated the Oscars but has also resonated strongly with global logistics industry this year. Global supply chains, are undergoing massive transformations to accommodate diverse requirements amidst geopolitical and financial uncertainties. In this context, FY 2022-23 not only redefined the term 'VUCA world', but also added new dimensions to it. One ship though, navigated steadily through the choppy waters.

### India!

India's economic resilience has played a pivotal role in balancing the scales for the overall global economy. This is evident in the country's ability to swiftly adapt to changing circumstances while capitalizing on emerging opportunities. India has surfaced as a frontrunner in digital technology innovation, initiating diverse programs to promote entrepreneurship and foster innovation.

India's ascendancy to the G20 presidency has shaped the global economic agenda. The Government's alignment with the B20 has further contributed to the growth and development of the global economy. Very aptly, the B20 theme for FY 2022-23 - R.A.I.S.E, standing for Resilience, Agility, Innovation, Sustainability and Equity, perfectly aligns with India's policies and reforms.

Our economic reforms and policies have made significant strides in building a resilient economy. Structural reforms have improved the ease of doing business, including tax streamlining and enhanced credit accessibility. India has also invested in infrastructure such as roads, railways, airports, and ports to enhance connectivity and support economic growth.



### Not just growth, but responsible growth!

India actively promotes sustainable development, combatting climate change, and enhancing energy efficiency while strongly supporting the Paris Agreement and striving to reduce its carbon footprint. The country is also actively improving its logistics industry to boost economic growth, progressing towards G20 goals and driving further improvements through engagement with B20. India's logistics sector is positioned to make a significant global economic contribution with a focus on resilience, adaptability, inclusivity, sustainability, and efficiency.



# Global Economic Overview

## With Change Comes Opportunity

World trade touched a record USD 32 Tn till 3rd quarter of FY 2022-23, Environmental-friendly products and services played a key role as they remained at the forefront of emerging industry trends.

Despite numerous headwinds influencing major economies, global trade expanded. The past year saw global market reaching a value size of USD 32 Tn. Some of the notable trends include alternatives to the Chinese supply chains and the rise of the Global South as a major consumer market. Economic downsides and supply chain hindrances were counter balanced by adopting sustainable alternatives and friend shoring. Supported by the stabilizing influence of

steadily growing Indian Economy, global economy registered a growth of 2.8% in FY 2022-23. Inflation also soared and central banks around the world tightened interest rates, withdrawing monetary stimulus.

Looking forward, the IMF's estimates of FY 2023-24 growth outlook remains positive at 3.0%. While the global inflation forecast shows a decline due to lower commodity prices, core inflation continues to be a lingering risk.

International Monetary Fund

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2023/04/11/world-economic-outlook-april-2023>)



# Indian Economic Overview

## A Growth Story Promising A Stronger Tomorrow

With India's achievement of G20 Presidency for the year 2023, we mark the beginning of a historic journey. The idea enabling this journey towards sustainability is Vasudhaiva Kutumbakam – One Earth, One Family, One Future.



### India

One of the fastest-growing economies the World has recognised the Indian Economy as a 'bright star'

In FY 2022-23, the Indian economy showcased resilience despite external challenges while continuing to be one of the fastest-growing nations globally. Employment sentiment is high, with an estimate of further improvement. Optimism also extends to businesses as manufacturers on production, order books, employment, capacity utilisation and the overall business situation. Latest Industrial Outlook Survey of the Manufacturing Sector forecasts continued investment linked optimistic industry performance till FY 2024-25. The direct consequence being continuity in rise of private consumption and investment and thus, logistics requirements.



### 33%

Increase in India's capital investment for third consecutive year

With the Union Budget FY 2023-24 aiming at enhancing the nation's infrastructure, the Government increased capital expenditure to ₹10 Tn. This is a remarkable increment of 33% in capital outlay over FY 2022-23. Key industries like manufacturing, infrastructure, and healthcare remain optimistic, anticipating fair growth. While the Government's interventions for driving economic growth such as National Infrastructure Pipeline (NIP) and the Production-Linked Incentive (PLI) schemes provide the necessary impetus, the logistics sector - the life blood of the nation - acts as a crucial propeller.

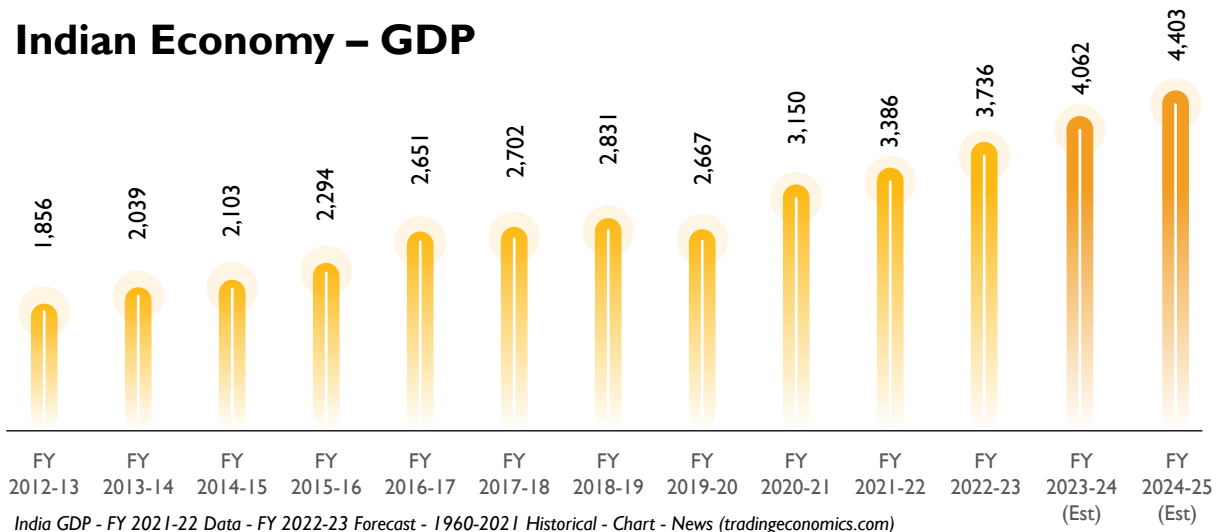


### ₹10 Tn

Government capital expenditure for FY 2023-24

Although global spill-over may have an impact on the economy's steady growth trend, cautious optimism is predicted to prevail in the near future. RBI's forecast of headline inflation of 6.8% for FY 2022-23, is within range for promoting private consumption as well as investments.

## Indian Economy – GDP



Source - GDP of India 1987-2028 | Statista: <https://www.statista.com/statistics/263771/gross-domestic-product-gdp-in-india/>

# Logistics

## Industry Overview

### Logistics: Bridging Supply and Demand

#### Global Context

Logistics is an indispensable element of all economic activities. On an average, logistics sector accounts for anywhere between 8-10% in the GDP of various countries across the globe.



### 6.3% CAGR

Global Logistics Services Industry expected growth between FY 2023-28



### ~USD 14.37 Tn

Expected value by FY 2027-28

The cover story of global logistics in the past year has been about sustainability & resilience. The disruptions caused by various geo-political events have made organizations as well as governments to relook at the resilience of their supply-chains and logistics ecosystem. Changing from China+1 strategy to India+1 strategy, for most supply chains, sustainability came at the forefront of their priorities. Now, instead of cost being the only deciding factor, supply continuity, redundancy and responsible sourcing have come to the forefront of the decision influencing factors. Rise in demand for robust and sustainable multi-modal logistics provided the necessary momentum for the growth in the global logistics sector. This is a great opportunity for the entire Logistics industry. Established players have a chance to leverage their strengths and partner with their customers for creating incremental value across the value system. Going ahead, the focus will remain on increasing the resilience and efficiency of logistics. Logistics players will have to opt for redesigning supply chains and adopting technology partners to offer seamless customer experience.



### USD 9 Tn

Total logistics cost in FY 2021-20



### 10.7%

Of the USD 85.24 Tn global GDP in FY 2019-20 was contributed by logistics services industry



### The Asia-Pacific

The leading regional market for logistics across the globe

# Logistics in India

Today, the logistics industry in India is booming, owing to the country's rapidly growing economy.

India is poised uniquely for a transformation in the Logistics Industry. The past year has seen various significant interventions and the momentum is expected to continue in the years to come. As India gears up for becoming a USD 5 Tn economy, the logistics sector has a key role to play in driving this growth. With focused public investment in improvement of the transportation infrastructure, Indian Govt. has provided the necessary boost for uplifting the efficiency of the Logistics industry. Today in India, Logistics cost contributes to as high as 14% of the total production cost, as against a 7-8% in developed nations.



**USD 274 Bn in FY 2021-22**

The Indian Logistics Sector Market Value



**14.4%**

Contribution to the country's GDP



**USD 380 Bn**

Expected market value by FY 2024-25, with CAGR of 10.5%

This calls for a fresh look at solving for the challenge of improving cost efficiency across the entire value chain - delivering a major boost to the Logistics sector. As India continues to insource manufacturing, it offers a plethora of opportunities for the logistics industry to flourish by capitalising on the nation's vast geographic area and large population. This, coupled with strong Government impetus is positioning the logistics industry to achieve further growth. Post the launch of National Logistics Policy, today India's logistic ecosystem is in transformative stage which is acting as a catalyst for these opportunities. This plan is proving to be the game changer as it targets reducing the cost of logistics in India to be comparable to global benchmarks by FY 2029-30.

With paradigm shifts in the global supply chain constructs, building resilience to de-risk procurements takes centre stage. With the "Make in India" focused industry specific PLLs, by the Indian Government, manufacturing industry is witnessing incremental production, spurring exports. Increasing production volumes and improved connectivity between manufacturing centres, the logistics volumes have been on the rise. Apart from this, Govt. initiatives like PM Gati-Shakti Programme, MMLP, recently launched National Logistics Policy (NLP) – and portals like GeM, ULIP & eLogS have upped the digital transformation ante and helped in bringing more transparency & efficiency to the logistics sector.

India's role in world supply chains and establishment as the alternative to China through output-incentive plans is gaining higher significance, along with a growth in its domestic consumer market. On the Market front, changing consumption patterns in the post-pandemic era resulted in increasing demand for commerce & deliveries through Multi-Modal and Omni Channels. D2C/quick-commerce has been a real catalyst for the increased warehousing demand. Logistics players have continued to innovate & re-design supply chains through tech-enablement and digital interventions, keeping the 'ESG' aspect in mind. As the Indian economy moves towards more formalized way of working, opportunities are

Sources:

India's Growing Logistics Sector | IBEF

Warehousing and Logistics Sector in India | IBEF

The logistics and warehousing market in India - KPMG India

Size of Indian logistics Market Share, Industry Analysis Research Report 2032 | MENAFN.COM

increasing manifold for organized Logistics Solution Providers (LSPs) like us.

The Budget for FY 2023-24 continued to sustain the ongoing momentum. There may be further easing of Supply Chain bottlenecks. This will help in furthering business strategies to improve our global competitiveness.

Although there are lingering challenges like long capital

investment cycles, increasing margin pressures, uneven booking to cash conversion, fragmented and localized operations, unorganized small and marginal players etc, the doors are open for 3PL, 4PL and Multi-Modal Integrated Logistics Solutions Providers (MMILSPs). Similarly, the scope for improvement in resource productivity is huge. In the coming quarters, fully committed and long standing players like the TCI group will benefit the most from the emerging market equations.

## Market Disruptors

### Emergence of Omnichannel Retail

In order to drive a seamless customer experience, industry players across logistics services are engaging better equipment for building an omnichannel retail presence. While industry players continue to bring this change, it necessitates proper inventory distribution across channels and the right mix of transportation modes. Moreover, it is also leading a change in retail stores, to mini distribution centres, on the back of adequate warehouse management enabled with technology.

### Skill development & workforce training

- According to the National Skill Development Corporation (NSDC), logistics sector emerged as the top employment-generating sectors in India in the aftermath of the pandemic.
- Currently 80% of the workforce, does not possess any basic level of professional training – neither a degree nor even a diploma. Young, professionally trained supply chain experts will speed up innovations in this space. Most IIMs have now come forward for introducing Supply chain & Logistics related core PGDM courses.
- With the Indian e-commerce market expected to grow to USD 200 Bn by CY 2025-26, there is an urgent need for mass hiring in the sector along with skilling, reskilling and upskilling measures

### Waterways - most energy-efficient mode

Coastal shipping or freight by sea is the lower-cost mode of transport, both for passengers and freight. Currently, coastal and inland waterways contribute only 6% of the country's

freight by sea modal mix, while adjacent developing economies such as Bangladesh contribute 16% of their freight traffic by water. Through PPP mode with viability gap funding, Coastal shipping will be promoted as it is the most energy efficient mode of logistics, going ahead.

### Freight Costs

India's freight transportation market is expanding quickly to keep up with demand from the country's expanding customer base. Industry experts are positive about the future of India's logistics sector and freight shipping rates in FY 2022-23 due to increasing infrastructure investment, tax advantages for SEZs, and numerous attempts to promote digital payments. On an average, India is generating transport demand of 2.2 Tn tonne-km at the cost of ₹ 9.5 Tn.



## 4.6 Bn tonnes

Of freight transported annually, as per NITI Ayog

### China+I vs India+I Strategy

The key sectors such as agriculture, automobile, biotechnology, chemicals, capital goods and e-commerce are registering increase in growth rate. With investors looking for a major manufacturing hub to cater to the improved consumer demand, India remains poised to further attract growth across its key industries.

(Source: [https://www.business-standard.com/budget/article/budget-2023-24-soon-rs-75k-crore-transport-connectivity-projects-123020101469\\_1.html](https://www.business-standard.com/budget/article/budget-2023-24-soon-rs-75k-crore-transport-connectivity-projects-123020101469_1.html))



## Challenges

Logistics space is fast changing and as we evolve, we are encountering new problems to solve. Some challenges still persist at various stages of complexity and call for increased focus towards resolution.

### Lack of Standardization



- Highly unorganized and fragmented market
- Minimal integrated IT infrastructure
- Lack of standardization in Processes, Technology adoption and regulations

### Warehousing Challenges in the Logistics Industry



- Shortage of Grade-A & certified warehousing facilities
- Uneven Demand – Supply leading to fluctuating utilization

### Lack of Infrastructure



- Inability to handle high traffic density
- Lack of cross-modal material handling Infrastructure
- Insufficient air and seaport capacities and lack of other connecting infrastructure

### Pricing Pressures Faced by Logistics Service Providers



- Rising input costs
- Lack of optimized processes for driving cost-reduction initiatives

### Disintermediation Across the Value Chain



- Lack of professionally skilled workforce
- New-age, technology-enabled start-ups seeking improved infrastructure to sustain automation and digitalisation across logistics face slow growth due to non-availability of skilled and experienced manpower.

## Opportunities

Innovative Logistics services are becoming increasingly important to provide customers with a broader selection of high-quality products delivered on time, in a cost-effective manner. Therefore, it is becoming increasingly important for services providers in the logistics industry to tap on the potential growth opportunities for catering this rise in demand for quality and more security.

### Consumer Demand



With emerging Direct to Customers (D2C), Direct to Retailers (D2R), and Direct to Kirana (D2K) models, there is a need for new models of production, storage, and distribution. As a result, logistics players need to develop capabilities in distribution, fulfillment, last-mile delivery, and the utilisation of technology for inventory management, optimization, customer data analytics, and route optimisation. Meeting these growing customer expectations is crucial.

### Government's Initiatives



The Indian Government is placing significant emphasis on improving the country's road network, constructing dedicated freight corridors, implementing technology-driven warehousing, and establishing multimodal logistics parks to ride on the opportunity.

### Last-Mile Deliveries



In response to evolving customer expectations, logistics companies are investing heavily in route optimisation, tracking, and network building to ensure seamless last-mile deliveries. This trend is gaining momentum, with an increasing number of logistics players dedicating resources to provide hassle-free deliveries to customers.

### Digital Native Business (Quick Commerce)



Businesses are facing the need to go hyperlocal to enhance their omnichannel presence. This involves quick commerce receiving higher investments by key industry players, while trying to match up to the customers' needs with frequent and prompt deliveries.

### Growing Manufacturing sector



The expansion of the manufacturing sector in India is driving demand for logistics services, providing a significant opportunity for companies to expand their operations.

## Demand for cold chain solutions



The demand for cold storage formation and expansion of logistic and warehousing in Tier-2, Tier-3, and Tier-4 cities is contributing to the increase in demand for logistics. While the cold chain logistics market in India is in its early stages, with lots of potential opportunities for logistics services providers to tap, warehousing companies are looking at smaller cities as a favourable option to create more centres in strategic locations. As per estimates, the cold chain logistics is expected to witness CAGR of 14% during the forecast period (2020-2025) while the warehousing market shall witness CAGR of ~15.64% during FY 2022-27 period.

## Increasing Foreign Investment



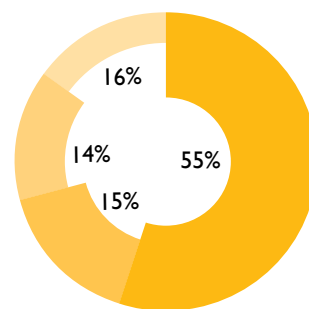
The increasing foreign investment in the Indian economy is expected to drive demand for logistics services, providing a significant opportunity for companies in the sector. This increase also fuels the conversion of a large unorganized sector into a formal, process driven and tech-enabled sector.

## Warehousing Services



Warehousing sector has gained significant momentum in FY 2021-22 and has hit an all-time high. As per JLL Research - Indian Warehousing Market: Present and Future – August 2022, the net absorption has crossed 41 Mn sq-ft across the top 8 cities of India. Interestingly, more than 68% of this net demand has been observed in Grade A space showing a shift in tenants' preference towards quality spaces with high operational and cost efficiency. Also, with increased focus on manufacturing & Agri++ exports, warehousing solutions in Multimodal Logistics Park, ICD Storage spaces, silos and various other storages have gained significant traction.

- Industrial/ Retail
- Agriculture
- CFS/ICD
- Cold Storage



Source: Eidelweiss Logistics Sector Update – FY 2021-22

## Agri++, Pharma Industries related logistics



The agriculture and pharmaceutical industries are experiencing a surge in demand for organized logistics service providers. The pharmaceutical sector, in particular, requires highly efficient logistics. Integrated supply chains including stable cold chain infrastructure are critical to support its growth. Several pharmaceutical companies are outsourcing their logistics functions to third-party logistics (3PL) providers due to their efficient, temperature controlled supply chain management and lower operating costs.



TCI Chemical Logistics Solutions

HYSTER T11

CONCOR

# Government Impetus

## Accelerating Growth Momentum

A strong and efficient logistics sector is the pedestal on which the domestic and international trade of a country stands. It connects various industries as well as one nation with another.

India has already moved up from 44th to 38th Position in the Logistics Performance Index. To improve further, the policy changes will continue play a crucial role along with the National Government's strategic objectives. While the nation is on its way to fulfil its aspiration of becoming a USD 5 Tn economy, logistics would act as a crucial enabler of this aspiration. It contributes as significantly as about 14% to the overall GDP of the nation against a global average of 8%.

## PM Gati Shakti National Master Plan

The PM GatiShakti National Master Plan's allocated budget under the Union Budget has increased from ₹50 Bn to ₹100 Bn. The National Master Plan for Multi-modal Connectivity is a digital platform that aims to integrate planning and coordinated implementation of infrastructure connectivity projects. Thus, facilitating the infrastructural last mile connectivity & seamless movement. Under this plan, ₹ 2.4 Tn is allocated to the Indian Railways.

(Source: Press Information Bureau (pib.gov.in))

## ₹ 350 Bn

Allocated for capital expenditures related to energy transition

## About 32% increase

Dedicated Outlay for Roads & Highway in Budget FY 2023-24

## 567 Coastal

Projects with an estimated cost of ₹ 590 Bn, identified for Holistic Development of Coastal Districts

## 81 PPP Projects

Worth more than ₹ 424 Bn to be awarded on PPP till FY 2022-25

## From 27% to 45%

Expected increase in railways' freight movement share

## 13-14% to 8% of GDP

Potential to reduce logistics' cost in the next 5 years

## 30-40%

Potential reduction in overall freight timing

## National Infrastructure Pipeline

National Infrastructure Pipeline (FY 2019-25) focuses on improved project preparation and investments into infrastructure. Energy, roads, railways & urban projects would account for almost 70% projects.

## Dedicated Freight Corridor

The operationalisation of the Dedicated Freight Corridor (DFC), the recently announced policy on Land Licensing Fees and overarching and favourable Government policies will bring in a structural shift of traffic to rail from roads. DFC can potentially improve operating efficiencies enabling double stacking on railways

## PLI Scheme

The PLI scheme aims at enhancing India's manufacturing capabilities under the Atmanirbhar Bharat initiative. This scheme is aimed at:

- Increasing domestic production would lead to higher demand for logistics services to transport and distribute their goods
- Improving infrastructure and therefore, offering provisions for building infrastructure including logistics parks, warehouses & cold storages
- Creating more jobs to cater to higher demand for logistics services

The production-linked incentive schemes cover 13 manufacturing sectors including for semiconductors & is bringing in global value chains into India which will enable the production and distribution of many large, bulk-manufactured goods to meet both international and local demand



## Investing in digitisation and automation

Steep investment increment in digitisation and automation to develop smart warehousing, and an announcement of 100 critical transport infra for steel, ports, rail and road is reducing the time taken and simplifying the process of approvals and clearances ensuring a smooth operation in the sector.

## Multi-modal Logistics Parks

The Multi-Modal Logistics Parks policy aims at improving the country's logistics sector. It will lower freight costs, vehicular pollution, congestion and also warehouse costs by acting as a single platform optimising performance for cargo, warehousing, custom clearance, parking and maintenance services.

## One District One Product

The One District One Product (ODOP) provides the framework for value chain development and alignment of support infrastructure. Herein, the States would identify the product for a district, in line with the scheme on perishables. The concept of 'One station one product' is to help local businesses and supply chains, realising true potential of a district, accelerating economic growth, facilitating more employment and encouraging rural entrepreneurship.

## Integrated National Logistics Action Plan

Integrated National Logistics Action Plan aims at easing the movement of goods and gives a boost to the trade sector of our economy.

## Coastal Shipping

The Bharatmala Project was introduced in FY 2014-15 with a goal to build a vast highway system throughout the nation. On the other hand, the Shipping Ministry has launched the Sagarmala Plan to take advantage of India's 7,500 km of coastline.

# Emerging Trends

## Adapting and Evolving with the trends

The past few years reiterated the need for higher resilience for supply chain and logistics. To tackle major risks that could hamper the seamlessness and functioning across logistics, logistics is becoming more diversified. Freight is, thus, transported by all relevant modes of transport: road, water, rail, or air – that is, higher emphasis on multi-channel logistics. With this, modern technologies are playing a key role in improving knowledge of material movement and market demand, bringing ease and higher security by simplifying the logistics processes while improving its efficiency. There are 6 key emerging trends at various levels of maturity.

### 1. Shifting Consumer Preferences

In today's market, customers demand better experiences and are well-informed, expecting consistent purchasing options across all sales channels. With tier-II and tier-III cities becoming significant demand centres, it is essential to serve these geographies through a network of warehouses, part-truck load (PTL), express distribution network, and robust last-mile delivery capabilities. To this, the year FY 2021-22 saw a rise in trade-related agreements, increase in contract logistics, and increased focus on going beyond Tier I & 2 partners, towards Tier 4 & Tier 5-level partners.

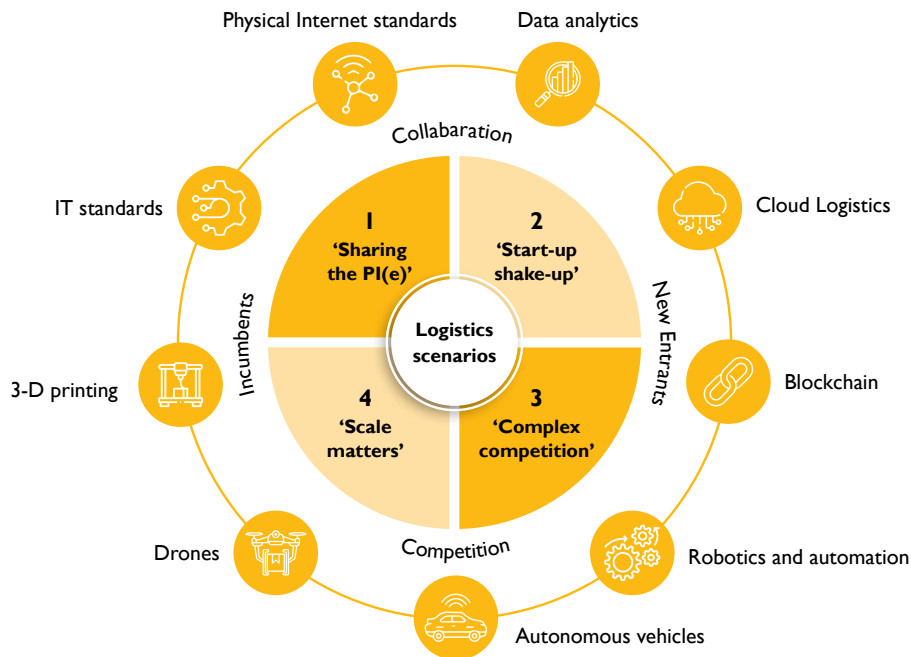


### 2. Digitalisation and tech adoption

The logistics industry benefitted from the development of the digital economy, which has supported the growth of e-commerce, as well as the expansion of the manufacturing industry. In FY 2022-23, the demand for storage space will increase even more as the momentum rises.

- **Internet of Things:** The deployment of IoT for fleet management can support efficiency, visibility, and manageability while helping to lower costs.
- **Wireless devices:** Providing logistics companies with the ability to track shipments' location and monitor container temperature, relative humidity, and other real-time conditions. It includes radio-frequency identification (RFID) tags, eSIM, and global positioning system (GPS) sensors

### Digital trends transforming logistics

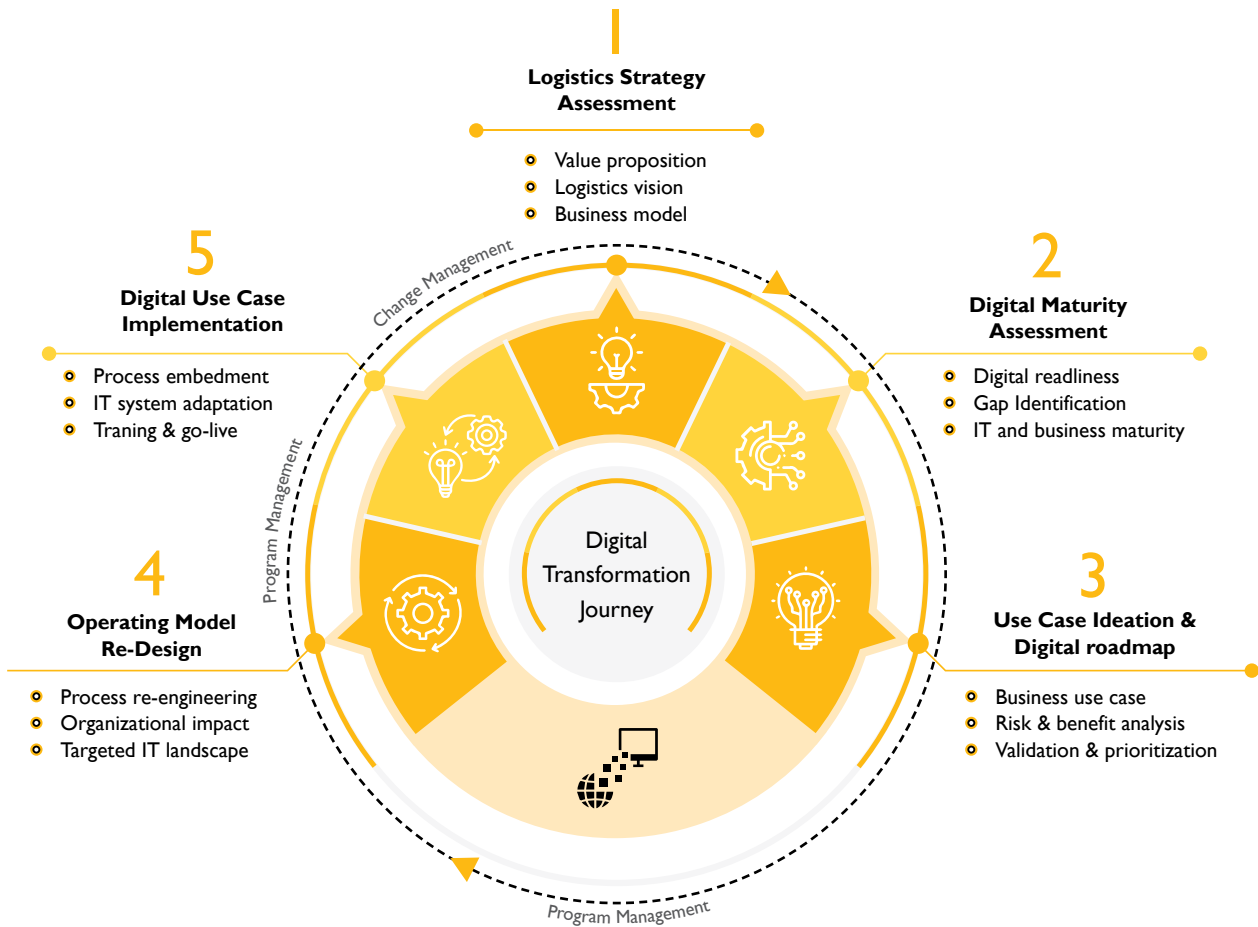


- Inventory management:** Automating and optimising various processes such as enabling logistics companies to employ RFID tags for tracking location and inventory levels of items stored in warehouses in real-time i.e., SMART warehousing.
- Big Data:** With every new software and smarter hardware, incrementally more data can be collected and exchanged with each other. Based on the respective data, the logistics companies involved can draw conclusions from the past and provide forecasts for the future. The aim of deploying Big Data and intelligent networking of market participants is to stabilise the entire supply chain and anticipate and avoid potential failures or disruptions. The data can also be used to optimise transport routes to improve their efficiency.
- Robotics & Blockchain:** Intelligent robotics and the use of blockchain are two more common developing technologies being implemented in the logistics industry. Intelligent robots are all the rage these days due to their capacity to increase productivity, reduce costs, and directly address some of the labour difficulties the sector is now experiencing. Blockchain based authentication adds an incremental security layer for protecting critical customer data as well as enabling authenticated & secure financial transactions.





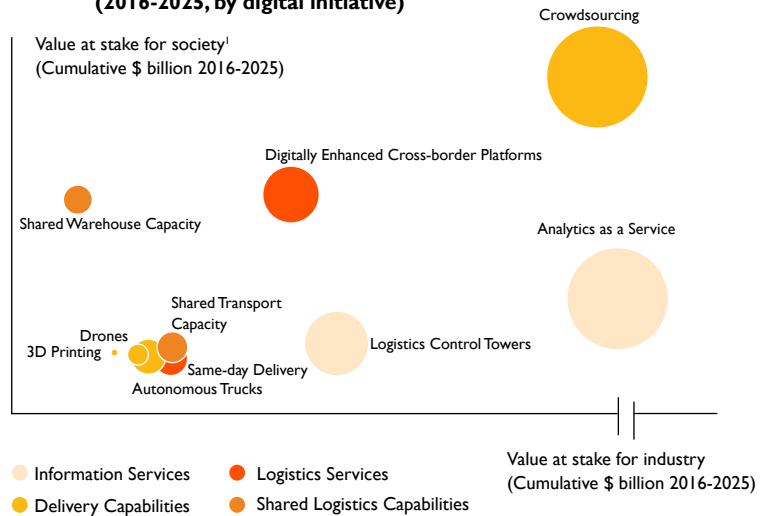
## How digitalisation affects Logistics



- ULIP:** In India, the Government is attempting to introduce a number of elements into the logistics industry through the New Logistics Policy. The Unified Logistics Interface Platform (ULIP) aims to consolidate all facilities and services onto a single platform, making it simpler for customers to access and maintain transparency. Ease of logistics services (E-Logs) and FASTag are initiatives designed to simplify the supply chain and guarantee a positive experience for all stakeholders.

As per a report by World Economic Forum (WEF) The impact of digitalization in Logistics Sector suggest it could unlock \$1.5 trillion of value for logistics players and a further \$2.4 trillion worth of societal benefits by 2025.

### Logistics: value at stake for industry and society (2016-2025, by digital initiative)

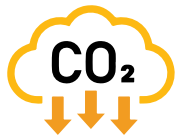


Note: Bubble size indicates the combined industry and societal value at stake in 2025. Total societal value at stake includes impacts on consumers, society and the environment. Impact on external industries has not been considered. Impact on lives saved has not been quantified.

Source: World Economic Forum/ Accenture analysis

### 3. Environmental Sustainability

Businesses and the growth of the economy depend on logistics. The majority of large corporations globally and in India have pledged to achieve net zero emissions within the next decade or two. Since emissions are generated from different phases of the supply chain, it is imperative to decarbonize across the value chain. Companies are adjusting their logistical processes to a new sustainable frame that incorporates warehousing and transportation as a result of the urgent need for climate action. Changing the mode of transport for commodities from air shipment to sea or train freight is one of the simplest initial measures the government can take towards sustainability.



#### About 24%

The transport and logistics sector share in the global CO<sub>2</sub> emissions



#### 6.10% CAGR

Global Green Logistics Market Size expected to surpass USD 1,481.5 Bn by FY 2027-28



Logistics is becoming more environmental-friendly and sustainability-driven, aiming to strike a balance between economic and ecological efficiency. Logistics sustainability strategies contemplate different actions such as reducing plastics in packaging and minimising the material required or adopting technologies such as software that measures the emissions produced in real time for better planning of routes and resources. However, one of the most common alternatives is the transformation of the model through the use of renewable energy.

Demand for green logistics that provide eco-friendly transportation options has increased. Trucks dominate road transportation in India, which is 95% fuel-intensive. Apart from promoting rails & waterways as preferred modes of transport, electrification of trucks, particularly smaller intra-city trucks, will be crucial to developing a logistics industry that is sustainable. A sustainable EV ecosystem is taking off in India thanks to the country's ambitious plan to achieve net-zero carbon emissions by FY 2069-70.

## 4. Sustainable Warehousing & Certifications

Role of warehousing in logistics is moving beyond the traditional scope, with end to end optimization, with technology adoption & sustainability being the key areas of focus. One of the key shifts in warehousing standards has been adoption of the National Building code (NBC) whilst constructing a warehouse. The standard focuses on safety, ergonomics, and better design. Most responsible companies added sustainability factors as part of the building checklist.



Today, warehouses use solar power for auxiliary loads and in some cases, the entire power requirement of the warehouse. Reuse of water, safe disposal of hazardous waste. Building design which maximizes usage of natural light & ventilation are a must nowadays. Fire retardant structures are also installed so that in the event of any eventuality the damage is minimal. Space for gardens and trees are added features in today's warehousing complexes. Most warehouse builders as well as users have gone a step ahead and are getting their buildings accredited. Multiple standards as listed below are available:

- EDGE (Excellence in Design for Greater Efficiencies) is a green building certification system focused on making buildings more resource efficient.
- LEED Certification to provide a framework for healthy, efficient, carbon and cost-saving green buildings.
- IGBC (Indian Green Building Council) Green Logistics Parks and Warehouses rating system addresses green features and operational aspects through their detailed guidelines and certification.
- GEM Sustainability Certification Program by ASSOCHAM, that aims to promote environment friendly green building design and construction.
- Warehouse Excellence Certification (WareX) by CII to facilitate the Indian warehousing industry to achieve world class Levels, reduce logistics cost and enhance customer responsiveness.

Undoubtedly, "Sustainable Warehousing" is the need of the hour





## 50-60%

With logistics 4.0, untapped D2C potential to grow further in the next 2-3 years

The logistics sector is not new to technological innovation and has successfully incorporated digitisation into its system. Digitisation in warehouses has been made possible by technology, which has improved warehouse processes and operations.



## 5. Reverse Logistics

Another service that is fast trending is the rise of reverse logistics. Reverse logistics is the process of moving goods from final destination and receiving returned products/materials for proper disposal. Companies to create better customer satisfaction are ensuring that returns are handled efficiently and on time.

Whether a B2C customer is returning items they don't need, the end of the product life cycle has been reached or the product is damaged or flawed, most businesses offer returns to customers, and that's where reverse logistics comes into play. This process also applies when items need to be either disposed of or recycled and includes the scenario where the end user is the one handling the refurbishment, disposal or even resale of the product in question.

## 6. Logistics 4.0

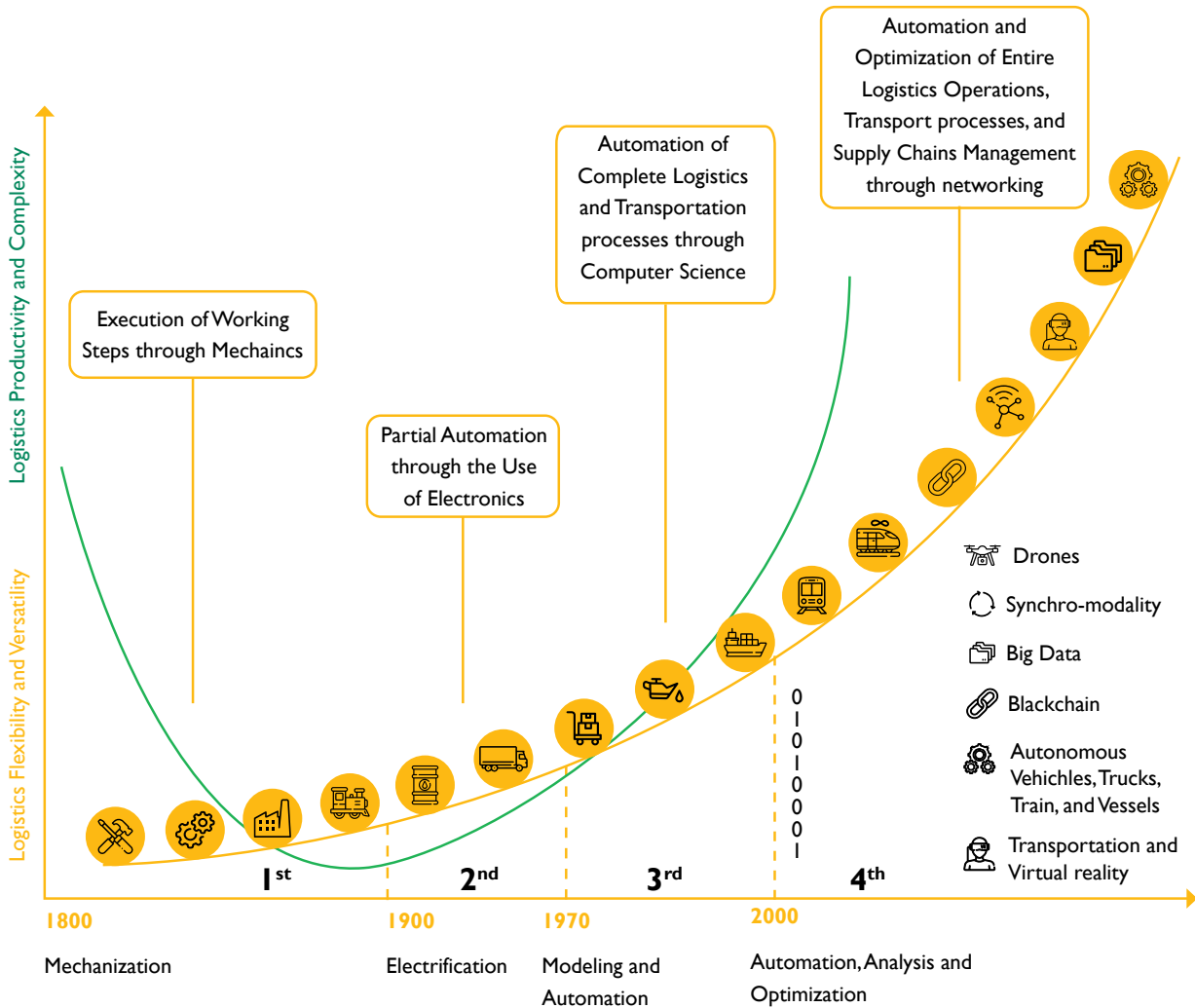
Logistics 4.0, as derived from industry 4.0 defines the shift of the economy towards digitalization. Logistics and Supply chain management involve complex and dynamic processes, and the use of digital technologies creates visibility across the value chain. Thereby, improving overall performance and bringing in ease of doing business. Digital transformation is valued to be worth US\$1.5 trillion\* for logistics players globally.

(\*Source: <https://report.weforum.org/digital-transformation/delivering-change-digital-transformation-in-logistics/>).

By using solutions like data analytics, automated sorting, picking and packing, and drones to inspect inventory, companies can streamline their processes and predict disruptions to manage them. Digitalization of the supply chain not only helps to reduce inefficiencies, but reduces the logistics industry's impact on the environment.



## Logistics Industry 4.0 Transformation



### Logistics 4.0: Simplifying Processes, increasing efficiency and stabilizing global supply-chains

- Supply chain-wide efficiency in asset performance, management & tracking
- Increased usage of Automation, Robotics & IoT leading to collaborative robots, drones & self-driven and Electric vehicles (EVs)
- AI optimized fleet routes based on real-time data feeds.
- 5G+ connectivity & Blockchain enabled robust networks for logistics tendering, tracking, event capture, POD verification & settlements.
- 5G enabled virtual mechanics and predictive maintenance, thereby averting mishaps and reducing asset downtime.
- AR assisted DIY vehicles / asset repair and maintenance solutions.
- VR / Holograph assisted immersive facility visits for customers & auditors.
- Efficient ESG focused operations based on such as introduction of cleaner & greener fuels like Hydrogen.

Running out of stock



7 5 16061994 88 00 4

Running out of stock



7 5 16061994 88 00 4

RUNNING OUT OF STOCK

Order Pick Time  
01 : 00 : 00

READY

Order Pick Time  
00 : 25 : 00



Order Pick Time

00 : 00 : 00

Out Of Stock



Out Of Stock



Time  
00

READY

Order Pick Time

01 : 00 : 00

Out Of Stock



Running out of stock



7 5 16061994 88 00 4

Order Pick Time  
00 : 00 : 30

Running out of stock



7 5 16061994 88 00 4

ORDER PICK TIME

# Business Overview

Transport Corporation of India Ltd. (TCI) was founded in FY 1957-58 with a vision dedicated to enablement and entrepreneurship. Today, after six decades of unwavering determination, grit and resilience, TCI has provides seamless logistics services to customers across India.

## Integrated multi-modal logistics services offered through:

 **TCI Freight**

 **TCI Supply Chain Solutions**

 **TCI Seaways**

### Subsidiary:

 **TCI COLD CHAIN SOLUTIONS**

### Joint ventures:

 **TCI CONCOR**  
Multimodal Logistics Solutions

 **Transystem**

### Subdivision:

 **TCI Chemical Logistics Solutions**

### International Subsidiaries:

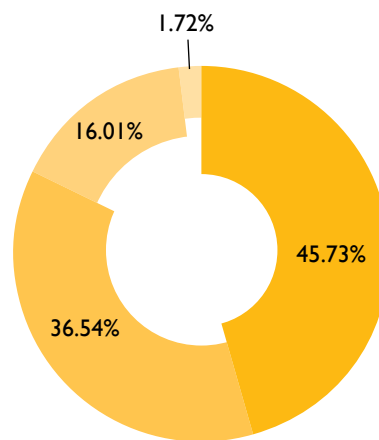
 **TCI BANGLADESH**  
LEADERS IN LOGISTICS

 **TCI NEPAL**  
LEADERS IN LOGISTICS

With more than 64 years of experience in the logistics industry, TCI has continuously delivered excellence in every facet of its activities, satisfying the aspirations of its stakeholders, including society, shareholders, and the Indian transport community. TCI's ability to work in challenging conditions and deliver consistent results has set it apart from its peers. The Company has also taken steps to promote sustainable practices through its robust ESG Framework.

The Company leverages its multi-modal network and renewable energy-based modern warehouses to help customers reduce GHG emissions and achieve their sustainability goals. TCI's quick technology adoption capability at all levels has further set it apart from its competitors. TCI has also established itself as a centre of excellence for digital transformation and technology adoption, enabling it to offer value-added services to its customers using the latest tools and technologies.

## FY 2022-23 Revenue\* by Segment (%)



■ Freight
 ■ Supply Chain  
■ Seaways
 ■ Others

\* Standalone

# Integrated Strengths





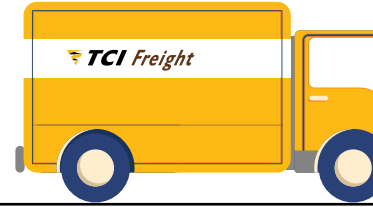




# Business Divisions

## TCI Freight

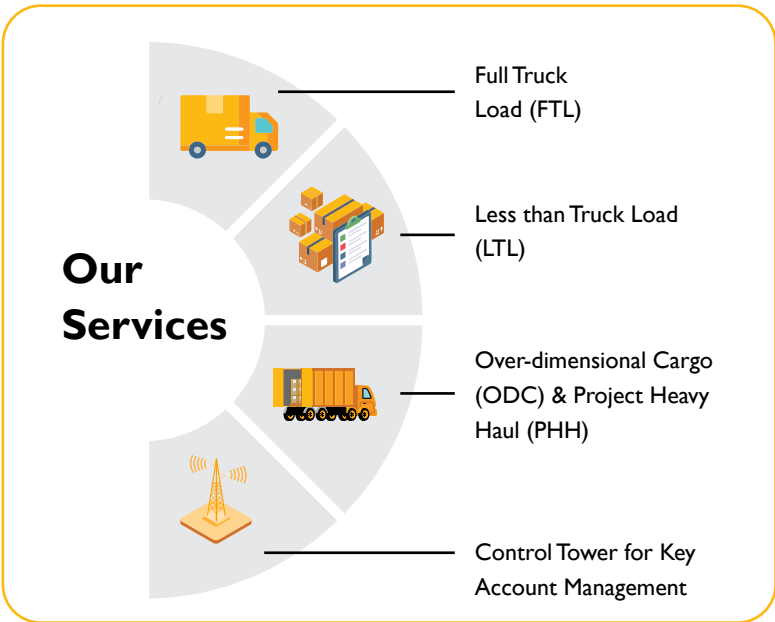
Everything Freight, Everything Reliable



TCI Freight is a leading surface transport service provider in India, known for its reliable and customized logistics solutions. Whether it's large equipment, heavy machinery, or small packages, TCI Freight's network reaches every nook and corner of India, as well as the SAARC/BBIN nations. By providing comprehensive and efficient logistics solutions, TCI Freight aims to be the go-to choice for businesses looking to the movement of goods anywhere, everywhere.

### Pan India presence + SAARC nations

One of India's premier organized freight services provider



### FY 2022-23:



**₹ 15,970 Mn**

Revenue



**₹ 710 Mn**

EBITDA





## TCI's Edge

### Integrated Surface Transport Solution

#### Hub & Spoke Model

We have a robust set-up of 25 strategically located hubs across India that enables TCI Freight to widen its distribution network and enhance reliability in cargo consolidation and transportation.



**25**

Strategically located hubs



**700+**

IT Enabled Owned offices



**4,600+**

Truck under Operation  
(4,500+ Owned: 120)



### Single Window Solutions

We have a Key Account Management (KAM) system that services a large base of TCI Freight customers through our control towers. Herein, we offer dedicated and customised solutions 24\*7, ensuring proper management and flow of information, while keeping our customers informed of any updates or developments.



**24\*7**

Solutions provider



### Growth Drivers

- The Indian Government's impetus on enhancing infrastructure, reducing transit time and costs, promoting domestic manufacturing are expected to drive the growth of TCI freight
- TCI Freight stands to benefit from industrial opportunities including advancements in aviation and defence, the introduction of 5G technology, growth in the renewable energy sector, as well as increased demand in the consumption sectors
- The logistics segment is projected to experience an upswing in demand due to India's robust alliances with SAARC/BBIN countries and the escalating need for multi-modal logistics solutions



**TCI** *Supply Chain Solutions*



## Everything Supply Chain, Everything Agile

At TCI Supply Chain Solutions (TCI SCS), We enable our customers to optimise their supply chain processes, reduce costs, increase efficiency and enhance customer satisfaction. With our seamless integration of software and advanced logistics technologies, we provide end-to-end visibility and control over the entire supply chain, from production logistics to distribution centres and aftermarket warehouses. Our modern warehousing management systems, smart material handling equipment, and multi-modal transportation services ensure fast, reliable, and secure delivery of goods. With TCI SCS, businesses can benefit from professionally managed inventory, dynamic supply chain network design, and integration with numerous logistics partners, all within a single-window user experience.

## From Conceptualisation to Execution

### Integrated Logistics & Supply Chain Solutions

#### FY 2022-23:



**₹12,763 Mn**

Revenue



**₹1,200 Mn**

EBITDA

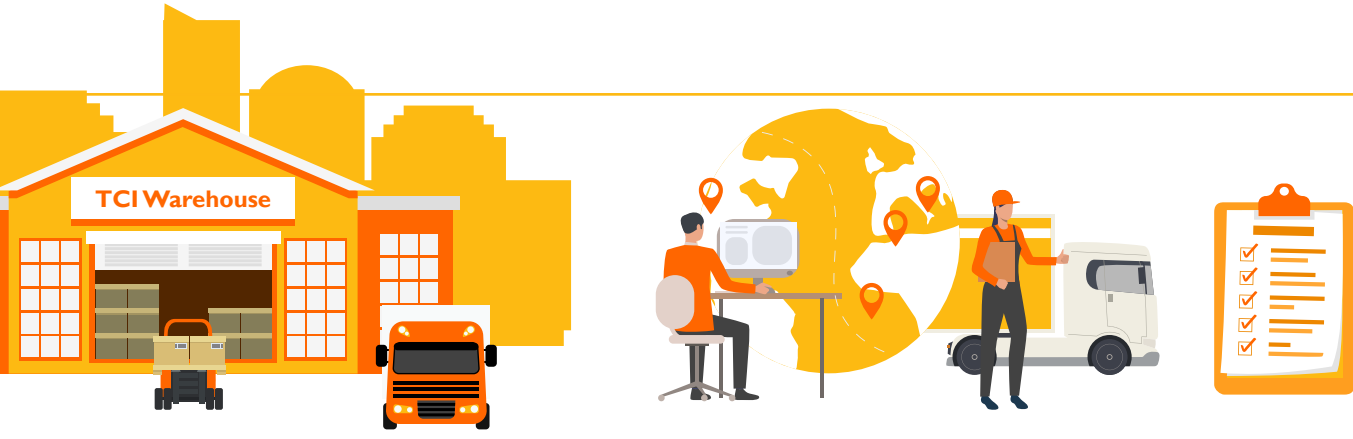
## TCI's Edge

### Domain Expertise

Our innovative and unique approach to supply chain management leverages us a competitive distinction wherein we integrate software to facilitate seamless flow of information. This covers all aspects including production (inbound) logistics, finished goods (outbound) logistics, and distribution centres/ aftermarket warehouses. Thus, resulting in complete visibility through a glass pipeline. TCI SCS operations enable shorter product life cycles, with dynamic supply chain network design, professionally managed inventory, modern warehousing management with smart material handling equipment, multi-modal transportation, and integration of numerous logistics partners. All of this, forms a cohesive unit that offers a single-window user experience.

### Asset Base

- To ensure effective and efficient storage and handling of client goods, TCI SCS owns modern warehouse equipment to manage 14 Mn Sq ft. of warehousing space. Additionally, the Company has a customised fleet of over 1,200 trucks and trailers, stainless steel tank containers, 650 ISO containers and other physical assets
- TCI SCS leverages technology to improve its services and provide a seamless supply chain experience to clients. Our proprietary cloud-based ERP system uses handheld computers, Android, and web apps to allow quick, easy access to information. Thus, enhancing decision-making alongside productivity throughout the process
- The team members at TCI SCS have extensive



exposure to related verticals/product industries, providing them with the expertise to offer 3PL solutions to clients. Additionally, the Company has international exposure to manufacturing plants, ports, and warehousing facilities, further bolstering its domain knowledge

- TCI SCS's 3 Automobile Trains, operating under the AFTO Rail scheme, offer high-end CBU logistics and a hub & spoke solution to all Automobile, Farm Equipment, Earth Moving Equipment, and Electric Vehicle brands. Besides, the Company's value-added services such as Pre-Dispatch Inspection (PDI), battery charging, and storage of critical parts, enable further efficacy in the process



## 5,000+

Vehicles under Operation  
(4,000+Owned: 1,000)



## 55

Yards managed



## 750 Mn

Parts handled in Production Logistics



## 120+

Trains operated per month

## Serving Complex Requirements

TCI SCS boasts a talented team having both, global exposure and local knowledge, that facilitates innovative, customised, and ground-breaking solutions. As a provider of mission-critical services, TCI SCS designs systems and processes based on customer requirements while meticulously monitoring operations - down to the smallest details. This involves use of technology, backed by Key Account Management (KAM) team, to ensure an agile and streamlined supply chain for clients.

### Growth Drivers

- Increased growth momentum of 3PL services including automation to handle high velocity and high volume
- Evolution of logistics, 3PL activities for the Automobile industry in wake of its adoption of Electric Vehicles, Mobility and vehicles emanating out of alternate fuels
- Spike in demand for fulfilment and forward logistics solutions across the consumption-led sectors is influencing companies to redesign their supply chains. This is aimed at building an omni-channel retail services channel
- Increased use of warehouse automation to drive time and operational efficiency in the supply chain mechanism
- Increase in demand for cold storage driving further SCM requirements

# TCI Seaways

Everything Seaways, Everything Seamless



TCI Seaways is a premier multi-modal coastal transport provider in India, connecting the country's major ports in the west, east, and south. From container cargo movement and liner services to charter operations and first and last-mile connectivity via rail and road, TCI Seaways offers a complete range of coastal shipping solutions that provide a hassle-free experience to customers.



7

Out of the 13 major ports served in India

## FY 2022-23:



₹ 5,593 Mn

Revenue



₹ 2,345 Mn

EBITDA

## TCI's Edge

### Assets



8,500+

Own marine containers  
(multipurpose)



06

Domestic coastal ships



77,957 DWT

Total capacity

### Deployed on the following routes:

- Chennai- Port Blair - Chennai
- Kandla - Tuticorin
- Kandla - Mangalore -Kochi & Kochi - Kandla
- Vizag - Andaman - Vizag

## Coastal Shipping Synergy

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



### Skilled Workforce

TCI Seaways has been transformed into a globally competitive logistic services provider with an experienced management team and skilled workforce that ensures precision and co-ordination in achieving targets. To maintain the steady growth momentum, the Company constantly provides skill upgradation programmes including training and workshops to keep the workforce aligned to the global industry standards.



### Growth Drivers

- Increasing adoption of green logistics solutions is accelerating growth across the waterway logistics industry, contributing 5-6% in India's transportation modal mix. With this, TCI Seaways remains poised to further tap growth opportunities
- Inland Waterways Authority of India (IWA) has identified 25 novel National Waterways to enhance navigability for transport. Thus, furnishing an alternative transportation mode in their corresponding geographic regions and opening newer growth avenues.

(Source: [www.imarcgroup.com/logistics-market](https://www.imarcgroup.com/logistics-market) <https://dhl-freight-connections.com/en/trends/logistics-trends-2023/>)








# Case Studies






## Client: International Chocolate Brand

 <b>Challenges</b>	 <b>Solution</b>	 <b>Benefits</b>
<ul style="list-style-type: none"> <li>Increased rate of waste and pilferage generated due to broken cold chain supply management</li> <li>Accountability and connectivity</li> <li>Need for high quality storage facilities</li> <li>Visibility &amp; Control Tower</li> </ul>	<ul style="list-style-type: none"> <li>Single point storage facilities</li> <li>Unbroken cold chain solution</li> </ul>	<ul style="list-style-type: none"> <li>Reduction in warehouse cost</li> <li>End to end tracking</li> <li>Improving the product quality</li> <li>Multi temperature Vehicles</li> </ul>



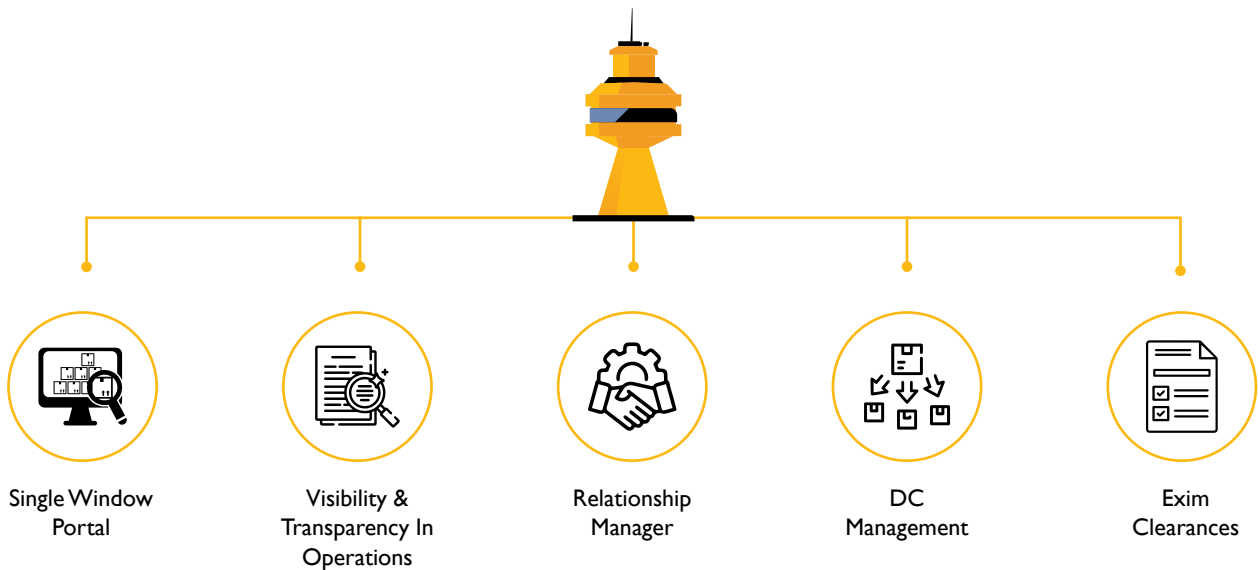
## Client: German Chemical and Consumer Goods Company

 <b>Challenges</b>	 <b>Solution</b>	 <b>Benefits</b>
<ul style="list-style-type: none"> <li>To develop, implement and operate a centralized logistics network</li> <li>Required forward storage solutions so it could be delivered to end-users</li> <li>To provide streamlined processes and visibility throughout their supply chain</li> </ul>	<ul style="list-style-type: none"> <li>Facilitated the storage and transfer of chemicals through ISO tanker for final mile delivery</li> <li>Managed the transport planning for continuous optimization of procedures modality and loads</li> <li>Freight, management services through roads, rail, and sea to the various business units for the transportation of packed goods</li> </ul>	<ul style="list-style-type: none"> <li>PESO compliance</li> <li>Factory License</li> <li>Class 3, Class 5.1, Class 6, Class 8, Class 9 Handling</li> <li>High degree of safety Consolidation</li> </ul>

# TCI Freight

## Client: European Company & leader in Sulphur & Zinc Derivatives

The Belgian company dealing in Inorganic material especially Sulphur based products and Non-Ferrous Metal derivatives, needed an Integrated Logistics Services Provider for outsourcing their end-to-end Logistics operations which were Non-Core to their main business. They needed a bespoke solution to manage the complexity of operations, flexible, optimized deliveries and reduced TCO (Total Cost Of Ownership).



Single Window Portal

Visibility & Transparency In Operations

Relationship Manager

DC Management

Exim Clearances

**Challenges**

- Geographical spread of operations leading to multiple logistics partners & fragmentation
- Separate IBL & OBL providers
- Time & effort for Order Processing, Documentation, Inventory management and MHEs and other asset management
- Export Clearances & port handling
- Lack of visibility leading to inventory management issues
- Increased cost of operations

**Solution**

- Tailor-made Bespoke Solution
- Consolidated Domestic Logistics through Freight Desk
- Control Tower based single window portal, enhanced visibility & transparency in operations
- Dedicated Relationship manager for day-to-day operations
- DC Management
- EXIM Clearances

**Benefits**

- Single window portal for visibility – leading to improved operational efficiency in all KPIs
- Timely, hassle-free deliveries
- Lower Inventory
- Reduction in overall cost
- Better Safety & HSE norm adherence
- Ease of vendor management
- Containerization & Multimodal Solution leading to ease of handling, improved cost efficiency & reduced GHG emissions
- Greener Supplychain

# TCI's Commitment

## Nurturing Sustainable Stewardship

As an integrated logistics company, TCI is working to connect and simplify our customers' supply chains. Every day, we facilitate and impact trade by offering end-to-end logistics solutions across oceans, ports, air and on land. Our vast network enables people countries to trade with anyone, anywhere – ultimately creating opportunities for people and communities to thrive, and for businesses to grow.

At TCI we believe that our development, accomplishments and evolution goes beyond balance sheets or conservative fiscal indices. As a responsible corporate citizen, we conduct our business ethically with diligence and transparency. In adherence to the Indian cultural values, the guiding principle of inclusivity - 'सर्वे भवन्तु सुखिनः' has been the beacon of light for all our social contributions. We respect diversity and acknowledge the rights of individuals across cultures and nations.

Moreover, we are committed to giving back to the communities we serve while minimizing our environmental footprint through our operations. Through our sustainability initiative as a part of "Janbhagidari" campaign, TCI has been making significant contributions for moving towards a socially responsible world. Through TCI Foundation, we have been working towards the upliftment living standards of the common people to ensure "Equality and better life for all". TCI has been #MakingTheDifference in the remotest locations from Ladakh to Andaman, serving the most neglected and marginalized sections of the society.

### Our Robust ESG Framework

Is a purpose-driven company and always has been. Increasing complexity in global supply chains drives the need for integrated logistics. We aim to fulfil that need by sustainably and responsibly delivering better, simpler and more reliable outcomes for our customers.

At TCI, we have developed and are enhancing an ESG framework that delivers sustainable logistics solutions to our customers by:

- Nurturing environmental stewardship
- Safeguarding the wellbeing of our people & Giving back to the society
- Promoting responsible, transparent and complaint business practices.



#### Environmental

##### ● Nurturing Environment for a Healthier Planet

- Multimodal Shift (from Road to Rail & Waterways)
- TCI IIMB Supply Chain Sustainability Lab Transport Emission Measurement Tool (TEMT)
- Green Materials for Sustainable Warehousing
- Alternative Fuels & Renewable Energy
- Recycle & Re-Use of materials
- Green Procurement Practices



#### Social

##### ● Health, Safety & Empowerment

##### ● Societal Impact & Nation Building

- Prioritizing Our People & HSE Policies
- Diversity, Equality & Inclusivity
- Upskilling Workforce (TCI Institute of Logistics)
- Sports Facilitation –Urmila Sports Academy
- Tribal & Rural Education -TCI DAV School
- Community Healthcare Services –TCI Foundation
- HarSafar ESG Safar -TCI Safe Safar



#### Governance

##### ● Trust, Dependability & Resilience

- Corporate Governance Framework
- Business Ethics & Transparency
- Business Continuity Planning
- Internal Financial Controls
- Risk Management & Diversification
- Configuration and integration for data security
- Business process for operational excellence
- Value-based relationships



## Our Environmental Commitment

We are aware of our responsibilities as a logistics services provider. We endeavor to contribute towards environmental preservation and conservation. Herein, we actively participate and promote the transition to green logistics by creating awareness through various ESG campaigns as well as implementing sustainable processes in day-to-day business operations. Other sustainable practices that we have adopted include Green trucks, Energy Conservation, Warehouse Management, as well as Water & Waste Management.

Within our decade-long journey of sustainability-driven endeavours, we continued to tap on industry opportunities while also addressing the need of the hour i.e., environmental conservation. Herein, we implemented a transition from road to rail and coastal multimodal solutions across our operations to achieve operational efficiencies while integrating sustainability throughout our processes.

### Our Green Initiatives



Push towards end-to-end integrated multimodal logistics along with tech-enabled control towers to reduce carbon footprint for us and our customers.



Managing returns and re-usables through a well-networked and centrally controlled process



Training MSMEs in executory norms of ESG/BRSR compliances



Lighting roads through solar panels and energy generation using Solar Roof tops on TCI warehouses



Making suppliers part of the entire ESG ecosystem, training, upgrading them and making them to give "green certificates"



Recycling of all items which contributes to the reduction in emissions



Usage of green materials for construction of modern Warehouses



Adoption of Alternative fuels, CNG for commercial vehicles especially for B2B last-mile deliveries.





## Supply Chain Sustainability Lab

### TCI IIMB Collaboration: Supply Chain Sustainability Lab

TCI Group in collaboration with IIM Bangalore has launched TCI-IIMB Supply chain sustainability lab. This will be one-of-its-kind center of excellence in sustainable supply chain practices, dissemination and advocacy. As a group that believes in knowledge-sharing and uplifting the industry, this is yet another addition to our initiatives that facilitates a culture of collaborative growth and thought leadership. With a continued commitment towards delivering excellence, we believe that this lab will build a community of solvers, by combining research with industry expertise.

TCI-IIMB Supply Chain Sustainability Lab strives to conduct research in areas such as decarbonization, circular economy and sustainable procurement, and publish white papers on sustainable supply chain management topics. It will also offer consulting services on carbon-related mapping, measurement, mitigation and management. Moreover, it targets to provide certification and assessment services, such as supplier sustainability assessment. It has already initiated research projects, white papers and case

studies, and is partnering with other organizations such as WRI India, Herbal Life, etc.

Backing intent with solid action, the lab has launched TEMT – an online GHG emission measurement tool. Emissions from India rank third highest in the global list, accounting for 2.46 Bn metric tons of carbon or 6.8% of the total global emissions. Industries including transportation and energy generation, account for the more than half of emissions for the country.

Hence, any climate action must begin with lowering or offsetting emissions generated by industrial and commercial activity. The only way to control this, is for each contributor – down to the smallest entity to be able to accurately measure and then mitigate their emissions. As they say, the “Trick is to Track it”.

However due to the lack of a comprehensive measurement tool, with operator & vehicle specific data customizations, measurement and credibility of the available statistics has been difficult to accept. This is precisely the solution that has garnered industry wide interest and acceptance for this multilingual tool.





The TCI - IIMB Supply Chain Sustainability Lab has announced the launch of an online transportation emission calculator in its beta version. This GHG emissions measurement tool called TEMT (Transport Emissions Measurement Tool) is an easy to use online calculator with multi-lingual interface. This user-friendly tool is crafted with the intention of making it accessible for adoption at the grassroots level by India's logistics and supply chain ecosystem. It covers all modes of transportation, including road, rail, air, and sea. Anyone, from the smallest SFO to a large conglomerate can assess their transportation related carbon emissions at the most granular level of individual trips. The reports & Dashboard section also provides the facility to calculate overall monthly emissions through trackers. The reports can span thousands of routes across geographies over single or as well as multimodal trips.











## Social

### Our Social Priorities Includes:

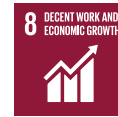
- Prioritizing Our People & HSE Policies
- Diversity, Equality & Inclusivity
- Upskilling Workforce (TCI Institute of Logistics)
- Sports Facilitation – Urmila Sports Academy
- Tribal & Rural Education - TCI DAV School
- Community Healthcare Services – TCI Foundation
- Har Safar ESG Safar - TCI Safe Safar

### Prioritizing Our People and HSE Policy

We value the rights of all our employees and strive to provide a secure, healthy, and supportive workplace that allows everyone to enhance their skills and develop their talents, regardless of their position.

At TCI, we prioritize the growth of our employees, fondly referred to as 'TCI Yodhas' - the driving force behind our business. We strongly believe that our people are the key to our long-term success and as of today, we have a family of over 3,687 direct employees and 881 outsourced associates.

Ensuring and safety and health of the workforce directly influences operational efficiencies while contributing to social development. Recognizing this significance, TCI is committed to providing a safe, healthy and eco-friendly work environment to all its employees and associates, ensuring that its business processes are carried as per SOPs, as to:



Strive for 'Zero Accident' at the workplace



Safe movement of man and material



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



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



Conserve energy and natural resources



Reuse and recycle wastes wherever possible



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

## Diversity, Equality & Inclusivity

Empowering women is not only a moral imperative, but also a critical step towards achieving sustainable development, reducing poverty, and creating a more equitable society. In rural parts of India, lack of awareness about personal hygiene remains a serious problem. Social taboos surrounding women's health, particularly menstruation, prevent scientific discussions or solutions. To tackle this issue, TCI Foundation established a Self-Help Group for rural women in the Kara Block area of Jharkhand.

### 1. Empowering through 'Anokhee'

*Offering high quality and low-cost sanitary napkins*

The project directly helps adolescent school-going girls between the ages of 10 and 19, as well as women between the ages of 20 and 50, by providing better menstrual hygiene at affordable rates. It also benefits women and adolescent girls in the surrounding villages, including the Jamhar Village in Khunti District. Additionally, the project creates job opportunities and promotes economic development among the tribal women involved in the manufacturing process, giving them respect, confidence and independence through entrepreneurial training.



### 2. Sewing Centre in TCI DAV School

Jharkhand as a state has enormous cultural heritage. TCI Foundation respects and values the diverse cultures existing in the state. To this end, we have recently inaugurated a Sewing Center in TCI DAV school, giving vocational training to the tribal women enabling the tribal women to take their creativity to the world.



### 3. Digital Inclusion

TCI has believes in empowering of our women workforce by promoting Digital adoption. This year, we saw our guiding compass also showing way for the celebration of the International Women's Day in FY 2022-23. The United Nation's theme for this year's International Women's day (8<sup>th</sup> March 2023) was **DigitALL: Innovation and technology for gender equality**. Upholding our commitment to increase inclusivity, diversity & equality for all our employees, we also upskilled our women workforce through a day long webinar about various Digital technologies that can help empower them and transform their lives.

Our initiative, 'Samanta' is aimed at achieving equitable social and sustainable development in the rural areas of Andaman & Nicobar. Thereby, our focus is on increasing employment opportunities by providing a social safety plan and developing growth infrastructure through sustainable and equitable social development. Through this initiative, the Company envisions a future where rural communities have access to employment opportunities and growth infrastructure, leading to an improved quality of life for the local population.

#### 4. Celebrating Jan bhagidari

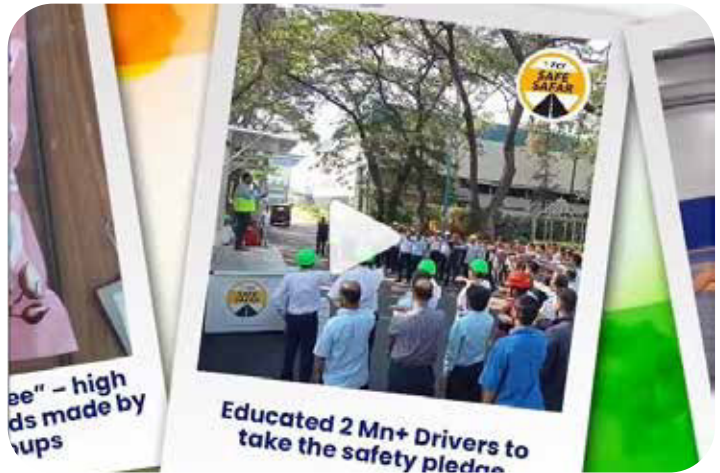
With our Janbhagidari campaign, TCI celebrates the participation of the common people as a part of our social commitments in driving holistic growth. Thus, making significant contribution for moving towards a socially responsible world.



Scan to watch video



<https://youtu.be/ZFq3p4QpTRU>



#### 5. Participating in Sri Anna Mission

Millets are a rich source of nutrients, versatile in the kitchen, and an important crop for small-scale farmers. TCI recognises this significance of 'Shri Anna' to the world and celebrates International Year of Millets through Jan-Bhagidari.



Scan to watch video



<https://youtube.com/shorts/SyIILUMwirY>



#### 6. TCI Skill Development Center - JHARKRAFT

TCI Foundation in collaboration with the Government of Jharkhand undertaking JHARKRAFT has initiated the handloom weavers' program at TCI Foundation Skill Development Center with a mission to change lives through creation of new opportunities that would effectively, efficiently and positively affect the lives of a large number of tribal and underprivileged communities across the state. Special emphasis is given to include maximum numbers of women to enhance their financial and social status in the community.



## Upskilling Workforce

### 1. TCI Institute of Logistics

In line with the Government's mission for professional upskilling & women led digital adoption, this year at TCI Institute of Logistics (TCIIL) we also trained the 1st batch of trainees, with 18 women professionals in Our Churu Training Centre.

Recruited from districts like Rajgarh, Taranagar, Jhunjhunu, Churu, Bhiwani, Hisar these women have undergone a 12 weeks training. After their On the Job Training (OJT) the entire batch got placed in various corporates across the industry including TCI group companies. This initiative was well received by the Logistics community and we are looking forward to extending such batches to our other Training centres – setting yet another the benchmark for the Logistics fraternity.



### 2. Trade Skill Development Center

TCI Foundation Skill Development Centre was set up at Village Jamhar District Khunti in Jharkhand, as part of skill development mission to fulfil the growing need in India for skilled manpower across sectors and narrow the existing gap between the demand and supply of skills.

### 3. IT Skilling Cente

TCI Foundation in professional partnership with NIIT Foundation has launched an initiative that offers computer education and training to underprivileged youth, which include training & certification of computer education teachers as well as pre-assessments, post-assessments and certification of the enrolled students. The program equips teachers and students with the latest competitive modules which are proven effective in the current industry. Students, upon completion of the course are presented certification by NIIT Foundation, which helps the students in their placement across the country.



## Tribal & Rural Education - TCI DAV School

Education is the cornerstone of personal and societal growth, enabling individuals to acquire knowledge, skills, and values to lead a fulfilling life and contribute positively to society. In remote areas, TCI focuses on the development of schools to educate and empower young minds. Thus, contributing towards nurturing the future leaders for tomorrow.



### 1. TCI DAV Public School

Affiliated with CBSE, TCI DAV Public school in Jharkhand makes education available, accessible, and affordable for tribal communities. With technical collaboration from DAV College Management Committee Delhi, the school focuses on all-round development of students in academics, sports, and culture. Recently upgraded with new facilities this year.

- Modern class room furniture
- Smart boards
- New PA system & CCTV for safety of our children and staff
- Upgrades in Science Labs
- Sports equipment & Junior Playschool
- Computer Lab for digital literacy
- New School Bus
- Upskilling Centre for rural empowerment



### 2. Transystem Educational Grant-in-Aid

Transystem Educational Grant-in-Aid was initiated to award the grant to students who excel in academics or sports and belong to the economically weaker section, studying in TCI-DAV school, Jamhar Distt. Khunti, Jharkhand.



Scan to watch video



<https://youtu.be/yMB5oEDma2Q>

## Community Healthcare Services – TCI Foundation

### 1. Project 'Kavach' – Preventive Healthcare

As part of Project Kavach, we work with an objective of promoting health and safety through education & information. Specifically targeted at preventing the spread of HIV/AIDS and other STIs in the truckers' community, this program showcases prevailing health risks and the methods of preventing their spread by providing a favourable environment to disseminate health awareness amongst targeted populations. TCI Foundation works closely with AIDS control societies, PSUs and corporates across 12 states in India. CI Foundation has been credited to render HIV and STI prevention and control services to more than 7.5 Mn truckers in India.



# 28

Healthcare centers  
setup across



# 11

States till date



# 1.4 Mn+

Patients served till date



### 2. Khushi Clinics

We recognize that driver healthcare is not just a short-lived intervention, but an ongoing process of improving driver's lives and alleviating the underlying socioeconomic conditions that contribute to poor health. To this effect, TCI Foundation in association with various corporate stakeholders like Tata Motors, Valvoline Cummins, GAIL, HPCL etc. provides leadership and resources for the enhancement of health and the quality of life of the truckers community in India.

Directly contributing to the national Ayushman Bharat Mission, we strive to take health care to all irrespective of their age, caste, and social status, on an ongoing basis. These efforts also contribute towards elevating India's ranking in the UNDP health index by:

- Reducing exclusion and social disparities in health
- Organising health services around people's needs and expectations
- Integrating health into all sectors
- Pursuing collaborative models of policy dialogue
- Increasing stakeholder participation



Scan to  
watch video



[https://youtube.com/  
shorts/tXqVUpYIOeU](https://youtube.com/shorts/tXqVUpYIOeU)

### 3. Project GUARD

TCI Foundation, works with US AID for catering to the demand of Covid-19 vaccination, specifically among the marginalized and under-served sections of the society. The project team works in direct coordination with the respective State Governments' Health and District Health Authorities as well as District Administrations.



**1.7+ Mn**

Helped Governments vaccinate 1.7+ Mn people in 105 far-flung districts



### 4. TCI-Jaipur Foot & Rehabilitation Centre

TCI Foundation, supported by leading prosthetic manufacturer 'Jaipur Foot', established 'TCI Jaipur Foot & Rehabilitation Centre' in Patna. The center operates on the UN theme of 'Break Barriers, Open Doors'. Since FY 2007-08, the center has provided free clinical examination, prosthesis, and physical aids to underprivileged differently-abled individuals in the country. Equipped with a mobile prosthesis workshop in a specially designed ambulance, the center reaches out to inaccessible areas to deliver charitable services at the doorstep of those in need.



**1400+**

Beneficiaries served by artificial limb center



### Sports Facilitation – Urmila Sports Academy

Under our initiative 'Shourya', we established the Urmila Sports Academy in Nyangal Bari village, Rajgarh Tehsil, Churu District, Rajasthan, with the aim of promoting Indian talent in the field of sports. Affiliated with the Rajasthan State Government, Khelo India, and the Sports Authority of India Ministry of Youth Affairs and Sports, the academy focuses on imparting training to budding and leading athletes in the sports of wrestling, weightlifting, and boxing. Enabled by qualified coaches, the academy has already produced talented female weightlifters who have represented India and won medals in the Asian Youth Weightlifting Championship 2020 held in Uzbekistan, which is a matter of great pride for the academy.



## Har Safar ESG Safar - TCI Safe Safar

Contributing to the National Road Safety Mission, in an endeavour to make India's roads safer, we at TCI have been running TCI Safe Safar campaign for the past 4 years. This initiative has a 3 pronged objective

- Drive awareness for Road Safety
- Social upliftment by sensitizing, coaching & enabling the Driver Community
- Taking the concept of ESG to the grass-root levels of the logistics industry.

Through our engaging & entertaining Nukkad Nataks, TCI Safe Safar, endeavours to develop environmental consciousness, educating the drivers to avoid single use plastic, switching to alternative sources of energy, subscribing to insurance policies & adopting Digital ways of life. This is to sensitize the transport fraternity about climate change & taking a pledge for advancing towards a sustainable tomorrow.

Several corporates and associations support this initiative in the form of grants and letters of appreciation. Some of our Awards and accolades are:

- James Tye Award at the International Safety Awards by British Safety Council (FY 2019-20)
- FICCI Road Safety Awards in the category 'Innovative Educational Program' in Road Safety (FY 2018-19)
- 'Innovation in Sustainability & Corporate Social Responsibility' at AIMA's 8<sup>th</sup>



Scan to watch video



<https://youtu.be/hc7r9KQiph4>



**34,000+**

Pledges Taken



**42,000+ KM**

Distance Covered



**23,000+**

Drivers Reached



**1 Mn+**

Participants reached under 'Har Safar ESG Safar' campaign in Delhi





Through our TCI Safe Safar Campaign, we have been partnering with other prominent organizations for conducting Driver Safety trainings, Insurance facilitation, ESG awareness drives to avoid single use plastic and digital adoption drives. These drives help our clients achieve their HSE commitments which directly contributes to meeting their ESG goals. In the process, our efforts have been highly valued across industries. Here is a glimpse of the recent appreciation we have received.





## Governance

Trust, dependability, integrity, empathy and the heartfelt warmth of human touch have been the building blocks of Brand TCI over 6+ decades. These values have been our lighthouse as we navigate through balancing the interests of our internal and external stakeholders. Our business processes support accountability and responsibility towards the social, regulatory & market dynamics. We believe of transparent and impeccable corporate governance has been the corner stone of our stability, profitability and desired growth outcomes.

The importance of Governance has further intensified, owing to ever-growing competition in businesses across all economic sectors, both at National & International levels. We are committed to continue scaling up our corporate governance standards. Our Governance Model incorporates the following tenets:

### Corporate Governance Framework

- Strengthening Independence, transparency & diversity of the Board of Directors
- Compliance: Rendering our services in compliance with current legislation and following our values
- Conducting Business with ethics & transparency
- Maintaining the independence of auditors
- Business Continuity Planning
- Internal Financial Controls
- Risk Management & Diversification
- Maintaining a balance between economical & social goals

### Respect for Human Rights

- Equitable treatment and rights of shareholders.
- Maintaining ethical culture within & outside of the organization
- Development of a long-term performance-linked remuneration system
- Sustainable supplier relations

### Tech-Adoption for Transparency

- Decision Support Systems
- IT Infrastructure & Database for improved services
- Cybersecurity & Business continuity
- Configuration & Integration for Tracking & visibility
- Business Processes for Operational Excellence
- Tools for nurturing value based relationships

### Our Governance Goals

With this model, we have set up the following governance goals for the coming years.

- Foster a diverse and accountable governance model
- Diversity in leadership positions
- Strict Adherence to the Code of Conduct
- Maintain Data and cybersecurity

\* Refer Corporate Governance Report for more details.

### Risk Management

TCI understands that effectively managing risk is paramount to achieving its strategic business objective and like all responsible listed entities, TCI also has developed a mature enterprise risk management system. The Company has a comprehensive internal audit and corporate risk assessment and mitigation system in place. Risk evaluation and management is an ongoing process at TCI.

Our annual survey is conducted at beginning of each financial year, spans across all business and departmental heads. It identifies and rates the top risks basis the impact and probability of occurrence. Risks evaluation is done basis -

- Impact (Severe, Major, Significant, Important & Minor)
- Probability of their likelihood (Rare, unlikely, Possible, Likely & Almost certain)

Mitigation steps are planned and executed based on systematic data inputs for arriving at the residual score and a risk heat-map is generated. This is recorded in the risk register & a regular review framework is established. In TCI risk has been categorized as

- Corporate risk – HR, Compliance, IT & Cyber Security, Brand & Reputation, Dynamic Business conditions, Natural calamities
- Division specific risk – each for Freight, SCS and Seaways division

Updated risk register and risk heat map is presented to risk management committee of board, which reviews it along with management and after deliberation the same is approved. The exercise is done twice in a financial year. TCI has adopted a balanced approach to risk management with an endeavour to mitigate risks to an acceptable level within its tolerances and protecting TCI's reputation and brand while supporting the achievement of operational and strategic goals. The control environment of the Company undergoes rigorous testing by Management, Statutory, and Internal Auditors.

### Internal Financial Controls

The Company has a very exhaustive Internal Financial Control framework including internal controls over financial reporting, entity level control and operating controls. We follow established guidelines, processes, and structures to implement internal financial controls throughout the organization and ensure efficient and orderly business conduct. These controls encompass policies and procedures, both manual and automated, including IT applications, such as ERP applications that approve and record transactions. The control systems are adequate and functioning effectively, with appropriate review and control mechanisms in place. The framework is reviewed regularly by the management and tested by statutory auditors as well as internal audit team and finding are presented to the Audit Committee. Based on the periodical testing, the framework is strengthened from time to time, to ensure adequacy and effectiveness of Internal Financial Controls.

### Business Continuity Framework

TCI has a well-established business continuity and disaster management framework supported by a team of trained business continuity champions and subject matter experts. We follow a comprehensive BCP plan that addresses business disruptions at every level to minimise the impact of disruptions. The plan ensures seamless continuity of business,

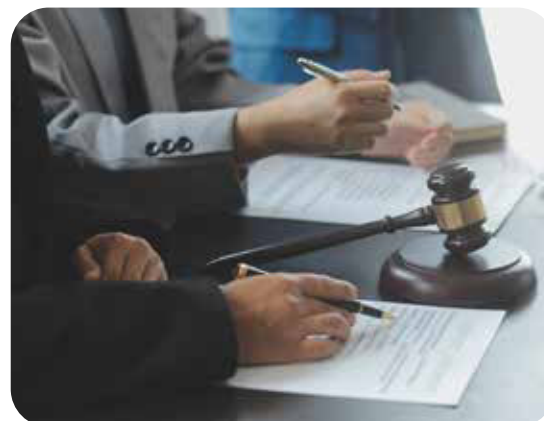
utmost safety of employees and organization assets, while continuously meeting customer's expectations.

A dedicated & professional team oversees the maintenance of business continuity plans, conducts drills, and identifies potential threats and risks that may hinder business continuity. A business impact analysis is conducted to identify critical activities that require continuous monitoring, which should be restored within a defined time period in case of any disruption. Along with identification of critical activities across various verticals, alternatives arrangements and SOPs are also defined to ensure continuance of these critical activities in case of any disruption.

The team is also responsible for ITDR, including recovery, safety, and access to data in case of any unforeseen disaster. Continuous training is provided to all employees and stakeholders to achieve a seamless resumption of operations in case of any disruption. DR capabilities have been implemented for critical infrastructure. Data leakage prevention has been strengthened. The framework has since been seamlessly integrated into our Enterprise Risk Management program.

### Cautionary Statement

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



## BOARDS' REPORT

To,  
The Members,

Transport Corporation of India Ltd.

Your Directors have immense pleasure in presenting the Twenty-Eighth Annual Report of Transport Corporation of India Ltd. (the "Company") together with the Audited Financial Statements for the Financial Year (FY) ended 31<sup>st</sup> March 2023.

### FINANCIAL HIGHLIGHTS- STANDALONE & CONSOLIDATED

(₹ in Mn)

Particulars	Standalone			Consolidated		
	FY 2022-23	FY 2021-22	% Growth	FY 2022-23	FY 2021-22	% Growth
Total Revenues	34,925	29,357	18.97%	38,128	32,766	16.36%
Profit before tax & exceptional items	3,439	3,031	13.46%	3,674	3,305	11.16%
Exceptional item	10	-	-	34	-	-
Profit before tax	3,429	3,031	13.13%	3,640	3,305	10.14%
Tax	394	357	10.36%	434	377	15.12%
Profit after tax	3,035	2,674	13.50%	3,206	2,928	9.49%
EPS (Basic) (in ₹)	39.18	34.63	13.14%	40.96	37.50	9.23%
EPS (Diluted) (in ₹)	39.05	34.48	13.25%	40.83	37.34	9.35%

### FINANCIAL PERFORMANCE REVIEW AND ANALYSIS

On consolidated basis, the revenues were at ₹ 38,128 Mn as compared to ₹ 32,766 Mn in the previous year with a growth of 16.36% while the profit after tax stood at ₹ 3,206 Mn as compared to ₹ 2,928 Mn in the previous year resulting in growth of 9.49%.

On standalone basis, the revenues were at ₹ 34,925 Mn as compared to ₹ 29,357 Mn in the previous year with a growth of 18.97% while the profit after tax stood at ₹ 3,035 Mn as compared to ₹ 2,674 Mn in the previous year with an increase of 13.50%.

### CHANGE IN CAPITAL STRUCTURE

During the year under review, 235,525 Equity Shares were allotted to the eligible employees of the Company upon exercise of stock options. Consequently, the paid up share capital stood increased from ₹ 154,655,850 divided into 77,327,925 shares of ₹ 2/- each to ₹ 155,126,900 divided into 77,563,450 shares of ₹ 2/- each.

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

### DIVIDEND

Based on the Company's performance, the Board has recommended a Final Dividend @100% (₹ 2/- per share) for FY 2022-23, subject to the approval of Shareholders in the ensuing Annual General Meeting (AGM).

This is in addition to Interim Dividends declared during the year as tabulated below:

Dividend Type	% of Dividend	Dividend per share (in ₹)	Date of Declaration	Payout Date
1 <sup>st</sup> Interim Dividend	125	2.50	29 <sup>th</sup> October 2022	14 <sup>th</sup> November 2022
2 <sup>nd</sup> Interim Dividend	125	2.50	30 <sup>th</sup> January 2023	14 <sup>th</sup> February 2023

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

### TRANSFER TO RESERVES

For FY 2022-23, ₹ 1,700 Mn were transferred to General Reserves.

### MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

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

### MATERIAL CHANGE IN NATURE OF BUSINESS

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

### TRANSFER OF UNPAID & UNCLAIMED DIVIDENDS & SHARES TO IEPF

The details of unpaid or unclaimed dividend(s) & shares transferred to Investor Education and Protection Fund ("IEPF") during the

## BOARDS' REPORT (CONTD.)

year, pursuant to the applicable provisions of the Companies Act, 2013 ("the Act"), read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and the dividend(s) which are due for transfer to IEPF in the forthcoming years, are provided in the Corporate Governance Report (CGR) forming part of this Annual Report.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has 9 subsidiaries including step down subsidiaries, 1 Joint Venture and 1 Associate Company. During the year, TCI Brazil Logistica Ltda and TCI Holdings Netherlands B.V., step down subsidiaries of the Company, have been liquidated.

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

The audited financial statement including the consolidated financial statement of the Company and annual accounts of the subsidiaries are available on the website of the Company at [www.tcil.com](http://www.tcil.com). Any shareholder interested in obtaining copy of the same may write to the Company Secretary @ [secretarial@tcil.com](mailto:secretarial@tcil.com).

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

### DETAILS OF LOANS/GUARANTEES/ INVESTMENT MADE

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

### DEPOSITS

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

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

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

### MANAGEMENT DISCUSSION AND ANALYSIS (MDA)

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the MDA is set out & forms part of this Annual Report.

### CORPORATE GOVERNANCE

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

### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In compliance with the SEBI Listing Regulations, the BRSR describing the initiatives taken by the Company from environmental, social and governance perspectives form part of this Annual Report.

### ANNUAL RETURN

In accordance with Section 92(3) of the Act, the annual return in Form No. MGT-7, is available on the Company's website at the link: <http://cdn.tcil.in/website/tcil/financial-reports/annual-reports/2022-2023/Annual%20Return.pdf>

### DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of FY 2022-23 and of the profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f. adequate systems and processes, commensurate with the size of the Company and the nature of its business, have been put in place by the Company, to ensure compliance with the provisions of all applicable laws and that such systems and processes are operating effectively.

## BOARDS' REPORT (CONTD.)

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

- **Retire by rotation**

As per the provisions of Section 152 of the Act, Mr. S N Agarwal and Mr. D P Agarwal, Directors, retire by rotation and being eligible, offer themselves for re-appointment at the ensuing AGM of the Company.

- **Re-appointment**

The current tenures of Mr. D P Agarwal, Chairman & Managing Director and Mr. Vineet Agarwal, Managing Director, are expiring on 31<sup>st</sup> July 2023 and 30<sup>th</sup> June 2023 respectively. Based upon the recommendation of the Compensation/ Nomination & Remuneration Committee ("CNRC"), it is proposed to appoint them for a further period of 5 (five) years each, subject to the approval of shareholders in the ensuing AGM.

- **Key Managerial Personnel (KMPs)**

There were no changes in the KMPs of the Company during the year.

### NUMBER OF MEETINGS OF THE BOARD

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

### COMMITTEES OF THE BOARD

As on 31<sup>st</sup> March 2023, the Board of Directors has constituted the Audit Committee, the Risk Management Committee, the Stakeholders Relationship Committee, the Compensation/ Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, the Share Transfer Committee, the Corporate & Restructuring Committee & the Executive Authorization Committee.

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

### MEETING OF INDEPENDENT DIRECTORS

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

### DECLARATIONS BY INDEPENDENT DIRECTORS

Each of the Independent Directors have submitted declarations that they meet the criteria of independence as provided in the Act and the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

Based on the declaration received from all the Independent Directors and also in the opinion of the Board, all independent Directors possess integrity, expertise, experience & proficiency and are independent of the management.

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

The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with IICA in terms of Section 150 of the Act and rules made thereunder. They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA.

### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

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

The details with respect to training and familiarization programs can be accessed at [https://cdn.tcil.in/website/tcil/corporate-governance/familiarisation-programme-of-independent-directors/Familiarisation%20Programme%20for%20Independent\\_Directors.pdf](https://cdn.tcil.in/website/tcil/corporate-governance/familiarisation-programme-of-independent-directors/Familiarisation%20Programme%20for%20Independent_Directors.pdf)

### PERFORMANCE EVALUATION

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

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

### AUDITORS AND AUDITORS' REPORT

- **STATUTORY AUDITORS**

The Members of the Company in the AGM held on 2<sup>nd</sup> August 2022, had appointed M/s. Brahmayya & Co., Chartered Accountants (Firm Registration No. 000511S) as Statutory Auditors of the Company for the 2<sup>nd</sup> term of 5 (five) consecutive years till the conclusion of 32<sup>nd</sup> AGM to be held in the calendar year 2027.

The Statutory Auditors' Report for FY 2022-23 does not contain any qualification, reservation or adverse remark.

## BOARDS' REPORT (CONTD.)

### • SECRETARIAL AUDIT

The Secretarial Audit was carried out by M/s. Vinod Kothari & Company, Practicing Company Secretaries for FY 2022-23. The Report given by the Secretarial Auditors is annexed as **Annexure-I** and forms an integral part of this Report. The Secretarial Audit Report is self-explanatory and does not call for any further comments.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

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

### • INTERNAL AUDIT

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

### • COST AUDIT & RECORDS

The Company is required to maintain cost records of its Energy Division as specified by the Central Government under sub-section (1) of Section 148 of the Act. Accordingly, the Company has been maintaining the records as required. The Company does not falls under the statutory limit as prescribed under Section 148 of the Act and rules made thereunder for conducting Cost Audit.

### LISTING INFORMATION

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

### SECRETARIAL STANDARDS

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

### CORPORATE SOCIAL RESPONSIBILITY

The Company primarily undertakes social initiatives through its CSR arm "TCI Foundation" in the areas of healthcare, education, sports, community development and skill development/employment generation etc.

As per the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, TCI Foundation is duly registered for undertaking CSR activities with Registration number CSR00000298.

The Company's CSR Policy is available on its website at <https://cdn.tcil.in/website/tcil/policies/CSR%20POLICY%202023.pdf>.

The Annual Report on CSR activities in terms of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure-II** of the Boards' Report.

### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

### SIGNIFICANT AND MATERIAL ORDERS

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

### HUMAN RESOURCE DEVELOPMENT

FY 2022-23 was the year of transition of HR function, from being a mere support function to a strategic business partner, as the department redefined the work & the workforce to become an integral part of the business.

The last three years of pandemic taught the Company successfully dealing with supply chain crisis, circumventing inflation, managing hybrid work environment, and maintaining continuous business growth amid these disturbances.

Few key strategic initiatives undertaken in recent past by HR team were:

- Employee engagement activities
- Promoting general well-being/safety
- Promoting gender equality & sustainability
- Digitalization of HR activities

HR is constantly working towards being an integral part of the business through its above mentioned strategic activities/interventions & remains the torchbearer of the Company's "CORE" Value System.

### PARTICULARS OF EMPLOYEES

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

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

### EMPLOYEE STOCK OPTION PLAN

Pursuant to Employee Stock Option Plan 2017- 2<sup>nd</sup>, 3<sup>rd</sup> & 4<sup>th</sup> tranche, 235,525 Equity Shares were allotted to the eligible employees of the Company during the year under review.

## BOARDS' REPORT (CONTD.)

With regard to the above, the disclosures as stipulated under the SEBI Regulations as on 31<sup>st</sup> March 2023 are provided in **Annexure-IV** to this report.

### RISK MANAGEMENT

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

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

The details of the Committee are included in the CGR forming part of this annual report.

### PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

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

As per the requirement of the POSH Act and rules made thereunder, the Company has constituted an Internal Committee known as the Prevention of Sexual Harassment (POSH) Committee, to inquire and redress complaints received regarding sexual harassment.

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

### VIGIL MECHANISM/WHISTLE BLOWER MECHANISM

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

The Ethics and Whistle Blower Policy provides for direct access to the Chairman of the Audit Committee. The policy is put up on

the Company's website and can be accessed at: <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Wistle%20Blower%20Policy.pdf>.

During the year, no complaints/grievances were filed under the mechanism.

### CONSERVATION OF ENERGY & RESEARCH AND DEVELOPMENT

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

### APPLICATION UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

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

### VALUATION AT THE TIME OF ONE TIME SETTLEMENT

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

### ACKNOWLEDGEMENT

The Company gratefully acknowledges its stakeholders viz. customers, vendors, investors, bankers and employees for their continued support during the year and to believe and appreciate our "CORE" Value System. The Company places on record its appreciation of the contribution made by its employees at all levels. The consistent growth of the Company was made possible by their hard work, solidarity, co-operation and support.

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

**For and on behalf of Board of Directors**

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

**D P AGARWAL**  
Chairman & Managing Director



## ANNEXURE-I

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 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,  
Transport Corporation of India Ltd.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Transport Corporation of India Ltd.** (hereinafter called **"the Company"**) for the financial year ended 31<sup>st</sup> March 2023 [**"period under review"**]. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

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

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

1. The Companies Act, 2013 (**'the Act'**) and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**), to the extent applicable:
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**);
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- d. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - e. Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018 &
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.
6. Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as examined on test-check basis and as confirmed by the management, that is to say:
    - a. Carriage by Road Act, 2007;
    - b. Environment (Protection) Act, 1986;
    - c. Food Safety and Standards Act, 2006;
    - d. The Merchant Shipping Act, 1958;
    - e. The Indian Carriage of Goods by Sea Act, 1925;
    - f. The Motor Vehicles Act, 1988;
    - g. The Multimodal Transportation of Goods Act, 1993.

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

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

#### **Recommendations as a matter of best practice:**

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

#### **We further report that:**

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

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

## ANNEXURE-I (CONTD.)

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

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

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

**1. Issue of Equity Shares under ESOP Scheme:**

During the period under review, the Company allotted 235,525 (Two Lakh Thirty Five Thousand Five Hundred and Twenty Five) Equity Shares of ₹ 2/- in accordance with Employee Stock Option Plan 2017 (2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> Tranche).

**2. Amendment to the ESOP Scheme:**

During the period under review, the Company has amended the Employee Stock Option Plan – 2017 ('ESOP Scheme') by obtaining shareholder approval vide special resolution

passed in the Annual General Meeting held on 2<sup>nd</sup> August 2022. The ESOP Scheme has been amended to align and comply with the requirements of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and inter alia to extend the benefits of ESOP-2017 to the present and future employees/Directors of the existing/future Group Company(ies) including Associate Company(ies).

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

Practicing Company Secretaries  
Unique Code: P1996WB042300

**VINITA NAIR**

Senior Partner

Membership No.: F10559, CP No.: 11902

UDIN: F010559E000282897

Place: Mumbai

Date: 10<sup>th</sup> May 2023

Peer Review Certificate No.:781/2020

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

## ANNEXURE-I (CONTD.)

### ANNEXURE I

#### ANNEXURE TO SECRETARIAL AUDIT REPORT (NON-QUALIFIED)

To,  
The Members,  
Transport Corporation of India Ltd.

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

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

### ANNEXURE II

#### LIST OF DOCUMENTS

1. Signed Minutes (except for the meeting held on 30<sup>th</sup> January 2023 where final version of signed minutes was shared) for the following meetings during the period under review:
  - a. Board of Directors dated 28<sup>th</sup> May 2022, 2<sup>nd</sup> August 2022, 29<sup>th</sup> October 2022 and 30<sup>th</sup> January 2023;
  - b. Audit Committee dated 28<sup>th</sup> May 2022, 2<sup>nd</sup> August 2022, 29<sup>th</sup> October 2022 and 30<sup>th</sup> January 2023;
  - c. Nomination and Remuneration Committee dated 25<sup>th</sup> May 2022 and 30<sup>th</sup> January 2023;
  - d. Corporate Social Responsibility Committee dated 28<sup>th</sup> May 2022, 29<sup>th</sup> July 2022 and 20<sup>th</sup> March 2023;
  - e. Risk Management Committee dated 28<sup>th</sup> May 2022 and 29<sup>th</sup> October 2022;
  - f. Stakeholders Relationship Committee dated 28<sup>th</sup> October 2022;
  - g. Annual General Meeting held on 2<sup>nd</sup> August 2022.
2. Agenda papers for Board and Committee Meetings along with notice on a sample basis;
3. Proof of circulation of draft and signed minutes of the Board and Committee Meetings on a sample basis;
4. Annual Report for financial year 2021-22;
5. Directors' disclosures under the Act and rules made thereunder;
6. Forms filed with ROC, intimations made to stock exchanges;
7. Policies/ Codes framed and disclosures under SEBI regulations;
8. Filings with RBI relating to overseas investment.

## ANNEXURE-II

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(For the Financial Year ended 31<sup>st</sup> March 2023)

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

Over the years, the Company has been focusing on sustainable business practices encompassing economic, environmental and social imperatives that not only covers business, but also the communities around. The CSR Policy of the Company aims to provide a dedicated approach to community development in the areas of improving education, promoting healthcare, rural development and contribution towards enhancement of vocational skills in women. The Board of Directors of the Company has constituted the CSR Committee in accordance with statutory requirements under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. The CSR Committee formulates and recommends to the Board, an annual action plan in pursuance of Company's CSR policy.

The Board ensures that the CSR activities are undertaken by the Company through its CSR arm, TCI Foundation, an entity registered under Indian Trust Act, 1882 and recognized by the Ministry of Corporate Affairs for undertaking CSR activities, vide registration number CSR00000298 and such other entities having established track record in line with the provisions of the Companies Act, 2013 & rules made thereunder and the CSR Policy of the Company.

The Company concentrates on the needs of communities, taking sustainable initiatives in the areas of healthcare, education, sports, community development and skill development/ employment generation etc.

#### 2. Composition of the CSR Committee:

SN	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.	Ms. Gita Nayyar	Chairperson/Independent Director	3	3
2.	Mr. D P Agarwal	Member/Executive Director	3	3
3.	Ms. Urmila Agarwal	Member/Non-Executive Director	3	3
4.	Mr. Chander Agarwal	Member/Non-Executive Director	3	3

#### 3. Provide the web link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company:

The web links are available on the Company's website at:

- **Composition of the CSR Committee:**  
<https://www.tcil.com/tcil/board-committee.html>
- **CSR Policy:**  
<http://cdn.tcil.in/website/tcil/policies/CSR%20POLICY%202023.pdf>
- **CSR Projects:**  
<https://www.tcil.com/tcil/csr.html>

#### 4. Provide the executive summary alongwith the weblink of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

#### 5. a. Average Net Profit of the Company as per Section 135(5): ₹ 1,992.94 Mn

#### b. Two percent of Average Net Profit of the Company as per Section 135(5): ₹ 39.85 Mn

#### c. Surplus arising out of the CSR projects or programs or activities of the previous financial years: Nil

#### d. Amount required to be set off for the financial year, if any: Nil

#### e. Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 39.85 Mn

#### 6. a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

- Amount spent on CSR Projects (Ongoing Projects)- Nil

- Amount spent on CSR Projects (Other than Ongoing Projects)- ₹ 40.02 Mn

#### b. Amount spent in Administrative Overheads: ₹ 1.98 Mn

#### c. Amount spent on Impact Assessment, if applicable: Not Applicable

#### d. Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 42 Mn

## ANNEXURE-II (CONTD.)

## e. CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year (₹ in Mn)	Amount Unspent (₹ in Mn)				
	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
42	-	-	-	-	-

## f. Excess amount for set off, if any:

SN	Particulars	Amount (₹ in Mn)
1	2	3
i.	Two percent of Average Net Profit of the Company as per Section 135(5)	39.85
ii.	Total amount spent for the financial year	42.00
iii.	Excess amount spent for the financial year [(ii)-(i)]	2.15
iv.	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	-
v.	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

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

SN	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under Section 135(6) (₹ in Mn)	Balance Amount in Unspent CSR Account under Section 135(6) (₹ in Mn)	Amount Spent in the Financial Year (₹ in Mn)	Amount transferred to a fund as specified under Schedule VII as per second proviso to Section 135(5), if any		Amount remaining to be spent in succeeding Financial Years (₹ in Mn)	Deficiency, if any
					Amount (₹ in Mn)	Date of transfer		
Nil								

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year (Yes/ No):

Yes

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

SN	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount Spent (₹ in Millions)	Details of entity/ Authority/ Beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered Address
1	2	3	4	5	6		
1.	Shiksha-Education a) School Bus b) TCI DAV Public School situated at Govindpur Road, Khunti Jharkhand	NA 835234	4 <sup>th</sup> March 2023 i) 23 <sup>th</sup> March 2023 ii) 28 <sup>th</sup> March 2023 iii) 29 <sup>th</sup> March 2023 iv) 30 <sup>th</sup> March 2023	3.25 2.50 2.00 2.00 1.50	CSR00000298	TCI Foundation	69, Institutional Area, Sector-32, Gurugram-122001

## ANNEXURE-II (CONTD.)

SN	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount Spent (₹ in Millions)	Details of entity/ Authority/ Beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered Address
1	2	3	4	5	6		
2.	Shorya- Sports- Urmila Sports Academy situated at Khasra No. 238, khata no. 20, Govind Pur Road Jamhar Village Jharkhand- 835234	835234	4 <sup>th</sup> March 2023	0.15	CSR00000298	TCI Foundation	69, Institutional Area, Sector-32, Gurugram-122001

**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

**D P AGARWAL**

Chairman & Managing Director  
DIN: 00084105

**GITA NAYYAR**

Chairperson- CSR Committee  
DIN: 07128438

Date: 18<sup>th</sup> May 2023  
Place: Gurugram

## ANNEXURE-III

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

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

Name of the Director	Designation	% increase in remuneration over last year	Ratio of Remuneration of Directors with Median Remuneration of employees
<b>Executive Directors</b>			
Mr. D P Agarwal	Chairman & Managing Director	14%	479.62
Mr. Vineet Agarwal	Managing Director	15%	444.65
<b>Non-Executive Directors</b>			
Mr. S. N. Agarwal	Non- Executive Director	5%	3.56
Mr. Vikrampati Singhania*	Non- Executive Independent Director	40%*	3.56
Mr. Vijay Sankar	Non- Executive Independent Director	5%	3.56
Mr. S Madhavan	Non- Executive Independent Director	5%	3.56
Ms. Gita Nayyar	Non- Executive Independent Director	5%	3.56
Mr. Ravi Uppal	Non- Executive Independent Director	5%	3.56
Ms. Urmila Agarwal	Non- Executive Director	5%	3.56
Mr. Chander Agarwal	Non- Executive Director	5%	3.56
<b>Key Managerial Personnel (other than Executive Directors)</b>			
Mr. Ishwar Singh Sagar	CEO-TCI Freight, a Division of the Company	49.60%**	Not Applicable
Mr. Jasjit Sethi	CEO-TCI SCS, a Division of the Company	35.90%**	
Mr. R.U. Singh	CEO-TCI Seaways, a Division of the Company	11.24%**	
Mr. Ashish Tiwari	Group CFO	49.90%**	
Ms. Archana Pandey	Company Secretary & Compliance Officer	33.40%	

\*Mr. Vikrampati Singhania appointed as Non-Executive Independent Director w.e.f. 5<sup>th</sup> July 2021 and thus, commission paid to him for FY 2021-22 was on pro rata basis.

\*\*Includes perks value on exercise of sock options.

II. Total employees on the payroll of the Company: 3,687

III. Percentage increase in the median remuneration of employees during FY 2022-23: 11.74%

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

The average percentile increase in the salaries of the employees other than Managerial Personnel is 14.71%. The average increase in remuneration of employees other than

the Managerial Personnel is in line with the industry practice and is within normal range. The average percentile increase in the salaries of Managerial Personnel is 10.73%.

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

## ANNEXURE-IV

### DETAILS OF ESOP AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 & SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014:

SN	Particulars	Employee Stock Option Plan-2017
1	Date of Shareholder's approval	2 <sup>nd</sup> August 2017
2	Total number of options approved	5% of the total paid up capital existing as on 31 <sup>st</sup> March 2017 aggregating to 3,828,873 option.
3	Vesting requirements	There shall be a minimum period of one year between the grant of options and vesting of options. The vesting period may extend upto 3 years from the date of grant. The vesting shall happen in one or more tranches as may be decided by the Compensation/ Nomination & Remuneration Committee (CNRC).
4	Exercise price or pricing formula	Exercise Price will be based upon the Market Price of the Shares one day before the date of the meeting of the CNRC wherein the grants of options of that particular year will be approved. Suitable discount may be provided or premium may be charged on the price as arrived above, as deemed fit by the CNRC for the finalization of the Exercise Price. However, in any case, the Exercise Price shall not go below the par value of Equity Share of the Company.
5	Maximum term of Options granted	All options will get vested within maximum period of 3 (Three) years from the date of grant.
6	Sources of shares (Primary, Secondary or Combination)	Primary
7	Variation in terms of Option	Subject to applicable laws, the CNRC will, at its absolute discretion, have the right to modify/ amend the ESOP 2017 Scheme in such manner and at such time or times as it may deem fit, subject however that any such modification/amendment shall not be detrimental to the interest of the Grantees/ Employees and approval wherever required for such modification/ amendment is obtained from the shareholders of the Company in terms of the SEBI Regulations.
8	Method used for accounting of ESOP (intrinsic or fair value)	Fair Value method or any other method as may be prescribed by Ind-AS or SEBI Regulations from time to time.

### OPTIONS MOVEMENT DURING FY 2022-23

SN	Particulars	Employee Stock Option Plan-2017 (2 <sup>nd</sup> Tranche)	Employee Stock Option Plan-2017 (3 <sup>rd</sup> Tranche)	Employee Stock Option Plan-2017 (4 <sup>th</sup> Tranche)	Employee Stock Option Plan-2017 (5 <sup>th</sup> Tranche)
1	Number of options outstanding at the beginning of the period i.e. 1 <sup>st</sup> April 2022	115,200	105,000	281,000	-
2	Number of options granted during FY 2022-23	-	-	-	139,000
3	Number of options forfeited/ lapsed during FY 2022-23	5,000	3,075	900	-
4	Number of options vested during FY 2022-23	115,200	45,000	84,300	-
5	Number of options exercised during FY 2022-23	110,200	41,925	83,400	-
6	Number of shares arising as a result of exercise of options	110,200	41,925	83,400	-
7	Money realized by exercise of options if scheme is implemented directly by the Company (In ₹)	17,081,000	5,366,400	12,927,000	-
8	Loan repaid by the Trust during the year from exercise price received	Not Applicable	Not Applicable	Not Applicable	Not Applicable
9	Number of options outstanding at the end of the year i.e. 31 <sup>st</sup> March 2023	-	60,000	196,700	139,000
10	Number of options exercisable at the end of the year i.e. 31 <sup>st</sup> March 2023	-	-	-	-
11	<b>Employee's details who were granted options during the year:</b>				
(a)	Key Managerial Personnel/ Senior Managerial Personnel				
I.	Mr. Jasjit Singh Sethi, CEO- TCI Supply Chain Solutions, A Division of the Company	-	-	-	31,000
II.	Mr. Ishwar Singh Sagar, CEO- TCI Freight, A Division of the Company	-	-	-	13,500
III.	Mr. Ashish Kumar Tiwari, Group CFO	-	-	-	7,000



## ANNEXURE-IV (CONTD.)

SN	Particulars	Employee Stock Option Plan-2017 (2 <sup>nd</sup> Tranche)	Employee Stock Option Plan-2017 (3 <sup>rd</sup> Tranche)	Employee Stock Option Plan-2017 (4 <sup>th</sup> Tranche)	Employee Stock Option Plan-2017 (5 <sup>th</sup> Tranche)
IV.	Ms. Archana Pandey, Company Secretary & Compliance Officer	-	-	-	300
V.	Mr. Rajkiran Kanagala, Group Head- BD & Marketing	-	-	-	7,000
VI.	Mr. Ajit Singh, CEO- TCI-CONCOR Multimodal Sol P. Ltd.	-	-	-	6,000
VII.	Mr. Bhaiya Sumit Kumar, CEO- TCI Cold Chain Solutions Ltd.	-	-	-	6,000
VIII.	Mr. Naveen Gupta, Head- Internal Audit	-	-	-	3,000
IX.	Mr. Pramod Kumar Jain, Head- HR & Admin	-	-	-	2,400
X.	Mr. Prashant Panda, Head- Legal	-	-	-	1,400
XI.	Mr. Munish Chander, Group Head- CSR	-	-	-	400
(b)	Any other employees who were granted, during any one year, options amounting to 5% or more of the options granted during the year	-	-	-	-
(c)	Identified Employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	-	-	-	-
12	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options (In ₹)	39.05			
13	Where the Company has calculated employees compensation cost using the intrinsic value of stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if they had used fair value of the options. The impact of this difference on EPS of the Company.	Not Applicable			
14	Weighted average exercise price of Options whose Exercise price is less than market price (In ₹)	155.00	128.00	155.00	365.00
15	Weighted average fair value of options whose Exercise price is less than market price (In ₹)	159.49	133.55	173.08	426.14

**16. METHOD AND ASSUMPTIONS USED TO ESTIMATE THE FAIR VALUE OF OPTIONS GRANTED DURING THE YEAR:**

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

Date of grant	24 <sup>th</sup> May 2019			3 <sup>rd</sup> February 2021			25 <sup>th</sup> May 2021			28 <sup>th</sup> May 2022		
	1 <sup>st</sup> Vesting	2 <sup>nd</sup> Vesting	3 <sup>rd</sup> Vesting	1 <sup>st</sup> Vesting	2 <sup>nd</sup> Vesting	3 <sup>rd</sup> Vesting	1 <sup>st</sup> Vesting	2 <sup>nd</sup> Vesting	3 <sup>rd</sup> Vesting	1 <sup>st</sup> Vesting	2 <sup>nd</sup> Vesting	3 <sup>rd</sup> Vesting
Vesting %age	30%	30%	40%	30%	30%	40%	30%	30%	40%	30%	30%	40%
Risk Free Interest Rate	6.36%	6.50%	6.77%	3.98%	4.59%	4.88%	3.77%	3.77%	3.77%	5.91%	6.32%	6.87%
Expected Life (In Years)	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09	1.08	2.08	3.09
Historical Volatility	34.26%	34.53%	51.21%	51.17%	41.39%	39.60%	42.07%	42.07%	42.07%	55.47%	50.72%	49.53%
Dividend Yield	0.65%	0.65%	0.65%	0.81%	0.81%	0.81%	0.74%	0.74%	0.74%	0.76%	0.76%	0.76%
Price of the underlying share in market at the time of the option grant (₹)	290.50	290.50	290.50	248.05	248.05	248.05	312.55	312.55	312.55	732.30	732.30	732.30

# ANNEXURE-V

## CONSERVATION OF ENERGY & RESEARCH AND DEVELOPMENT

### CONSERVATION OF ENERGY

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

#### A. FLEET MANAGEMENT

- o Use of clean energy (CNG) trucks have crossed approx. 200 nos. and around 14 nos. of Large trailers for Cars converted to CNG.
- o Dedicated fleet deployed in Small and Medium Category for Distribution & Milk run in NCR & Maharashtra.
- o In Multimodal operations, green points awarded by railways of ₹ 0.11 Mn for FY 2022-23.
- o Upgraded fleet and Clean Energy to Zero Emission plan for own fleet.
- o Regular and ongoing activities continue – improved mileage and payload for reducing cost per ton and driver training with help of OEM, PCRA and in-house.

#### B. WAREHOUSE MANAGEMENT

- o Energy Saving by increase in Solar panels thereby reducing carbon footprint of Gensets.
- o All new warehouses have been constructed with insulation to reduce the demand for cooling solutions which brings down the temperature and thereby bringing down the need of powered cooling.
- o Smart design of Multi Level shelving/racking using perforated catwalk flooring with the objective to ensure usage of natural lighting & maintaining temperature thus reducing power energy requirement.
- o Usage of natural mean like Turbo-Vents to maintain fresh air inflow to reduce the heat index with lower expenditure on cooling solutions.
- o Usage of smart methodology—converting warehouse handling on wheels and thus eliminating powered handling equipment.
- o Sewage Water treatment, Rain water harvesting footprint increased.

#### C. YARD MANAGEMENT

- o Environment & energy friendly solar lamps across the Yard periphery, which eliminated the use of power supply.
- o Solar powered utility areas for support services.
- o Implementation of “YMS” improved efficiency and reduced overall working hours.

### TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION

- o To enhance customer support and supplier services, WhatsApp messaging has been implemented with real time information/alerts communication and bidding against RFQs (Orders).
- o As a digital initiative, integration with Unified Logistics Interface Platform (ULIP) has taken place to bring transparency and visibility by automating, optimizing, and cross-utilizing India's logistics data resources
- o Implemented Digital Control Tower to better visibility, improve operational efficiency and real time decision making.
- o Deployed multiple BOTs for process automation and reduces human efforts.
- o Upgrade technology to layered architecture to make it faster, better UX/UI and with much lower bandwidth consumption and with increased reusability of Software components.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Mn)

Particular	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Foreign Exchange Earnings	258.90	867.14
CIF Value of Imports	193.90	210.78
Expenditure in Foreign Currency	471.38	310.94

# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details

1.	<b>Corporate Identity Number (CIN) of the Company</b>	L70109TG1995PLC019116
2.	<b>Name of the Company</b>	Transport Corporation of India Ltd.
3.	<b>Year of Incorporation</b>	1995
4.	<b>Registered office address</b>	306 & 307, 3 <sup>rd</sup> Floor, 1-8-271-273 & 301, Ashoka Bhoopal Chambers, SP Road Secunderabad, Telangana - 500003
5.	<b>Corporate office address</b>	TCI House, 69, Institutional Area, Sector-32, Gurugram-122001, Haryana (India)
6.	<b>E-mail id</b>	<a href="mailto:secretarial@tcil.com">secretarial@tcil.com</a>
7.	<b>Telephone</b>	91-124-2381603 to 07
8.	<b>Website</b>	<a href="http://www.tcil.com">www.tcil.com</a>
9.	<b>Financial year for which reporting is being done</b>	1 <sup>st</sup> April 2022 to 31 <sup>st</sup> March 2023 (FY 2022-23)
10.	<b>Name of the Stock Exchange(s) where shares are listed</b>	1) National Stock Exchange of India Ltd. (NSE) - TCI (Stock Code) 2) BSE Ltd. (BSE) - 532349 (Stock Code)
11.	<b>Paid-up Capital</b>	₹ 15,51,26,900
12.	<b>Name and contact details of the person who may be contacted in case of any queries on the BRSR report</b>	Name: Mr. Vineet Agarwal Email: <a href="mailto:secretarial@tcil.com">secretarial@tcil.com</a> Telephone: 0124-2381603
13.	<b>Reporting boundary</b>	Disclosures made in this report are on a "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
1.	Freight Transport	The Company is among India's premier organized surface transport service provider, serving remotest of corners of India & SAARC/ BBIN nations. With a legacy of over six decades in the Logistics industry, the Company is fully-equipped to provide surface transport solutions for the cargo of any dimension or product segment ranging from: <ul style="list-style-type: none"> <li>• FTL (Full Truck Load)</li> <li>• LTL (Less than Truck Load)</li> <li>• ODC (Over-dimensional Cargo) &amp; PHH (Project Heavy Haul)</li> </ul>	46.59%
2.	Supply Chain Solutions	TCI Supply Chain Solutions is a single window enabler of logistics and supply chain solutions. The division encompasses all the needs of a value-seeking progressive client right from 'conceptualization to implementation'. We provide services such as: <ol style="list-style-type: none"> <li>1. Dynamic supply chain network design</li> <li>2. Scientifically and professionally managed inventory</li> <li>3. Modern warehousing management using smart material handling equipment</li> <li>4. Multimodal transportation</li> </ol>	37.33%
3.	Coastal Transportation	The Company is India's leading multimodal coastal player, connecting India's western, eastern and southern ports and having extensive expertise in coastal shipping, container cargo movements and transportation services. The Company also provides first and last mile connectivity via rail and road.	17.46%

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

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

S. No.	Product/Service	NIC Code	% of total turnover contributed
1.	Goods Transportation by Road & Rail	4923	46.59%
2.	Supply Chain Management	5210	37.33%
3.	Goods Transportation by Sea	5012	17.46%

## III. Operations

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

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

## 17. Markets served by the entity

## a. Number of locations

Locations	Number
National (No. of States)	Pan-India
International (No. of Countries)	2

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

Exports contribute approximately 3% of total turnover.

## c. A brief on types of customers

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

The Company serve customers across automobile, chemical, e-commerce, engineering, retail, pharmaceuticals, healthcare, defense, FMCG sectors, etc.

## IV. Employees

18. Details as on 31<sup>st</sup> March 2023

## a. Employees and Workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Employees</b>						
1.	Permanent (D)	3,687	3,555	96.42%	132	3.58%
2.	Other than permanent (E)	881	878	99.66%	3	0.34%
3.	Total Employees (D + E)	4,568	4,433	97.04%	135	2.95%
<b>Workers</b>						
1.	Permanent (F)*	-	-	-	-	-
2.	Other than permanent (G)	5,288	5,021	94.95%	267	5.05%
3.	Total Workers (F + G)	5,288	5,021	94.95%	267	5.05%

\*Note: The Company does not have Permanent Workers

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

**b. Differently abled Employees and Workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Differently Abled Employees</b>						
1.	Permanent (D)					
2.	Other than permanent (E)			Nil		
3.	Total Differently Abled Employees (D + E)					
<b>Differently Abled Workers</b>						
1.	Permanent (F)					
2.	Other than permanent (G)			Nil		
3.	Total Differently Abled Workers (F + G)					

**19. Participation/ Inclusion/ Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	10	2	20.00%
Key Management Personnel	7	1	14.29%

**20. Turnover rate for Permanent Employees and Workers**

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	13.83%	11.36%	13.74%	8.12%	18.88%	8.52%	10.71%	11.65%	10.75%
Permanent Workers*	Nil			Nil			Nil		

\*Note: The Company does not have Permanent Workers

**V. Holding, Subsidiary and Associate Companies (including Joint Ventures)**
**21. a. Name of Holding/ Subsidiary/ Associate/ Joint Venture Companies:**

Sl. No.	Name of Holding/Subsidiary/Associate/ Joint Venture (A)	Indicate whether Holding/ Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated in column A, participate in the Business Responsibility initiatives of listed entity? (Yes/No)
1	TCI-CONCOR Multimodal Solutions Pvt. Ltd.	Subsidiary	51%	No
2	TCI Cold Chain Solutions Ltd.	Subsidiary	80%	No
3	TCI Holdings Asia Pacific Pte. Ltd.	Subsidiary	100%	No
4	TCI Bangladesh Ltd.	Subsidiary	100%	No
5	TCI Nepal Pvt. Ltd.	Subsidiary	100%	No
6	TCI Ventures Ltd.	Subsidiary	100%	No
7	Stratsol Logistics Pvt. Ltd.	Subsidiary	100%	No
8	TCI Global Pte. Ltd.	Subsidiary	100%	No
9	TCI Holdings SA & E Pte. Ltd.	Subsidiary	100%	No
10	Transystem Logistics International Pvt. Ltd.	Joint Venture	49%	No
11	Cargo Exchange India Pvt. Ltd.	Associate	32.50%	No

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

## VI. CSR Details

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

(ii) Turnover: ₹ 34,302 Mn

(iii) Net Worth: ₹ 15,678 Mn

## VII. Transparency and Disclosures Compliances

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

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 2022-23			FY 2021-22		
		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	-	-		-	-	
Investors (other than shareholders)	Yes <a href="http://www.scores.gov.in">www.scores.gov.in</a> & Stock Exchanges	-	-		-	-	
Shareholders		-	-		-	-	
Employees and workers	Yes, internal mechanism in place	637	-		851	-	
Customers	Yes, through toll free number and email	612	-		377	-	
Value Chain Partners	Yes, through email	-	-		-	-	
Others	Yes, through website <a href="http://www.tcil.com">www.tcil.com</a>	-	-		-	-	

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/ Negative Implications)
1.	Employee Engagement	Risk	Inability to attract and retain talent may limit the Company's ability to achieve operational targets and meet customer expectations and service levels.	The Company has undertaken various steps to attract and retain talent through initiatives like job rotation, up-skilling, reskilling, training, fast track promotion, etc. Our reward mechanism also includes ESOPs and recognizing employees in various employee engagement programs. A grievance redressal system has also been set-up for employees. We have also tied up with various institutes for tapping multiple sources of talent.	Negative
2	Occupational Health and Safety	Risk	Heavy vehicles have a higher share of road fatalities worldwide.	The Company undertakes all necessary precautions in handling goods including providing safety equipment, helmets, gloves, handling machines, training to drivers, etc.	Negative

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

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/ Negative Implications)
			<p>While many factors contribute to safety on road, driver health is an important consideration. Our Company is in the business of long-distance transportation involving handling, loading and unloading various sizes of consignments including gas and chemical &amp; thus, Occupational Health and Safety is of paramount importance.</p>	<p>We have implemented a 24-hour GPS tracking mechanism and guidance for our fleet through control towers.</p> <p>The Company has EHS policy in place and ensures strict adherence to the same &amp; has in place various insurance and medical policies to safeguard the employees.</p> <p>The Company introduced TCI Safe Safar, a health and safety initiative that aims at educating truck drivers and the people in transport community to follow health &amp; safety norms to make India's roads safer.</p> <p>Kindly refer to Management Discussion and Analysis section for more details.</p>	
3	Cyber Security	Risk	<p>Worldwide businesses have reported newer and emerging threats in cybersecurity like ransomware attacks.</p> <p>The same poses risk to everyday business operations</p>	<p>The Company has adequate cyber &amp; IT related security system including ITDR in place. These have been verified by external consultants and all recommendations by the consultants have been implemented.</p> <p>Kindly refer to Management Discussion and Analysis section for more details.</p>	Negative
4	Corporate Governance- Board oversight, Conflict of Interest, Ethics, Risk and Compliance	Opportunity	<p>Strong corporate governance is at the core of achieving our organization's mission and any unaccounted risk can undermine stakeholder trust, damage reputation and disrupt business</p>	<p>Kindly refer Corporate Governance Report</p>	Positive
5	Climate Change	Risk	<p>Climate change can impact our operations due to extreme weather conditions like cyclones, heatwave, and floods, to name a few events that have the potential to create severe disruptions.</p>	<ul style="list-style-type: none"> <li>• TCI increases awareness among vendors and customers of the affected locations. Thereby ensuring effective communications for all affected stakeholders along with possible resolutions.</li> <li>• Various initiatives implemented across branches and warehouses to control GHG emissions due to energy consumption &amp; waste generation.</li> <li>• The Company has also collaborated with IIM-Bangalore for Supply Chain Sustainability Lab which is a centre of excellence in sustainable supply chain practices, dissemination and advocacy.</li> </ul>	Negative

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

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

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

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)^	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Yes								
c. Web link of the policies, if available	<b>P1:</b> Ethics and Whistle Blower policy <sup>1</sup> and Code of Conduct for Board & Senior Management Personnel <sup>2</sup> <b>P2 &amp; P6:</b> HSE policy <sup>3</sup> <b>P3:</b> HR Policy <sup>4</sup> <b>P4:</b> Stakeholder Engagement Policy <sup>5</sup> and CSR Policy <sup>6</sup> <b>P5:</b> HR Policy <sup>4</sup> and Stakeholder Engagement Policy <sup>5</sup> <b>P7 &amp; P9:</b> Stakeholder Engagement Policy <sup>5</sup> <b>P8:</b> CSR Policy <sup>6</sup>								
2. Whether the entity has translated the policy into procedures. (Yes/ No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/ No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name the national and international codes/ certifications/ labels/ standards adopted by your entity and mapped to each principle	N	N	N	N	N	N	N	N	ISO:9001 certification
5. Specific commitments, goals, targets set by the entity	The Company is committed and determined to reduce the GHG emission by 5% in Scope- 1 & Scope- 2								
6. Performance of the entity against specific commitments, goals and targets	<ul style="list-style-type: none"> <li>The Company is shifting its operations towards Rail Multimodal</li> <li>The Company is using CNG Vehicles, Electric Vehicles and alternate fuels to reduce GHG emission</li> <li>The Company is reducing the use of Plastics in its operations</li> <li>E-Waste, Paper Waste and Plastic Waste generated by the Company is recycled</li> <li>The Company has also collaborated with IIM-Bangalore for Supply Chain Sustainability Lab</li> </ul>								

1. <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Wistle%20Blower%20Policy.pdf>  
 2. <http://cdn.tcil.in/website/tcil/policies/code-of-conduct-for-board-senior-management-personnel.pdf>  
 3. HSE Policy is available to employees on TCI Intranet  
 4. HR Policy is available to employees on TCI Intranet  
 5. Stakeholder Engagement Policy is available to employees on TCI Intranet  
 6. <https://cdn.tcil.in/website/tcil/policies/CSR%20POLICY%202023.pdf>



**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)**
**GOVERNANCE, LEADERSHIP AND OVERSIGHT**
**7. Statement by Director responsible for the Business Responsibility & Sustainability Report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)**

At TCI, we have long been cognizant of the importance of ESG and sustainability. As part of our sustainability philosophy, the Company has taken steps to implement the framework of Environmental, Social and Governance (ESG). The Company believes in reducing environmental impact by going green and by implementing the practice of 3Rs (Reduce, Reuse and Recycle).

The above is reflected across the length and breadth of the Company, starting with our focus on shifting on rail and coastal multimodal solutions which will reduce the GHG emission by 5% in Scope- 1 & Scope- 2.

The Company is also using CNG Vehicles, Electric Vehicles and alternate fuels to reduce GHG emission.

The Company has also collaborated with IIM-Bangalore for Supply Chain Sustainability Lab which is a centre of excellence in sustainable supply chain practices, dissemination and advocacy.

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

**Name:** Mr. Vineet Agarwal

**Designation:** Managing Director

**Email:** [secretarial@tcil.com](mailto:secretarial@tcil.com)

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

Yes. Mr. Vineet Agarwal, Managing Director is responsible for taking decisions on sustainability related issues. The Company has also formed internal ESG Committee to oversee its ESG initiatives from time to time.

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

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

**11.**

	P1	P2	P3	P4	P5	P6	P7	P8	P9
Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No								

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

## 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 audits impact	% of persons in respective category covered by the awareness programmes
Board of Directors (BoD)	4	During the year, the Board of Directors of the Company invested their time on various updates pertaining to the business, regulations, environmental, social, governance matters, etc. These topics comprise insights on the said Principles.	100%
Key Managerial Personnel (KMP)	21	Human Resource Development, ESG, Code of Conduct and Ethics, Data Privacy & Cyber Security	72.60%
Employees other than BoD/ KMPs	136	Warehouse Operations, Safety & Legal, Sustainable Waste Management, Code of Conduct and Ethics, Data Privacy & Cyber Security	58.40%
Workers	56	Safety, Hygiene, Workplace Compliances/ Policies	100%

## 2. Details of fines/ penalties/ punishment/ award/ compounding fees/ settlement amount paid in proceedings with regulators/ law enforcement agencies/ judicial institutions in FY 2022-23

None

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

Not Applicable

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

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

The Company respects and strives to comply with all applicable laws relating to the prevention of bribery and corruption. The Company has a zero-tolerance policy towards bribery and corruption, and will not (directly or indirectly) offer, give, seek, or receive any cash, gift, or favour in order to illegally influence a business decision. The Company has implemented anti-corruption or anti-bribery policy which comes under Ethics and Whistle Blower Policy and is applicable on all the employees of the Company. The said policy is available on the website of the Company under Investor Relations section at <https://www.tcil.com/tcil/tci-policies.html>.

## 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 2022-23	FY 2021-22
Directors		
KMPs		
Employees	Nil	Nil
Workers		

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

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

	FY 2022-23	Remarks	FY 2021-22	Remarks
	Number		Number	
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil		Nil	
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. Does the entity have processes in place to avoid / manage conflicts of interest involving members of the Board? (Yes / No) If yes, provide details of the same.**

Yes.

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

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**PRINCIPLE 2 : BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE**

**ESSENTIAL INDICATORS**

**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.**

	FY 2022-23	FY 2021-22	Details of improvements in environmental & social impacts
R&D	Not Applicable	Not Applicable	1. Push towards green logistics by making substantial investment in enabling assets. 2. Company is progressively shifting towards electric vehicles wherever possible. 3. Moving towards clean energy.
Capex	1.46%	0.71%	

**2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
b. If yes, what percentage of inputs were sourced sustainably.**

The Company has established an exhaustive process to inculcate and encourage sustainable practices in the supply chain and for the suppliers of the Company. This includes adherence to the Vendor Code of Conduct as well as contractual obligation towards ESG guidelines. All the new suppliers are screened on ESG parameters such as environment, health and safety, working conditions, compliance to regulatory norms and waste management. The Company has also initiated a program to train MSMEs with the executory norms of ESG/BRSR compliances. The Company onboards them by giving assistance, making suppliers part of the entire ESG ecosystem, training, upgrading them and making them to give "green certificates". During the year, more than 50% of our sourcing was done through sustainable sourcing.

**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 and (d) other waste.**

The Company is logistics and supply chain solution provider and does not manufacture any product and therefore, this principle is not applicable.

**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.**

Not Applicable

**LEADERSHIP INDICATORS**

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

Indicate Input Material	Recycled or re-used material to total material	
	FY 2022-23	FY 2021-22
Bins for Production Logistics in Vendor parks	100%	100%
Bins for Production Logistics in Long Distance	35%	30%
Covers for 2W for safety in Multimodal	100%	100%
Recycling of Paper, Plastic & E-Waste	100%	100%

**2. Of the Products and Packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed:**

	FY 2022-23			FY 2021-22		
	Re-used	Recycled	Safely Disposed	Re-used	Recycled	Safely Disposed
Plastics (including packaging)	0	0	24.70	0	0	32.60
E-waste	0	26.90	0.60	0	0.003	0.20
Hazardous waste	0	0	0	0	0	0
Other waste	0	0	558.00	0	46.91	523.30

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**3. Reclaimed products and packaging materials (as percentage of total products sold) for each product category**

<b>Indicate Product Category</b>	<b>Reclaimed products and their packaging materials as % of total products sold in respective category</b>
Bins for Production Logistics in Vendor parks	100%
Bins for Production Logistics in Long Distance	35%
Covers for 2W for safety in Multimodal	100%

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

## PRINCIPLE 3 : BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

## ESSENTIAL INDICATORS

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

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent Employees</b>											
Male	3,555	3,555	100%	3,555	100%	Nil					
Female	132	132	100%	132	100%	132	100%	Nil		Nil	
<b>Total</b>	<b>3,687</b>	<b>3,687</b>	<b>100%</b>	<b>3,687</b>	<b>100%</b>	<b>132</b>	<b>3.58%</b>				
<b>Other than Permanent Employees</b>											
Male	875	875	100%	875	100%	Nil					
Female	3	3	100%	3	100%	3	100%	Nil		Nil	
<b>Total</b>	<b>878</b>	<b>878</b>	<b>100%</b>	<b>878</b>	<b>100%</b>	<b>3</b>	<b>0.34%</b>				

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

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity Benefits		Paternity benefits		Day care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent Workers*</b>											
Male											
Female	Nil										
<b>Total</b>											
<b>Other than Permanent Workers</b>											
Male	5,021	5,021	100%	5,021	100%	Nil					
Female	267	267	100%	267	100%	267	100%	Nil		Nil	
<b>Total</b>	<b>5,288</b>	<b>5,288</b>	<b>100%</b>	<b>5,288</b>	<b>100%</b>	<b>267</b>	<b>5.05%</b>				

\*Note: The Company does not have Permanent Workers.

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

	FY 2022-23			FY 2021-22		
	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted & deposited with the authority (Yes/No/N.A.)	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted and deposited with the authority (Yes/No/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	-	Yes	100%	-	Yes
ESI*	73.20%	100%	Yes	64.20%	100%	Yes
Others (Seaman Welfare)	-	100%	Yes	-	100%	Yes

\*Note: Applicable to Employees as per the threshold limit prescribed under the Employees State Insurance Act, 1948.

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

**3. Accessibility of workplaces**

**Are the premises / offices 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.**

Yes. The premises / offices of the Company are accessible to differently abled employees and workers.

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

Yes. The Company is committed to ensuring that existing employees and job applicants are treated fairly in an environment which is free from any form of discrimination. The Company has established a policy to ensure non-discrimination on the basis of age, disability, gender, marital status, race (includes colour, nationality and ethnic origins), religion and such other grounds. The Company provides an equal opportunity workplace with gender neutral compensation policies and norms.

The HR Policy regarding the same can be accessed by the employees of the Company on the intranet of the Company.

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

Gender	Permanent Employees	
	Return to work rate	Retention rate
Male	NA	NA
Female	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>

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

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Employees	Yes, the Company is committed in providing a safe and positive work environment to its employees for which the Company has internal portal i.e. "TCI HRMS". The Employees and
Other than Permanent Employees	
Permanent Workers*	Workers of the Company can highlight their concerns at any point of time.
Other than Permanent Workers	All the concerns are handled with a lot of sensitivity, while delivering timely action and closure. A detailed investigation process ensures fairness for all involved, with an opportunity to present facts and any material evidence.

\*Note: The Company does not have Permanent Workers

**7. Membership of employees in association(s) or unions recognized by the listed entity:**

	FY 2022-23			FY 2021-22		
	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)
<b>Total Permanent Employees</b>						
- Male						
- Female						
<b>Total Permanent Workers</b>						
- Male						
- Female						

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

## 8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (A)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (B)	% (B/A)	No. C	% (C/A)
<b>Employees</b>										
Male	4,332	319	7.36%	4,013	92.60%	3,558	1,240	34.85%	1,540	43.28%
Female	73	36	49.31%	73	100.00%	133	130	97.74%	68	51.13%
<b>Total</b>	<b>4,405</b>	<b>355</b>	<b>8.06%</b>	<b>4,086</b>	<b>92.70%</b>	<b>3,691</b>	<b>1,370</b>	<b>37.00%</b>	<b>1,608</b>	<b>43.57%</b>
<b>Workers</b>										
Male	8,259	8,259	100%	670	8.11%	5,423	5,423	100%	1,245	22.96%
Female	21	21	100%	0	0.00%	290	290	100%	12	4.14%
<b>Total</b>	<b>8,280</b>	<b>8,280</b>	<b>100%</b>	<b>670</b>	<b>8.09%</b>	<b>5,713</b>	<b>5,713</b>	<b>100%</b>	<b>1,257</b>	<b>22.00%</b>

## 9. Details of performance and career development reviews of employees and workers:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
<b>Employees</b>						
Male	3,555	3,555	100%	3,448	3,448	100%
Female	132	132	100%	133	133	100%
<b>Total</b>	<b>3,687</b>	<b>3,687</b>	<b>100%</b>	<b>3,581</b>	<b>3,581</b>	<b>100%</b>
<b>Workers</b>						
Male						
Female		Nil			Nil	
<b>Total</b>						

## 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

We understand that employee well-being is essential to maintain our leading business performance. We constantly update and improve the range of physical, mental, and emotional support we provide to our employees. The pandemic created a new challenge for us – to engage and connect with our employees beyond work. Several trainings and workshops were conducted by various well-being experts and medical practitioners.

**Staff Healthcare**

The Company's offices/ warehouses/ branches maintain good standards of cleanliness, lighting and overall hygienic work environment for its employees and workers. The Company also organizes regular medical check-ups for identified categories of employees. Healthy lifestyle is encouraged amongst the employees. As part of the Company's culture, fitness sessions are part of the agenda of any national meet or conference. The employees are also encouraged to take part in the annual marathons.

**Medical & Health**

The Company is focused on both, the physical and mental well-being of its employees and has organized various programs and discussions with well-being experts and medical practitioners.

Employees drawing a salary of less than ₹ 21,000/- per month are compulsorily enrolled under Employee's State Insurance (ESI) to help them avail medical & health benefits under the law. The families of employees who are not covered under ESI are provided with extended coverage under Group Medical Policy to meet unforeseen medical exigencies. Besides, all employees are covered under Group Accidental Insurance Policy.



## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

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

Risk assessment has always been an essential part of the Company's Health and Safety Management System which includes the identification of hazards, complexity of the operations and workplace conditions. The Company also conducts periodic assessments of its offices/ warehouses as a part of this process.

A process has been established for Hazard Identification & Risk Assessment. Detailed risk assessment has been done for all the operations and appropriate control measures are implemented to mitigate the identified risks.

Accident prevention is the focus of drivers of the Company's vehicles every day. This goal is supported by defensive driving courses that teach drivers the principles of avoiding unsafe situations.

Driver training also is an essential element of the Company's well-rounded safety program, complementing the staff responsible for the safe transport of goods. The Internal Audit team of the Company visit all branches, Warehouses, Transshipments and report on bad conditions of building which can result in work related hazards.

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

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

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

Yes

### 11. Details of safety related incidents

Safety Incident/ Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one Mn- person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	1	-
No. of facilities	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 workplace.

In the Company, a culture of safety is encouraged across hierarchies. The safety and health management system of the Company is based on the principle of Plan, Do, Check and Act. Credible risks are evaluated and adequate actions are taken to mitigate those risks. All the safety incidents are reported, investigated and lessons learnt are communicated widely within the Company. A robust audit mechanism is in place to verify compliance to internal standards as well statutory requirement.

Some of the measures taken by the Company to prevent or mitigate significant occupational health & safety impacts includes regular mock drills for fire as well as medical emergencies, site inspections and audits to assess safety preparedness, maintenance of fire detection, alarm and suppression systems, training to sensitize employees on occupational health & safety, employee engagement campaigns on health & safety topics such as fire safety, road safety, emergency evacuation, ergonomics among others.

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

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions						
Health & Safety		Nil			Nil	

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

**14. Assessments for the year:**

	<b>% of your plants and offices that were assessed (by entity or statutory authorities or 3<sup>rd</sup> Parties)</b>
Health and Safety Practices	100%
Working Conditions	100%

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

The Company continuously monitors and assesses its health and safety practices and working conditions. Investigation is conducted in case any incident is reported using various methodology to identify the root cause. The investigation team presents corrective and preventive measures which is reviewed at various levels by the local management and central teams. Such corrective actions are then deployed horizontally across the branches.

**LEADERSHIP INDICATORS****1. Does the entity extend any life insurance/any compensatory package in the event of death of (A) Employee (Y/N) (B) Workers (Y/N)**

Yes

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

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

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)**

**PRINCIPLE 4 : BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS**

**ESSENTIAL INDICATORS**

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

The Company identifies and engages with various stakeholders with the intention of understanding and addressing their expectations and developing short, medium and long-term strategies of the Company. The internal and external groups of key stakeholders identified on the basis of their immediate impact on the operations and working of the Company include Employees, Shareholders, Customers, Communities, Suppliers, Government Authorities, Partners and Vendors.

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

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

<b>Stakeholder Group</b>	<b>Whether identified as Vulnerable &amp; Marginalized Group (Yes/No)</b>	<b>Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others</b>	<b>Frequency of engagement (Annually/ Half yearly/ Quarterly/ Others– please specify)</b>	<b>Purpose and scope of engagement including key topics and concerns raised during such engagement</b>
Customers/ Business Partners	No	Email, SMS, Social Media Channel, Advertisement, Sales-force engagement, Customer Conference, Website, Customer Survey	Ongoing	Information on services, timely delivery, service level, fair and competitive pricing, complaints, queries, feedback, praise and suggestions
Investors & Shareholders	No	Email, Phone, Press Release, Social Media Channel, Announcements, Annual Report, Investor & Analyst Conference, Annual General Meeting (AGM)	Ongoing	AGM/ Investor & Analyst Conference allow investors/ shareholders to interact directly with the Board of Directors and Senior Management of the Company on business strategy and its performance
Suppliers & Vendors	No	Email, SMS, Supplier and Vendor Meetings	Ongoing	Supplier transparency, performance review and feedback
Media	No	Email, SMS, Newspaper, Advertisement, Community Meetings, Website	Ongoing	Highlighting TCI's initiatives and its journey
Communities	No	Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meeting, Notice Board, Website	Ongoing	The Company is in constant touch with the community specially the marginalized section. The Company also keeps taking the CSR initiatives through its CSR arm TCI Foundation for the benefit of the society at large
Government Authorities	No	Project Meeting, Seminar, Conference	Periodical	Policy matters, updates on changes in permits, if any, apply for new permits, mandatory disclosures
Our Human Resources	No	Email, Internal Announcement, Campaign	Ongoing	Career development, diversity and equal opportunity, health and safety, skill upgradation, learning and development

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

## LEADERSHIP INDICATORS

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

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

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

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

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

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

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

**PRINCIPLE 5 : BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**
**ESSENTIAL INDICATORS**
**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	3,687	3,687	100%	3,581	3,581	100%
Other than Permanent	878	878	100%	110	110	100%
<b>Total Employees</b>	<b>4,565</b>	<b>4,565</b>	<b>100%</b>	<b>3,691</b>	<b>3,691</b>	<b>100%</b>
<b>Workers</b>						
Permanent	-	-	-	-	-	-
Other than Permanent	8,280	8,280	100%	5,713	5,713	100%
<b>Total Workers</b>	<b>8,280</b>	<b>8,280</b>	<b>100%</b>	<b>5,713</b>	<b>5,713</b>	<b>100%</b>

**2. Details of minimum wages paid to Employees and Workers:**

	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	3,555	-	-	3,555	100%	3,581	-	-	3,581	100%
Female	132	-	-	132	100%	110	-	-	110	100%
<b>Other than Permanent</b>										
Male	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-
<b>Workers</b>										
<b>Permanent</b>										
Male										
Female										
<b>Other than Permanent</b>										
Male	5,009	4,508	90.00%	501	10.00%	5,211	4,950	95.00%	261	5.00%
Female	267	240	89.89%	27	10.11%	274	269	98.17%	5	1.82%

**3. Details of remuneration/salary/wages:**

(₹ in Mn)

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	8	1.00	2	1.00
KMP (other than BoD)	6	21.20	1	2.74
Employees other than BoD & KMP	3,549	0.28	131	0.31
Workers	5,009	0.16	267	0.13

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

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

Yes

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

The Company is committed to provide safe and healthy work environment, where all the employees are treated with dignity and respect. Adequate mechanism have been provided for the Company's employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of the Company's Code, policies or law including human rights violation.

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

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	-	-		-	-	
Discrimination at workplace	-	-		-	-	
Child Labour	-	-		-	-	
Forced Labour/ Involuntary Labour	-	-		-	-	
Wages	-	-		-	-	
Other human rights related issues	-	-		-	-	

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

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

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

Yes

**9. Assessments for the year:**

	% of offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced/ Involuntary Labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others	100%

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

There were no significant risks / concerns arising from the human rights assessments.

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

### LEADERSHIP INDICATORS

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

The Company has a well-defined governance framework. Human right statement of the Company provides the broad framework to ensure respectful and dignified treatment of our employees/ workers with no tolerance for acts of human rights violations or abuse.

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

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

None

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

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

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

## PRINCIPLE 6 : BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

## ESSENTIAL INDICATORS

## 1. Details of total energy consumption (in Terajoules) and energy intensity:

Parameter	FY 2022-23	FY 2021-22
	Terajoules (TJ)	Terajoules (TJ)
Total electricity consumption (A)	13.55	11.02
Total fuel consumption (B)	1,285.02	1,112.70
Energy consumption through other sources (C)	-	-
<b>Total energy consumption (A+B+C)</b>	<b>1,298.57</b>	<b>1,123.72</b>
<b>Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)</b>	<b>0.000000038</b>	<b>0.000000039</b>

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

None

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

Not Applicable

## 3. Provide details of the following disclosures related to water:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	-	-
(ii) Ground Water	-	-
(iii) Third Party Water	9,428.00	8,547.78
(iv) Seawater/ Desalinated Water	3,150.00	2,686.28
(v) Others	3,000.00	-
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>15,578.00</b>	<b>11,234.06</b>
<b>Total volume of water consumption (in kiloliters)</b>	<b>15,578.00</b>	<b>11,234.06</b>
<b>Water intensity per rupee of turnover (Water consumed/ turnover)</b>	<b>0.000000045</b>	<b>0.000000039</b>
<b>Water intensity (optional) – the relevant metric may be selected by the entity</b>	-	-

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

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

## 5. Please provide details of air emissions (other than GHG emissions) by the entity:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	Tons per Year	68,612.68	62,228.08
SOx	Tons per Year	21,561.11	19,551.25
Particulate matter (PM)	Tons per Year	2,140.28	1,940.95
Persistent organic pollutants (POP)		-	-
Volatile organic compounds (VOC)	Tons per Year	1,929.50	1,749.96
Hazardous air pollutants (HAP)	Tons per Year	42.18	40.01
Others - CO	Tons per Year	18,374.23	16,665.97
Others - PM 10	Tons per Year	1,228.64	1,114.42
Others - PM 2.5	Tons per Year	1,192.21	1,081.37

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

None



## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

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

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	101,379.60	87,697.86
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	2,826.84	2,291.09
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	<b>Metric tonnes of CO<sub>2</sub> equivalent</b>	<b>0.0000030</b>	<b>0.0000031</b>

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

None

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

The Company has undertaken the following Green House Gas (GHG) Emission reduction projects:

1. Goods Transportation Services– Replacement of old vehicles with new vehicles, reduction of dry runs for vehicles, increase in capacity utilization of vehicle, deployment of alternative fuel vehicles like CNG in a phased manner, and progressive shift to rail transport from road transport.
2. Warehouse Management Services– Reduced energy consumption by shifting to LED lighting, infrastructure design to facilitate natural lighting and ventilation in certain facilities. Also, solar panels have been installed at certain warehouses to make efficient use of a renewable energy source.
3. The Company is also conducting a baseline study to ascertain GHG emission across its various services.

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

Parameter	FY 2022-23	FY 2021-22
<b>Total waste generated (in metric tonnes)</b>		
Plastic waste (A)	24.76	31.65
E-Waste (B)	3.54	0.20
Bio-Medical waste (C)	-	0.02
Construction and Demolition waste (D)	-	-
Battery waste (E)	-	0.07
Radioactive waste (F)	-	-
Other Hazardous waste– <b>Waste Oil Sludge</b> (G)	558.00	508.49
Other Non-Hazardous waste generated (H) (Paper and unspecified waste)	70.00	104.65
<b>Total (A+B+C+D+E+F+G+H)</b>	<b>656.30</b>	<b>645.08</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	2.92	46.91
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>2.92</b>	<b>46.91</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	-	-
(ii) Landfilling	-	20.26
(iii) Other disposal operations	653.38	644.23
<b>Total</b>	<b>653.38</b>	<b>644.49</b>

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

None

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)**

**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.**

All the hazardous and e-waste are disposed as per the regulations to authorized State Pollution Control Board partners for recycling/ disposal and all other mixed solid waste (dry/wet) is disposed to authorized vendor for recycling/ reuse.

The Company is committed to continually improving its waste management practices at all the locations. The waste management philosophy of the Company is based on three principles – 3Rs (Reduce, Reuse, and Recycle).

The Company has adopted various waste management practices like segregation of waste, on-site composting and waste reduction at the source, which has led to a decrease in the burden on city landfills. The Company avoids single-use food and drink containers and utensils in the cafeteria, meeting rooms, and utmost monitoring is done to minimize the generation of waste.

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

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

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

Not Applicable

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

Yes. We are compliant with the applicable environmental law / regulations / guidelines in India.

**LEADERSHIP INDICATORS**

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

Parameter	FY 2022-23	FY 2021-22
<b>From renewable sources (in Terajoules/TJ)</b>		
Total electricity consumption (A)	0.96	0.59
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>0.96</b>	<b>0.59</b>
<b>From non-renewable sources (in Terajoules/ TJ)</b>		
Total electricity consumption (D)	12.59	10.44
Total fuel consumption (E)	1,285.02	1,112.70
Energy consumption through other sources (F)	-	-
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>1,297.61</b>	<b>1,123.14</b>

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

None

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

Not Applicable

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)**

**3. 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:**

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

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

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

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

None

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

**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.**

The Company has membership of 8 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:**

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

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

Not Applicable

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

### 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.**

Not Applicable

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

Not Applicable

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

The Company's approach to managing community grievances follows the precautionary principle of identifying and resolving the concerns of the community through Community Grievance Mechanism. It is a process for systematically receiving, investigating, responding to, and closing out grievances from affected communities in a timely, fair and consistent manner. Our grievance management system aims to be based on dialogue with our stakeholders first and foremost and to resolve issues in a non-judicial manner. A step-wise mechanism has been adopted to resolve grievances on priority basis.

**1. Receipt & Acknowledgement**

Grievances may be written or verbal and in local languages. They can be lodged by email, phone, by the community directly or through staff working locally, and other locally dedicated channels, as well as at corporate level. The grievances can be submitted anonymously, as well as on behalf of another individual. Each grievance is acknowledged once received, and the complainant is informed of the next steps.

**2. Assessment & Assignment**

Once a grievance is received, it will be assessed for its severity and assigned to Director Community Engagement/ TCI Foundation, who will follow through to ensure that the issue is investigated by divisions that are best suited to do so, and that the complainant is responded to in due course. Grievances with high severity levels are escalated to senior management levels.

**3. Investigation & Information**

The Director Community Engagement/ TCI Foundation and the respective departments investigate the grievance and respond to the complainant informing them about the proposed resolution. In some cases, more information may be requested from the complainant to ensure a thorough investigation.

**4. Resolution**

The Company prefers that community grievance be resolved based on dialogue where a resolution can be found together with the complainant. Remedies may be proposed depending on the case. If the solution is unacceptable to the grieved community, it can be appealed, in such case the grievance will be re-evaluated by alternate investigators. Once the complainant accepts the resolution, the grievance is considered resolved.

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

Not Applicable

#### 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)**

Not Applicable

## BUSINESS RESPONSIBILITY &amp; SUSTAINABILITY REPORT (CONTD.)

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

Sl. No.	State	Aspirational district	Amount spent (in ₹)
1	Jharkhand	Khunti	11.26 Mn

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

Not Applicable

**4. 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

**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)**

**PRINCIPLE 9 : BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER**

**ESSENTIAL INDICATORS**

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

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

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

Not Applicable

**3. Number of consumer complaints:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	-	-		-	-	
Cyber-security						
Delivery of essential services	-	-		-	-	
Restrictive Trade Practices	-	-		-	-	
Unfair Trade Practices	-	-		-	-	
Others- Delayed Delivery	4	-		-	-	

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

Not Applicable

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

Yes. The Company is having data privacy policy and cyber security policy, which is hosted on intranet of the Company.

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

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

**LEADERSHIP INDICATORS**

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

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

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

Not Applicable

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

The consumers are informed about the disruption/discontinuation of essential services, if any.

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

Not Applicable

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

Yes

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

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

**5. Provide the following information relating to data breaches:**

**a. Number of instances of data breaches along with impact**

In FY 2022-23, there were no substantial instances of data breach.

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

Not Applicable



# CORPORATE GOVERNANCE REPORT

## COMPANY'S PHILOSOPHY

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

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

The Board of Directors of the Company are responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board. We keep our governance practices under continuous review and benchmark ourselves to best practices across the world.

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

## BOARD OF DIRECTORS

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

### Code of Conduct

The Company has in place a comprehensive Code of Conduct applicable to all the Board Members and Senior Management employees of the Company, available on the website of the Company, [www.tcil.com](http://www.tcil.com). The Code is circulated to all members of

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

### Independent Directors

Independent Directors are Non-Executive. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under the SEBI Listing Regulations & the Act. During the year, one separate meeting of Independent Directors was held. In the meeting, the Directors discussed the performance of the Board as a whole, the Committee of the Board, the Chairman of the Company and the Directors.

Based on the disclosures received from all the independent Directors and in the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

### Familiarization Programme

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

### Board Composition & their membership in other Companies

None of the Directors on the Board hold directorships in more than 10 Public Companies. Further, none of them is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Public Companies in which he or she is a Director. Further, none of the Independent Directors on the Board is serving as an Independent Director in more than 7 listed entities. Necessary disclosures regarding Committee positions in other Public Companies as at the year-end have been provided by the Directors.

The relevant details of the Board of Directors and their directorships as on 31<sup>st</sup> March 2023 are given hereunder:

SN	Name & Category of the Director	No. of other Directorships*		No. of Committee positions held**		Directorship in other listed entities (Category of Directorship)
		Public	Private	Chairman	Member	
1	Mr. D P Agarwal <sup>#</sup> (Chairman & Managing Director)	6	-	1	3	1. TCI Express Ltd. (NEC) 2. TCI Industries Ltd. (NED) 3. Jay Bharat Maruti Ltd. (NEID) 4. Indo Rama Synthetics (India) Ltd. (NEID)
2	Mr. S N Agarwal <sup>#</sup> (Non-Executive Director)	4	7	1	4	1. Kirloskar Electric Co. Ltd. (NEID)
3	Mr. Vijay Sankar (Independent Director)	4	10	-	5	1. The KCP Ltd. (NEID) 2. Chemplast Sanmar Ltd. (NED) 3. Oriental Hotels Ltd. (NEID)

CORPORATE GOVERNANCE REPORT (CONTD.)

SN	Name & Category of the Director	No. of other Directorships*		No. of Committee positions held**		Directorship in other listed entities (Category of Directorship)
		Public	Private	Chairman	Member	
4	Mr. S Madhavan (Independent Director)	4	3	3	7	1. HCL Technologies Ltd. (NEID) 2. ICICI Bank Ltd. (NEID) 3. Sterlite Technologies Ltd. (NEID) 4. Procter & Gamble Health Ltd. (NEID)
5	Ms. Gita Nayyar (Independent Director)	4	-	2	4	1. Oriental Hotels Ltd. (NEID) 2. PNB Housing Finance Ltd. (NEID) 3. Glenmark Life Sciences Ltd. (NEID)
6	Mr. Ravi Uppal (Independent Director)	2	3	1	1	Nil
7	Mr. Vikrampati Singhania (Independent Director)	3	-	-	1	1. JK Agri Genetics Ltd. (MD) 2. Lumax Industries Ltd. (NEID)
8	Ms. Urmila Agarwal# (Non-Executive Director)	3	-	-	-	Nil
9	Mr. Chander Agarwal# (Non-Executive Director)	4	2	-	2	1. TCI Express Ltd. (MD)
10	Mr. Vineet Agarwal# (Managing Director)	5	3	-	5	1. TCI Express Ltd. (NED) 2. TCI Developers Ltd. (NED) 2. Somany Ceramics Ltd.(NEID)

NEID-Non-Executive Independent Director      NED-Non-Executive Director      MD-Managing Director      NEC-Non-Executive Chairman

\* Excluding Section 8 Companies, Company limited by Guarantee & shares and Foreign Companies.

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

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

**Key Board Qualifications, expertise and attributes**

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

## CORPORATE GOVERNANCE REPORT (CONTD.)

### BOARD MEETINGS

During FY 2022-23, all the requisite information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration. The Board periodically reviews the compliance reports of all the laws applicable to the Company.

During the year under review, the Board met 4 times as detailed hereunder:

SN	Name of the Director	Presence at AGM	Presence at Board Meeting				Number of Meeting		% of attendance
			28 <sup>th</sup> May 2022	2 <sup>nd</sup> August 2022	29 <sup>th</sup> October 2022	30 <sup>th</sup> January 2023	Held during tenure	Attended	
1	Mr. D P Agarwal	Yes	Yes	Yes	Yes	Yes	4	4	100
2	Mr. S N Agarwal	Yes	No	Yes	Yes	Yes	4	3	75
3	Mr. Vijay Sankar	Yes	Yes	Yes	Yes	Yes	4	4	100
4	Mr. S Madhavan	Yes	Yes	Yes	Yes	Yes	4	4	100
5	Ms. Gita Nayyar	Yes	Yes	Yes	Yes	Yes	4	4	100
6	Mr. Ravi Uppal	Yes	Yes	Yes	Yes	No	4	3	75
7	Mr. Vikrampati Singhania	Yes	No	Yes	Yes	No	4	2	50
8	Ms. Urmila Agarwal	Yes	Yes	Yes	Yes	Yes	4	4	100
9	Mr. Chander Agarwal	Yes	Yes	Yes	Yes	Yes	4	4	100
10	Mr. Vineet Agarwal	Yes	Yes	Yes	Yes	Yes	4	4	100

### BOARD COMMITTEES

#### i. Audit Committee

##### Details of the Committee Meetings, Composition, Category and Attendance during FY 2022-23

SN	Name of the Member	Category	Position	Number of Meetings	
				Held during tenure	Attended
1	Mr. Ravi Uppal*	Non-Executive Independent	Chairman	4	3
2	Mr. S Madhavan	Non-Executive Independent	Member	4	4
3	Mr. S. N. Agarwal	Non-Executive	Member	4	3
4	Mr. Vijay Sankar*	Non-Executive Independent	Member	4	3

\*Mr. Ravi Uppal appointed as Chairman of the Audit Committee w.e.f. 16<sup>th</sup> July 2022 in place of Mr. Vijay Sankar.

During the year, the meetings of the Committee were held on 28<sup>th</sup> May 2022, 2<sup>nd</sup> August 2022, 29<sup>th</sup> October 2022 and 30<sup>th</sup> January 2023.

The Chairman of the Committee, Mr. Ravi Uppal, attended the last AGM held on 2<sup>nd</sup> August 2022.

All the Committee Members possess financial and/or accounting knowledge.

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

Ms. Archana Pandey, Company Secretary & Compliance Officer acts as Secretary to the Committee.

The concerned partners of M/s Brahmayya & Co., the Statutory Auditors are invited to the Committee Meetings.

#### Terms of Reference:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- Recommendation for appointment, remuneration & terms of appointment of Auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing with the management the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - o Matters required to be included in the Director's Responsibility Statement to be included in the Boards' Report in terms of clause (c) of subsection (3) of Section 134 of the Act;
  - o Changes, if any, in accounting policies and practices and reasons for the same;
  - o Major accounting entries involving estimates based on the exercise of judgment by management;
  - o Significant adjustments made in the financial statements arising out of audit findings;

## CORPORATE GOVERNANCE REPORT (CONTD.)

- o Compliance with listing and other legal requirements relating to financial statements;
- o Disclosure of any related party transactions;
- o Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans and/ or advances from/investment by the Holding Company in the subsidiary exceeding ₹ 100 Crores or 10% of the asset size of the subsidiary, whichever is lower.
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- Review of the Management Discussion and Analysis of financial condition and results of operations;
- Review of the management letters / letters of internal control weaknesses issued by the statutory auditors;
- Review of the internal audit reports relating to internal control weaknesses;
- Review of the appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Review of the statement of deviations:
  - o Quarterly statement of deviation(s) including report of the monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations
  - o Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations
- Such other function as may be entrusted by the Board from time to time.

### ii. Risk Management Committee

#### Details of the Committee Meetings, Composition, Category and Attendance during FY 2022-23

SN	Name of the Member	Category	Position	Number of Meetings	
				Held during tenure	Attended
1	Mr. S Madhavan	Non-Executive Independent	Chairman	2	2
2	Mr. Ravi Uppal	Non-Executive Independent	Member	2	2
3	Mr. Vineet Agarwal	Executive	Member	2	2

## CORPORATE GOVERNANCE REPORT (CONTD.)

During FY 2022-23, the meetings of the Risk Management Committee were held on 28<sup>th</sup> May 2022 and 29<sup>th</sup> October 2022.

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

The terms of reference of the Risk Management Committee are as under:

- To formulate a detailed Risk Management Policy which includes:
  - o A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability, (particularly, ESG related risks) information, cyber security risks or any other risk as may be determined by the Committee.
  - o Measures for risk mitigation including systems &

processes for internal control of identified risks.

- o Business continuity plan.
- To ensure that appropriate methodology, processes & systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the Risk Management Policy, including evaluating the adequacy of risk management systems;
- To periodically review the Risk Management Policy, at least once in two years;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer.

### iii. Stakeholders' Relationship Committee

#### Details of the Committee Meetings, Composition, Category and Attendance during FY 2022-23

SN	Name of the Member	Category	Position	Number of Meetings	
				Held during tenure	Attended
1	Mr. S N Agarwal	Non-Executive	Chairman	1	1
2	Ms. Gita Nayyar	Non-Executive Independent	Member	1	1
3	Mr. Chander Agarwal	Non-Executive	Member	1	1

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

During the year, the meeting of Stakeholders' Relationship Committee was held on 28<sup>th</sup> October 2022.

#### Details of shareholders complaints received, resolved and pending as on 31<sup>st</sup> March 2023.

No. of Investors' Complaints pending at the beginning of the year	No. of Investors' complaints received during the year	No. of Investors' complaints disposed of during the year	No. of Investors' complaints unresolved at the end of the year
Nil	3	2	1

#### Terms of Reference:

- Look into various aspects of interests of shareholders, debenture holders & other security holders, if any;
- Review of statutory compliances relating to shareholders, debenture holders & other security holders, if any;
- Consider and resolve the grievances of shareholders of the Company including complaints related to transfer/transmission of securities, non-receipt of annual report/non-receipt of declared dividends/notices etc.;
- Review of transfer of unclaimed dividends and shares to the Investor Education and Protection Fund;
- Review of movements in shareholding structure of the Company;
- Ensuring setting of proper controls and oversight of performance of the Registrar & Share Transfer Agent;
- Recommendation of measures for overall improvement of the quality of investor services; &
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

### iv. Compensation/ Nomination & Remuneration Committee

#### Details of the Committee Meetings, Composition, Category and Attendance during FY 2022-23

SN	Name of the Member	Category	Position	Number of Meetings	
				Held during tenure	Attended
1	Mr. Vikrampati Singhania	Non-Executive Independent	Chairman	2	1
2	Mr. S Madhavan	Non-Executive Independent	Member	2	2
3	Mr. S N Agarwal	Non-Executive	Member	2	1

## CORPORATE GOVERNANCE REPORT (CONTD.)

During the year, the meetings of the Compensation/ Nomination and Remuneration Committee (CNRC) were held on 25<sup>th</sup> May 2022 and 30<sup>th</sup> January 2023.

**Terms of Reference:**

- Identification and recommendation to Board, of persons who are qualified to become Director & KMP in accordance with the criteria laid down;
- Considering recommendations of the KMPs w.r.t. appointment & removal of SMPs in accordance with the criteria laid down and forwarding their recommendations to the Board accordingly;
- Assist the Board in ensuring that plans are in place for orderly succession for appointment to the Board & Senior Management;
- Ensure that the Board is balanced & follows a diversity policy in order to bring in professional experience in different areas of operations, transparency, corporate governance & financial management etc.;
- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- For every appointment of an Independent Director, CNRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of an external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
- Formulation of evaluation criteria for Independent/ Non-Independent/Executive Directors & the Board as a whole & KMPs;
- Ensure that Directors are inducted through suitable familiarization process & that proper & regular training is given to Independent Directors to update & refresh their skills, knowledge and familiarity with the Company;
- Formulation & supervision of the Remuneration Policy of the Company;
- Oversee the formulation and implementation of ESOP Scheme, its administration, supervision, and formulating detailed terms and conditions in accordance with SEBI rules, regulations and guidelines;

- devising a policy on diversity of Board of Directors;
- identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
- whether to extend or continue the terms of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- recommend to the Board, all remuneration, in whatever form, payable to senior management; &
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

**Nomination & Remuneration Policy**

The Nomination and Remuneration Policy is being administered by the CNRC of the Company and is applicable on the following:

- I. Directors (Executive and Non-Executive);
- II. Key Managerial Personnel (KMPs);
- III. Senior Management Personnel (SMPs);
- IV. Other employees of the Company.

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

The Policy inter-alia includes the following:

- I. Appointment & removal criteria and process for Directors, KMPs, SMPs and other employees.
- II. Code of conduct for Directors/KMPs and SMPs.
- III. Training/familiarization programme for Independent Directors.
- IV. Assessment mechanism for Directors, KMPs, SMPs and other employees.
- V. Remuneration structure and payments.
- VI. Succession planning.
- VII. Board Diversity.

**Performance Evaluation Criteria of Independent Directors**

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

**CORPORATE GOVERNANCE REPORT (CONTD.)**
**Remuneration to Non-Executive Directors**

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

**Remuneration to Executive Directors**

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

**Details of Remuneration paid to Directors during FY 2022-23**

(₹ in Mn)

Sl. No.	Name of the Director	Salary	Perks & allowances <sup>2</sup>	Commission	Sitting Fee	Total	No. of equity shares Held
1	Mr. D P Agarwal <sup>3&amp;4</sup>	70.32	14.37	50.00	-	134.69	828,628
2	Mr. S N Agarwal <sup>1&amp;5</sup>	-	-	1.00	-	1.00	-
3	Mr. Vijay Sankar <sup>5</sup>	-	-	1.00	0.42	1.42	-
4	Mr. S Madhavan <sup>5</sup>	-	-	1.00	0.59	1.59	2,000
5	Ms. Gita Nayyar <sup>5</sup>	-	-	1.00	0.39	1.39	-
6	Mr. Ravi Uppal <sup>5</sup>	-	-	1.00	0.42	1.42	-
7	Mr. Vikrampati Singhania <sup>5</sup>	-	-	1.00	0.15	1.15	-
8	Ms. Urmila Agarwal <sup>1&amp;5</sup>	-	-	1.00	-	1.00	1,850,591
9	Mr. Chander Agarwal <sup>1&amp;5</sup>	-	-	1.00	-	1.00	1,834,362
10	Mr. Vineet Agarwal <sup>3&amp;4</sup>	62.72	12.15	50.00	-	124.87	3,043,980

Notes:

- <sup>1</sup> Mr. S N Agarwal, Ms. Urmila Agarwal and Mr. Chander Agarwal did not accept any sitting fees.
- <sup>2</sup> Perquisites include Company's contribution to the Provident Fund, medical, leave travel allowance, special allowance, etc. as well as monetary value of perquisites as per Income Tax Rules in accordance with Executive Director's contracts with the Company.
- <sup>3</sup> Both the Executive Directors have entered into the service contract with the Company in line with the approval of the shareholders in AGM held on 2<sup>nd</sup> August 2018. In case of termination of services, they are required to serve a notice period of 6 months in line with service agreement. There is no separate severance agreement.
- <sup>4</sup> No Executive Director has been granted stock options.
- <sup>5</sup> None of the Non-Executive Directors has any financial association or transactions with the Company other than receipt of sitting fees or commission.

**v. Corporate Social Responsibility Committee**
**Details of the Committee Meetings, Composition, Category and Attendance during FY 2022-23**

SN	Name of the Member	Category	Position	Number of Meetings	
				Held during tenure	Attended
1	Ms. Gita Nayyar	Non-Executive Independent	Chairperson	3	3
2	Mr. D P Agarwal	Executive	Member	3	3
3	Ms. Urmila Agarwal	Non-Executive	Member	3	3
4	Mr. Chander Agarwal	Non-Executive	Member	3	3

During the year, the meetings of the Corporate Social Responsibility Committee were held on 28<sup>th</sup> May 2022, 29<sup>th</sup> July 2022 and 20<sup>th</sup> March 2023.

**Terms of Reference:**

- Formulating and recommending to the Board the CSR Policy and activities to be undertaken by the Company in compliance with provisions of the Act and the rules made thereunder;
- Recommending to the Board the amount of expenditure to be incurred on CSR activities by the Company;
- Approve the list of CSR projects/programmes which

the Company plans to undertake during the year, specifying modalities of execution in the areas/sectors chosen and implementation schedules for the same;

- Overseeing the implementation of CSR activities and projects;
- Monitoring implementation of CSR Policy of the Company from time to time; &
- Carry out any other function as directed by the Board and/or mandated by any statutory authority through any notification, amendment or modification from time to time.

**CORPORATE GOVERNANCE REPORT (CONTD.)**

**vi. Share Transfer Committee**

As on 31<sup>st</sup> March 2023, the Committee comprised of Mr. D P Agarwal as the Chairman and Mr. Vineet Agarwal and Mr. Chander Agarwal as the other two members.

The meetings of Share Transfer Committee are held thrice every month in order to dispose off the requests received from the shareholders.

**Terms of reference:**

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

**vii. Corporate & Restructuring Committee**

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

**Terms of reference:**

- Evaluation and finalization of different options for restructuring the Company considering divisions of the

Company holding diverse business portfolio including restructuring of the overseas structure;

- Evaluation & finalization of equity fund raising options available to the Company;
- Appointment of consultants, lawyers, merchant bankers, valuers as may be necessary from time to time &
- Such other matters as may be necessary or incidental thereof.

**viii. Executive Authorization Committee**

The Executive Authorization Committee comprises of Mr. Vineet Agarwal as Chairman and Mr. Chander Agarwal, Mr. Jasjit Singh Sethi & Mr. Ashish Tiwari as Members. The meetings of Executive Authorization Committee are held as per the requirements of the Company.

**Terms of reference:**

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

**GENERAL BODY MEETINGS**

**Details of last 3 Annual General Meetings held**

<b>FY</b>	<b>Day, Date and Time</b>	<b>Venue</b>	<b>Whether Special Resolution passed</b>
2021-22	Tuesday, 2 <sup>nd</sup> August 2022 03:30 P.M.	Through Video Conferencing/ Other Audio-Visual Means	Yes
2020-21	Tuesday, 3 <sup>rd</sup> August 2021 11:00 A.M.	Through Video Conferencing/ Other Audio-Visual Means	Yes
2019-20	Wednesday, 12 <sup>th</sup> August 2020 03:00 P.M.	Through Video Conferencing/ Other Audio-Visual Means	Yes



## CORPORATE GOVERNANCE REPORT (CONTD.)

### Postal Ballot

During the year, the Company did not pass any Special Resolution through Postal Ballot.

### MEANS OF COMMUNICATION

#### Website

The 'Investor Relations' section on the website of the Company contains all the relevant information pertinent to the shareholders i.e. financial results, annual reports, shareholding patterns, press releases, financial analysis reports, notices and other general information about the Company.

#### Financial Results

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

#### News Releases & Investor Presentations

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

### GENERAL SHAREHOLDER INFORMATION

#### Annual General Meeting

<b>Date/Day</b>	: 31 <sup>st</sup> July 2023, Monday
<b>Time</b>	: 10:00 A.M.
<b>Venue</b>	: The Company is conducting meeting through VC/OAVM pursuant to the MCA Circular dated 28 <sup>th</sup> December 2022 and thus venue requirements are not applicable. For details, please refer to the Notice of this AGM.

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

### Book Closure Dates

As mentioned in the notice to AGM.

### Financial Calendar

<b>Year ending</b>	: 31 <sup>st</sup> March
<b>AGM in</b>	: July/August
<b>Dividend Payment</b>	: Details of Dividend paid during the year disclosed in the Boards' Report.

### Equity Listing Details

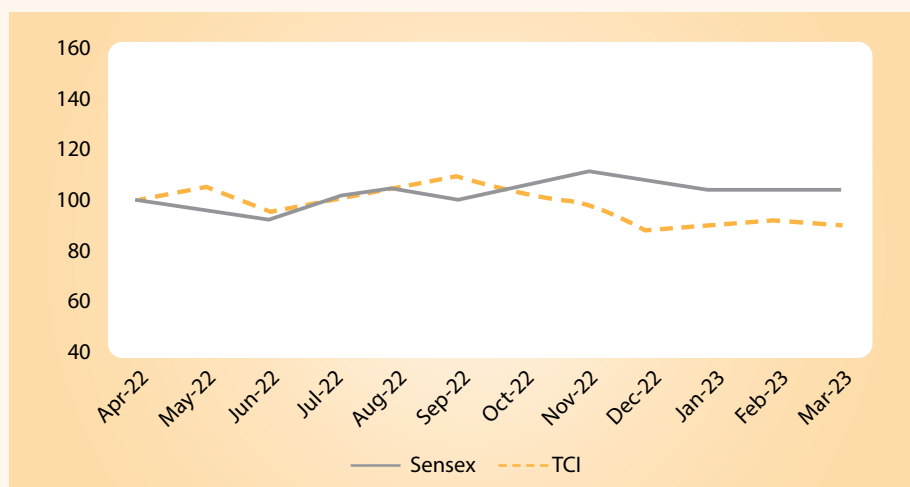
<b>Listed on</b>	National Stock Exchange of India Ltd. (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	
	BSE Ltd. (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	
<b>Listing Fee</b>	Annual Listing Fee has been duly paid to both the Stock Exchanges	
<b>Custodian Fee</b>	Annual Custodian Fee has been duly paid to both the Depositories	
<b>Corporate Identification Number</b>	L70109TG1995PLC019116	
<b>Stock Code</b>	NSE	TCI
	BSE	532349
<b>Demat ISIN with NSDL &amp; CDSL</b>	INE688A01022	

### Market Price Data

Month	NSE		BSE	
	High	Low	High Price	Low Price
April, 2022	746.80	605.55	747.60	597.00
May, 2022	800.00	620.10	789.00	621.00
June, 2022	787.90	615.00	787.00	614.05
July, 2022	749.00	670.00	747.55	659.70
August, 2022	819.90	685.00	819.00	687.00
September, 2022	804.00	663.65	804.10	663.35
October, 2022	844.95	708.85	844.55	708.25
November, 2022	707.70	616.30	713.60	616.10
December, 2022	699.95	555.25	698.75	556.05
January, 2023	655.00	596.20	654.25	596.05
February, 2023	665.00	602.25	664.95	602.60
March, 2023	656.55	596.50	656.55	591.15

## CORPORATE GOVERNANCE REPORT (CONTD.)

### Performance in Comparison to broad-based indices



### Distribution of Shareholding as on 31<sup>st</sup> March 2023

Category	No. of Cases	% of Cases	Amount	% of Amount
1-500	50,297	95.51	3,143,046	4.05
501- 1000	1,212	2.30	900,295	1.16
1001- 2000	571	1.08	818,957	1.06
2001- 3000	171	0.32	430,337	0.55
3001- 4000	75	0.14	268,610	0.35
4001- 5000	57	0.11	263,041	0.34
5001- 10000	126	0.24	899,189	1.16
10001-20000	50	0.09	748,020	0.96
20001 & above	103	0.20	70,091,955	90.37
<b>Total</b>	<b>52,662</b>	<b>100.00</b>	<b>77,563,450</b>	<b>100.00</b>

### Shareholding Pattern as on 31<sup>st</sup> March 2023

SN	Category	31 <sup>st</sup> March 2023	% of total shareholding	31 <sup>st</sup> March 2022	% of total shareholding	% Change over Previous Year
<b>A.</b>	<b>Promoter's Holding</b>					
1	Indian Promoters	53,512,535	68.99	51,479,393	66.57	2.42
2	Person Acting in Concert	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>53,512,535</b>	<b>68.99</b>	<b>51,479,393</b>	<b>66.57</b>	<b>2.42</b>
<b>B.</b>	<b>Non-Promoters Holding</b>					
1	<b>Institutional Investors</b>					
a.	Mutual Funds	8,689,955	11.20	8,655,611	11.19	0.01
b.	Banks, Fin Institutions, Ins Cos.	1,175	-	1,175	-	-
c.	FII	2,845	-	2,845	-	-
d.	Alternate Investment Fund	640,175	0.83	653,117	0.85	(0.02)
e.	Qualified Institutional Buyer	158,977	0.21	158,352	0.21	-
f.	FPI	2,144,227	2.77	2,055,343	2.66	0.11
	<b>Sub Total</b>	<b>11,637,354</b>	<b>15.01</b>	<b>11,526,443</b>	<b>14.91</b>	<b>0.10</b>
2	<b>Others</b>					
a.	Corporate Bodies	1,001,090	1.29	1,121,042	1.45	(0.16)
b.	Indian Public	8,318,564	10.72	7,969,776	10.31	0.41
c.	NRIs	296,268	0.38	305,237	0.39	(0.01)
d.	NRIs- NR	220,053	0.28	2,225,839	2.88	(2.60)
e.	Employees	494,448	0.64	626,759	0.81	(0.17)
f.	HUF	1,105,386	1.43	10,87,011	1.41	0.02
g.	Clearing Members	3,545	-	33,179	0.04	(0.04)
h.	Trusts	524	-	359	-	-
i.	IEPF	972,183	1.25	9,52,887	1.23	0.02
j.	NBFC	1,500	-	-	-	-
	<b>Sub Total</b>	<b>12,413,561</b>	<b>16.00</b>	<b>14,322,089</b>	<b>18.52</b>	<b>(2.52)</b>
	<b>Sub Total (B)</b>	<b>24,050,915</b>	<b>31.01</b>	<b>25,848,532</b>	<b>33.43</b>	<b>(2.42)</b>
	<b>Grand Total (A+B)</b>	<b>77,563,450</b>	<b>100.00</b>	<b>77,327,925</b>	<b>100.00</b>	<b>-</b>

**CORPORATE GOVERNANCE REPORT (CONTD.)**
**Dematerialization and Liquidity**

As on 31<sup>st</sup> March 2023, 76,439,775 Equity Shares representing 98.55% of the total Equity Share Capital of the Company, were held in dematerialized form with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd (CDSL).

**Status of Demat as on 31<sup>st</sup> March 2023**

Particulars	No. of Shares	% to Share Capital
Shares in Demat Form held with NSDL	71,963,156	92.78
Shares in Demat Form held with CDSL	4,476,619	5.77
Shares in Physical Form	1,123,675	1.45
<b>Total</b>	<b>77,563,450</b>	<b>100.00</b>

**Outstanding GDR/Warrants and Convertible Notes, Conversion date and likely impact on the equity**

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

**Share Transfer System**

As per directives issued by the SEBI, it is mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issuance of duplicate share certificates, exchange/subdivision/ split/consolidation of securities, transmission/ transposition of securities and claim from Suspense Escrow Demat Account. SEBI vide its circular dated 25<sup>th</sup> January 2022, has clarified that listed entities/ RTAs shall issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service requests.

**Simplified Norms for processing Investor Service Requests**

SEBI, vide its Circular dated 3<sup>rd</sup> November 2021, as amended from time to time, had made it mandatory for holders of

physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. The timeline provided by SEBI to furnish/ update the above details is 30<sup>th</sup> September 2023. Folios wherein any one of the above mentioned details are not registered by 1<sup>st</sup> October 2023, shall be frozen. Members who are yet to update their KYC details, are therefore urged to furnish PAN, KYC and Nomination/ Opt-out of Nomination by submitting the prescribed forms duly filled, by email from their registered email id to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to RTA.

**Reconciliation of Share Capital Audit**

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

**Unclaimed Dividends/Shares Details**

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

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

The details of unclaimed dividends and shares transferred to IEPF during the year, are tabulated below. The detailed schedule of unclaimed dividends, due to be transferred to IEPF, are also given here.

**a. Details of unclaimed dividend/shares transferred to IEPF during FY 2022-23**

Dividend A/c	Unclaimed Dividend		Unclaimed Shares	
	Amount (In ₹)	Date of Transfer	No. of Shares	Date of Transfer
TCI Unpaid Dividend A/c 2014-15 Final	1,227,536	22 <sup>nd</sup> September 2022	21,781	3 <sup>rd</sup> October 2022
TCI Unpaid Dividend A/c 2015-16 Interim	860,347	18 <sup>th</sup> March 2023	38,630	5 <sup>th</sup> April 2023

**b. Details of dividends due for transfer to IEPF**

Year	Nature of Dividend	Date of Declaration	Due Date for Transfer to IEPF
FY 2015-16*	2 <sup>nd</sup> Interim	15 <sup>th</sup> March 2016	21 <sup>st</sup> April 2023
FY 2016-17	1 <sup>st</sup> Interim	4 <sup>th</sup> November 2016	11 <sup>th</sup> December 2023
FY 2016-17	2 <sup>nd</sup> Interim	2 <sup>nd</sup> February 2017	10 <sup>th</sup> March 2024
FY 2017-18	1 <sup>st</sup> Interim	2 <sup>nd</sup> November 2017	8 <sup>th</sup> December 2024
FY 2017-18	2 <sup>nd</sup> Interim	8 <sup>th</sup> February 2018	16 <sup>th</sup> March 2025
FY 2018-19	1 <sup>st</sup> Interim	2 <sup>nd</sup> November 2018	8 <sup>th</sup> December 2025
FY 2018-19	2 <sup>nd</sup> Interim	12 <sup>th</sup> February 2019	20 <sup>th</sup> March 2026
FY 2019-20	1 <sup>st</sup> Interim	5 <sup>th</sup> November 2019	11 <sup>th</sup> December 2026

## CORPORATE GOVERNANCE REPORT (CONTD.)

Year	Nature of Dividend	Date of Declaration	Due Date for Transfer to IEPF
FY 2019-20	2 <sup>nd</sup> Interim	13 <sup>th</sup> March 2020	19 <sup>th</sup> April 2027
FY 2020-21	1 <sup>st</sup> Interim	3 <sup>rd</sup> February 2021	12 <sup>th</sup> March 2028
FY 2020-21	Final	3 <sup>rd</sup> August 2021	9 <sup>th</sup> September 2028
FY 2021-22	1 <sup>st</sup> Interim	28 <sup>th</sup> October 2021	4 <sup>th</sup> December 2028
FY 2021-22	2 <sup>nd</sup> Interim	27 <sup>th</sup> January 2022	5 <sup>th</sup> March 2029
FY 2021-22	Final	2 <sup>nd</sup> August 2022	8 <sup>th</sup> September 2029
FY 2022-23	1 <sup>st</sup> Interim	29 <sup>th</sup> October 2022	5 <sup>th</sup> December 2029
FY 2022-23	2 <sup>nd</sup> Interim	30 <sup>th</sup> January 2023	8 <sup>th</sup> March 2030

\*The unpaid dividend has since been transferred to IEPF.

## Address for Correspondence

**Transport Corporation of India Ltd.**  
**Corporate Office**  
**Ms. Archana Pandey**  
**Company Secretary & Compliance Officer**  
 TCI House, 69, Institutional Area, Sector-32,  
 Gurugram, Haryana- 122001  
 Tel.: 0124-2381603-07  
 Email: [secretarial@tcil.com](mailto:secretarial@tcil.com)  
 Website: [www.tcil.com](http://www.tcil.com)

**Registrar & Share Transfer Agent**  
**Unit: Transport Corporation of India Ltd.**  
 KFin Technologies Ltd.,  
 Selenium Tower B, Plot No 31 & 32, Financial District,  
 Nanakramguda, Serilingampally, Hyderabad- 500 032  
 Toll Free No.: 18003094001  
 Whatsapp No.: (91)910009 4099  
 Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
 Website: <https://ris.kfintech.com>  
 KPRISM (Mobile App): <https://kprism.kfintech.com/>  
 Investor Support Centre (DIY link):  
<https://ris.kfintech.com/clientservices/isc>

## Details of Demat / Unclaimed Suspense Account

SEBI vide Circular dated 25<sup>th</sup> January 2022, has mandated that the Company/RTA shall verify and process the investor service requests and thereafter issue a 'Letter of Confirmation (LOC)' in lieu of physical share certificate(s). The LOC shall be valid for a period of 120 days from the date of issuance within which the Member/Claimant shall make a request to the Depository Participant for dematerialising the said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the Company's Suspense Escrow Demat Account.

In accordance with the above, during the year, the Company transferred 995 shares to its Suspense Escrow Demat Account. Members/claimants can claim back the said shares by submitting the prescribed documents.

## Commodity price risk or foreign exchange risk and hedging activities

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

## Plant Locations

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

## Credit Ratings

## CRISIL

Long Term : AA/Stable  
 Short Term: A1+

## ICRA

Long term : NA  
 Short Term: A1+

## Statutory Auditor Fees

The total fees paid by the Company to Statutory Auditors for all the services during FY 2022-23 is ₹ 3.07 Mn.

## OTHER DISCLOSURES

## Related Party Transactions

All transactions entered into by the Company with the related parties as defined under the Act and the SEBI Listing Regulations, during FY 2022-23, were in the ordinary course of business and at arm's length basis.

There were no materially significant transactions with the related parties, during the financial year, which were in conflict with the interests of the Company and that require an approval of the Company in terms of the SEBI Listing Regulations. The Board has approved a policy on materiality of related party transactions and on dealing with related party transactions and the same

## CORPORATE GOVERNANCE REPORT (CONTD.)

is disclosed on the website of the Company at <http://cdn.tcil.in/website/tcil/policies/Related%20party%20transaction%20policy%202021-22.pdf>

### **Compliances by the Company**

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

### **Vigil Mechanism / Whistle Blower Mechanism**

The Company has a structured Vigil Mechanism via Ethics and Whistle Blower Policy for reporting of instances of alleged wrongful conduct including instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct and ethics. Through this Policy, the Company seeks to provide a procedure for all the employees and Directors of the Company to report concerns about unethical and improper practices taking place in the Company and provide for adequate safeguards against victimization of Director(s)/ employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee, in exceptional cases.

No person has been denied access to the Audit Committee. The policy can be accessed on the website of the Company at <http://cdn.tcil.in/website/tcil/policies/Ethics%20and%20Whistle%20Blower%20Policy.pdf>

### **Compliance with Mandatory requirements and adoption of Discretionary Requirements**

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

### **Subsidiary Companies**

In line with the SEBI Listing Regulations, the Audit Committee reviews the financial statements of the subsidiaries of Company. The minutes of the Board Meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company. During the year, there was no material subsidiary of the Company. The policy of the Company for determining material subsidiary can be accessed at <http://cdn.tcil.in/website/tcil/policies/Policy%20on%20Material%20Subsidiary%2004.08.2021.pdf>

### **Code for Prevention of Insider Trading**

Code of Conduct for Prevention of Insider Trading of the Company, as approved by the Board of Directors, inter alia, forbids dealing

in securities of the Company by Directors, Designated Employees and other employees while in possession of unpublished price sensitive information in relation to the Company.

### **Disclosure of Accounting Treatment**

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

### **Disclosure of loans and advances**

During the year, the Company and/or its subsidiaries have not given any loans and advance to any firm/Company in which Directors are interested.

### **Disclosure of instances, where the Board had not accepted recommendation of Committees**

There was no instance during FY 2022-23, where the Board of Directors did not accept any recommendation of any Committee of the Board.

### **Risk Management**

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

The details of risk management are given in a separate section and forming part of this Annual Report.

### **Complaints pertaining to sexual harassment**

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

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

### **CEO/CFO Certification**

As required under the SEBI Listing Regulations, the Chairman & Managing Director and the Group CFO of the Company have submitted a Compliance Certificate for FY 2022-23, which is annexed to this Report.

**For & on Behalf of the Board of Directors**

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

**D P AGARWAL**  
Chairman & Managing Director

## CORPORATE GOVERNANCE REPORT (CONTD.)

### DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Company, during FY 2022-23.

**For & on Behalf of the Board of Directors**

Place: Gurugram

Date: 18<sup>th</sup> May 2023

**D P AGARWAL**

Chairman & Managing Director

### CEO/CFO CERTIFICATION

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

- i. We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief, we state that:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii. We further state that to the best of our knowledge and belief, no transactions have been entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- iii. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- iv. We have indicated to the Auditors and the Audit Committee:
  - a. significant changes, if any, in internal control over financial reporting during the year;
  - b. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

**For Transport Corporation of India Ltd.**

Place: Gurugram

Date: 18<sup>th</sup> May 2023

**D P AGARWAL**

Chairman & Managing Director

**ASHISH TIWARI**

Group CFO

## CORPORATE GOVERNANCE REPORT (CONTD.)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
 The Members  
 Transport Corporation of India Ltd.  
 Flat No. 306/307, 3<sup>rd</sup> Floor, 1-8-271-273 & 301,  
 Ashok Bhoopal Chambers, SP Road, Secundrabad,  
 Telangana – 500003

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Transport Corporation of India Ltd. having Corporate Identification Number L70109TG1995PLC019116 and having registered office at Flat No. 306/307, 3<sup>rd</sup> Floor, 1-8-271-273 & 301, Ashok Bhoopal Chambers, SP Road, Secundrabad, Telangana – 500003 (hereinafter referred as “the Company”) produced before us 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 our opinion and to the best of our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31<sup>st</sup> 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:

Sr. No.	Name of Director	Director Identification Number (DIN)	Date of appointment in Company
1.	Mr. Dharmpal Agarwal	00084105	11 <sup>th</sup> September, 1998
2.	Mr. Satyanarayan Agarwal	00111187	02 <sup>nd</sup> January, 1995
3.	Mr. Vijay Sankar	00007875	4 <sup>th</sup> November, 2016
4.	Mr. Subramanian Madhavan	06451889	12 <sup>th</sup> February, 2019
5.	Ms. Gita Nayyar	07128438	24 <sup>th</sup> May, 2019
6.	Mr. Ravikant Uppal	00025970	28 <sup>th</sup> October, 2019
7.	Mr. Vikrampati Singhania	00040659	05 <sup>th</sup> July, 2021
8.	Ms. Urmila Agarwal	00818165	01 <sup>st</sup> November, 2012
9.	Mr. Chander Agarwal	00818139	21 <sup>st</sup> September, 2006
10.	Mr. Vineet Agarwal	00380300	18 <sup>th</sup> June, 1998

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

**For Ankita Thakur & Associates**  
**Company Secretaries**

Place: New Delhi  
 Date: 18<sup>th</sup> May 2023

**CS ANKITA THAKUR**  
 FCS - 57767, CP NO. - 21785  
 UDIN - A057767e000365448

## CORPORATE GOVERNANCE REPORT (CONTD.)

## INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of Transport Corporation of India Limited

1. We, Brahmayya & Co., Chartered Accountants, the Statutory Auditor of Transport Corporation of India Limited ("the Company"), have examined the compliance conditions of Corporate Governance by the Company for the year ended 31<sup>st</sup> March 2023 as stipulated in Regulations 17 to 27, clause (b) to (i) of Regulation 46(2) and paragraph C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. This certificate is issued in accordance with the terms of our engagement letter dated 4<sup>th</sup> August 2022 with the Company.

**Management's Responsibility**

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

**Auditor's Responsibility**

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

**Opinion**

7. Based on our examination of the relevant records and according to the information and explanations given to us and the representation made by the management, we certify that the Company has complied with the condition of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March 2023.
8. We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Brahmayya & Co.,**

Chartered Accountants  
Firm Registration No. 000511S

**LOKESH VASUDEVAN**

Partner  
Membership No. 222320  
UDIN: 23222320BGUWP6981

Place: Gurugram

Date: 18<sup>th</sup> May 2023



# INDEPENDENT AUDITOR'S REPORT

To  
The Members

## Transport Corporation of India Limited

### REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

#### OPINION

We have audited the accompanying Standalone Financial Statements of **Transport Corporation of India Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information which includes the financial statements for the year ended on that date audited by the branch auditor of the Company's branch located at Nepal.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India including the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), of the state of affairs of the Company as at 31<sup>st</sup>

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

#### KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgement, were of the most significance in our audit of the Standalone Financial Statements of the the financial year ended 31<sup>st</sup> March 2023. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the following matters as Key Audit Matters to be communicated in our report:

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

**INDEPENDENT AUDITOR'S REPORT (Contd.)****OTHER INFORMATION**

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

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

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

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

**MANAGEMENT'S RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS**

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

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

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

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

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

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

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

## INDEPENDENT AUDITOR'S REPORT (Contd.)

achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the financial year ended 31<sup>st</sup> March 2023 and are therefore Key Audit Matters. We describe these matters in our auditor's reports unless law or regulations precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTER

We did not audit the financial statements of one branch included in the Standalone Financial Statements of the Company whose financial statements reflect total assets of ₹ 36.86 Million as at 31<sup>st</sup> March 2023 and the total revenue of ₹ 1.94 Million for the year ended on that date, as considered in the financial statements of this branch, has been audited by the branch auditor whose reports has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of such branch is based solely on the report of such branch auditor.

Our opinion is not modified in respect of this matter.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper financial statements adequate for the purposes of our audit have been received from the branch not visited by us.
  - (c) The report on the accounts of one branch office of the Company audited under Section 143(8) of the Act by branch auditor has been sent to us and has been properly dealt with by us in preparing this report.
  - (d) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flow, the statement of changes in equity, statement of cash flow and the branch's financial statements dealt with by this report are in agreement with the books of accounts.
  - (e) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended.
  - (f) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - (a) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements. Refer Note No. 44 to the Standalone Financial Statements;
  - (b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

## INDEPENDENT AUDITOR'S REPORT (Contd.)

- (d) (i) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note No. 45 (c) to the Standalone Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- (e) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

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

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

- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1<sup>st</sup> April 2023, and therefore reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31<sup>st</sup> March 2023.
4. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

**For Brahmayya & Co.,**  
Chartered Accountants  
Firm's Regn No. 0005115

**Lokesh Vasudevan**

Partner

Membership No. 222320

UDIN: 23222320BGYUWQ9134

Place: Gurugram

Date: 18<sup>th</sup> May 2023

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The "Annexure A" referred to in clause 1 of "Report on Other Legal and Regulatory Requirements" Paragraph of the Independent Auditor's Report of even date to the members of Transport Corporation of India Limited on the Standalone Financial Statements as on and for the year ended 31<sup>st</sup> March 2023.

- i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property Plant and Equipment and relevant details of Right of Use Assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- b) We are informed that a test of physical verification of Property, Plant and Equipment and Right of Use assets was carried out by the management at reasonable intervals and no material discrepancies were noticed. In our opinion, the frequency of verification of these assets is reasonable having regards to the size of the Company and nature of its assets.
- c) The title deeds of all the immovable properties (other than properties, where the Company is the lessee and the lease agreements are duly executed in favour of the Company), as disclosed in the Standalone Financial Statements, are held in the name of the Company.
- d) According to the information and explanations given to us and on the basis of our examination of the

records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not revalued its Property, Plant and Equipment (including right of use assets) and intangible assets during the year ended 31<sup>st</sup> March 2023.

- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transaction Act, 1988 and rules made thereunder.
- ii) (a) The management has conducted physical verification of inventory at reasonable interval during the year and no discrepancies were noticed for any class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company except as follows:

(₹ in Mn)

Name of Bank	Quarter ended	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the Quarterly return/ Statement	Amount of Difference
State Bank of India (Consortium Leader)	Jun-22	Inventory	91.20	111.20	(20.00)
		Books Debts	5,050.14	5,029.96	20.18
		Sundry Creditors	745.30	1,088.42	(343.12)
	Sep-22	Books Debts	4,778.20	4,755.68	22.52
		Sundry Creditors	768.49	802.06	(33.57)
	Dec-22	Inventory	60.44	100.44	(40.00)
		Books Debts	5,392.80	5,358.16	34.64
		Sundry Creditors	621.93	823.05	(201.12)
	Mar-23	Books Debts	5,280.27	5,250.79	29.48
		Sundry Creditors	583.31	663.94	(80.63)

However, the Company has not utilised the Working Capital limits during the year.

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has provided loans and staff advances during the year to following entities:

(₹ in Mn)	
Particulars of Loans	Loan
<b>Aggregate amount during the year ended 31<sup>st</sup> March 2023</b>	
A. Wholly owned subsidiary (Refer Note No. 40, 45(c) and 48)	100.00
B. Others (Staff advance)	30.97
<b>Balance outstanding as at balance sheet date 31<sup>st</sup> March 2023</b>	
A. Wholly owned subsidiary (Refer Note No. 40, 45(c) and 48)	232.50
B. Others (Staff advance)	11.55

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, in our opinion the investments made and the terms and conditions of the grant of loans and staff advances during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India with respect to the loans given during the year, in our opinion the repayment of principal and payment of interest has been stipulated and same has not fallen due till 31<sup>st</sup> March 2023. Further, the Company has given staff advances to its employees during the year as per the Company's policy and receipts are generally regular.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, there is no overdue amount.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, there are no staff advances granted that has fallen due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties. Terms of repayment of inter corporate loans granted to wholly owned subsidiary has been renewed during the year, however the same had not fallen due during the year.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or staff advances during the year either repayable on demand or without specifying any terms or period of repayment.
- iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has complied with the provisions of section 185 and section 186 of the Act to the extent applicable with respect to grant of loans, security, guarantee given and investments made.
- v) According to the information and explanations given to us, and based on our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not accepted any deposits from the public and no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, therefore the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the same.
- vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, in our opinion, the Company is regular in depositing the undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Service Tax, Excise Duty, Value Added Tax, Goods and Service Tax, Duty of Customs, Cess, and Other Statutory Dues with the appropriate authorities. There are no outstanding undisputed statutory dues on the last day of financial year concerned for a period of more than 6 month from

**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)**

the date they become payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the particulars of dues of Income Tax or Sales Tax or Service Tax or Excise Duty or Value Added Tax or Goods and Services Tax or Cess or Stamp Duty as at 31<sup>st</sup> March 2023 which have not been deposited on account of any dispute are as under:

(₹ in Mn)

<b>Name of Statute</b>	<b>Nature of dues</b>	<b>Amount of Claim</b>	<b>Periods to which amount relates</b>	<b>Forum where dispute is pending</b>
Entry Tax Act, 2001	Entry Tax	5.85	FY 2017-18	Deputy Commissioner, Ahmedabad
Central Excise Act, 1944	Excise duty	0.5	FY 2016-17	CESTAT, Hyderabad
Central Excise Act, 1944	Excise duty	1.18	FY 2008-09	Commissioner of Central Excise, Ramnagar, Karnataka
Central Excise Act, 1944	Excise duty	1	FY 2011-12	CESTAT, Chandigarh
The Sales Tax Act and Value Added Tax Act	Sales Tax and VAT	11.06	Various Financial Years	Appellate Tribunal - Various States
The Sales Tax Act and Value Added Tax Act	Sales Tax and VAT	11.10	Various Financial Years	Assistant Commissioner (Commercial Taxes) - Various States
The Sales Tax Act and Value Added Tax Act	Sales Tax and VAT	0.53	FY 2004-05	Deputy Commissioner (Commercial Taxes) - Uttarakhand
The Bombay stamp Act, 1958	Stamp Act	3.97	FY 1993-94	Chief Controlling Revenue Authority [C.C.R.A.], Gandhinagar, Gujarat
Maharashtra Goods and Service Tax Act, 2017	GST	0.18	FY 2017-18	Deputy Commissioners of State Tax, Maharashtra
Maharashtra Goods and Service Tax Act, 2017	GST	3.17	FY 2017-18	Deputy Commissioners of State Tax, Maharashtra
Maharashtra Goods and Service Tax Act, 2017	GST	0.01	FY 2018-19	Deputy Commissioners of State Tax, Maharashtra
Gujarat Goods and Service Tax Act, 2017	GST	5.59	FY 2018-19	Office of Asst. Comm. Of State Tax, Gujarat
Karnataka Goods and Service Tax Act, 2017	GST	55.75	FY 2018-19	Office of Asst. Comm. Of State Tax, Karnataka
Maharashtra Goods and Service Tax Act, 2017	GST	0.16	FY 2019-20	Deputy Commissioners of State Tax, Maharashtra

- viii) According to the information and explanations given to us, and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority or other lender.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the term loans were applied for the purpose for which they were obtained during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, carried out in accordance with the generally accepted auditing practices in India, in our opinion, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, carried out in accordance with the generally accepted auditing practices in India, in our opinion, that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associate or jointly controlled entity.

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

- (f) According to the information and explanations given to us and on the basis of our examination of records of the Company, carried out in accordance with the generally accepted auditing practices in India, in our opinion, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associate or jointly controlled entity as defined under the Act. Therefore, the provisions of clause (ix)(f) of paragraph 3 of the Order are not applicable to the Company.
- x) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company carried out in accordance with the generally accepted auditing practices in India, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanation given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such cases by the management during the course of our audit.
- (b) According to the information and explanations given to us, no report under Section 143 (12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us provided by the management of the Company, the Company has not received any whistle blower complaints during the year. Therefore, provision of clause (xi)(c) of paragraph 3 of the Order is not applicable to the Company.
- xii) In our opinion and according to the information and explanations given to us and based on our examination of records of the Company, carried out in accordance with the generally accepted auditing practices in India, the Company is not a Nidhi Company. Accordingly, the provision of clause (xii)(a), (xii)(b) and (xii)(c) of the paragraph 3 of the Order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties, prima facie are in compliance with the provisions of sections 177 and 188 of the Act, where applicable, and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Ind AS.
- xiv) (a) According to the information and explanations given to us and based on our examination of the records of the Company, carried out in accordance with the generally accepted auditing practices in India, the Company has an internal audit system that commensurate with the size and nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the paragraph 3 of the Order is not applicable to the Company.
- xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provision of clause (xvi) (a) of the paragraph 3 of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial/housing finance activities during the year. Therefore, the provision of clause (xvi)(b) of the paragraph 3 of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provision of clause (xvi)(c) of the paragraph 3 of Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Therefore, the provision of clause (xvi)(d) of the paragraph 3 of Order is not applicable to the Company.
- xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Therefore, the provision of clause (xviii) of the paragraph 3 of Order is not applicable to the Company.
- xix) According to the information and explanations given to us and on the basis of the financial ratios (Refer Note No. 45(a) to the Standalone Financial Statements), ageing and expected dates of realisation of financial assets and payment



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) and (6) of Section 135 of the Act pursuant to any project. Therefore, the provisions of clause (xx)(a) and (xx)(b) of the paragraph 3 of Order are not applicable to the Company.

**For Brahmayya & Co.,**  
Chartered Accountants  
Firm's Regn No. 000511S

**Lokesh Vasudevan**  
Partner  
Membership No. 222320  
UDIN: 23222320BGYUWQ9134

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

The **Annexure B**, referred to in Clause 2(g) of **"Report on Other Legal and Regulatory Requirements"** Paragraph of the Independent Auditor's Report of even date to the members of **Transport Corporation of India Limited** on the Standalone Financial Statements as of and for the year ended 31<sup>st</sup> March 2023.

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **Transport Corporation of India** ("the Company") as of 31<sup>st</sup> March 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Acts.

### AUDITORS' RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the

assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

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

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

### OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 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 issued by the ICAI.

**For Brahmayya & Co.,**  
Chartered Accountants  
Firm's Regn No. 000511S

**Lokesh Vasudevan**  
Partner

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

Membership No. 222320  
UDIN: 23222320BGYUWQ9134

# STANDALONE BALANCE SHEET

AS AT 31<sup>ST</sup> MARCH 2023

(₹ in Mn)

Particulars	Note No.	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>I. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
a) Property, Plant and Equipment	5	6,911.84	6,984.08
b) Capital Work-in-Progress	5	259.78	73.02
c) Right of Use Assets	6	707.33	772.76
d) Other Intangible Assets	7	28.43	30.24
e) Financial Assets			
i) Investments	8	840.30	850.30
ii) Loans	9	232.50	132.50
iii) Other Financial Assets	10	74.73	54.15
f) Other Non-Current Assets	11	398.63	188.53
<b>Total Non Current Assets</b>		<b>9,453.54</b>	<b>9,085.58</b>
<b>2. CURRENT ASSETS</b>			
a) Inventories	12	49.30	84.60
b) Financial Assets			
i) Investments	8	881.83	147.25
ii) Trade Receivables	13	5,159.90	4,557.42
iii) Cash and Cash Equivalents	14	1,561.41	515.04
iv) Other Bank Balances	14	131.45	65.62
v) Loans	9	11.55	11.88
vi) Other Financial Assets	10	1,372.27	1,227.24
c) Current Tax Assets (Net)	15	20.84	217.76
d) Other Current Assets	11	404.99	404.41
<b>Total Current Assets</b>		<b>9,593.54</b>	<b>7,231.22</b>
<b>3. NON-CURRENT ASSETS HELD FOR SALE</b>	16	10.12	-
<b>Total Assets</b>		<b>19,057.20</b>	<b>16,316.80</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
a) Equity Share Capital	17	155.13	154.66
b) Other Equity	17A	15,522.45	12,976.00
<b>Total Equity</b>		<b>15,677.58</b>	<b>13,130.66</b>
<b>2. NON-CURRENT LIABILITIES</b>			
a) Financial Liabilities			
i) Borrowings	18	390.87	219.71
ii) Lease Liabilities	19	235.18	264.72
b) Deferred Tax Liabilities (Net)	20	253.63	247.18
c) Provisions	21	56.63	46.27
d) Government Grant	22	18.21	18.56
<b>Total Non Current Liabilities</b>		<b>954.52</b>	<b>796.44</b>
<b>3. CURRENT LIABILITIES</b>			
a) Financial Liabilities			
i) Borrowings	18	161.26	201.81
ii) Lease Liabilities	19	58.34	78.23
iii) Trade Payables	23		
a) total outstanding dues of micro and small enterprises		67.31	38.90
b) total outstanding dues of creditors other than micro and small enterprises		516.00	693.77
iv) Other Financial Liabilities	24	1,009.40	869.14
b) Other Current Liabilities	25	388.83	307.76
c) Provisions	21	223.61	199.74
d) Government Grant	22	0.35	0.35
<b>Total Current Liabilities</b>		<b>2,425.10</b>	<b>2,389.70</b>
<b>Total Equity and Liabilities</b>		<b>19,057.20</b>	<b>16,316.80</b>
<b>Summary of Significant Accounting Policies</b>	<b>2-4</b>		

The accompanying notes form an integral part of the Standalone Financial Statements

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

## STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

(₹ in Mn)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2023	For the year Ended 31 <sup>st</sup> March 2022
<b>I REVENUE</b>			
Revenue from Operations	26	34,302.00	29,066.83
Other Income	27	622.85	290.20
<b>Total Income</b>		<b>34,924.85</b>	<b>29,357.03</b>
<b>II EXPENSES</b>			
Cost of Rendering of Services	28	27,122.11	22,552.08
Employee Benefits Expense	29	1,896.32	1,637.65
Finance Costs	30	82.32	108.97
Depreciation and Amortization Expense	31	1,167.60	1,075.88
Other Expenses	32	1,217.90	951.56
<b>Total Expenses</b>		<b>31,486.25</b>	<b>26,326.14</b>
<b>III PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I-II)</b>		<b>3,438.60</b>	<b>3,030.89</b>
<b>IV Exceptional Items</b>	33	10.00	-
<b>V PROFIT BEFORE TAX (III-IV)</b>		<b>3,428.60</b>	<b>3,030.89</b>
<b>VI Tax Expenses :</b>	34		
Current Tax		373.51	366.80
Deferred Tax		20.02	(10.21)
<b>VII PROFIT FOR THE YEAR (V-VI)</b>		<b>3,035.07</b>	<b>2,674.30</b>
<b>VIII OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be Reclassified to Profit or Loss:</b>			
Gain/(Loss) on sale of Investment classified at FVTOCI		-	-
Remeasurements of Post-Employment Benefit obligations		(53.94)	(23.68)
Income tax relating items that will not be reclassified to Profit or Loss Statement			
Deferred Tax		(13.57)	(5.96)
<b>Other Comprehensive Income for the Year, Net of Tax</b>		<b>(40.37)</b>	<b>(17.72)</b>
<b>IX TOTAL COMPREHENSIVE INCOME FOR THE YEAR (VII+VIII)</b>		<b>2,994.70</b>	<b>2,656.58</b>
<b>Earning Per Equity Share of ₹ 2 Each</b>	35		
Basic		39.18	34.63
Diluted		39.05	34.48
<b>Summary of Significant Accounting Policies</b>	<b>2-4</b>		

**The accompanying notes form an integral part of the Standalone Financial Statements**

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# STANDALONE STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

Particulars	(₹ in Mn)	
	Year Ended 31 <sup>st</sup> March 2023	Year Ended 31 <sup>st</sup> March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit Before Tax after Exceptional Items</b>	<b>3,428.60</b>	<b>3,030.89</b>
<b>Adjustments for :</b>		
Depreciation	1,167.60	1,075.88
Unclaimed Balances and Excess Provisions Written Back	(31.99)	(19.45)
Loss (Profit) on Sale of Property, Plant & Equipment	11.96	10.70
Gain on Lease Modification Ind AS 116	(2.22)	(3.99)
Loss (Profit) on Sale of Investment	-	(0.92)
Share Based Payments to Employees	47.09	39.15
Provision for Diminution of Investment	10.00	-
Bad Debts and Irrecoverable Balances Written Off	59.98	40.98
Exchange Loss (Gain)	3.15	4.15
Finance Costs	82.32	108.97
Interest Income	(110.87)	(25.94)
Dividend Income	(319.66)	(103.49)
Government Grant / Scrip Issued	(0.35)	(1.89)
<b>Operating Profit Before Working Capital Changes</b>	<b>4,345.61</b>	<b>4,155.04</b>
<b>Adjustments For :</b>		
Decrease (Increase) In Inventories	35.30	(14.48)
Decrease (Increase) In Trade Receivables, Current	(633.62)	(12.43)
Decrease (Increase) In Other Financial Assets	(165.83)	(78.27)
Decrease (Increase) In Other Bank Balances	(65.83)	(11.10)
Decrease (Increase) In Other Assets	23.47	(22.15)
Increase (Decrease) In Trade and Other Payables	(149.36)	(65.54)
Increase (Decrease) In Other Financial Liabilities	139.96	50.66
Increase (Decrease) In Provisions	34.23	(5.11)
Increase (Decrease) In Other Current Liabilities	27.13	(3.39)
<b>Cash Flow From Operating Activities</b>	<b>3,591.06</b>	<b>3,993.23</b>
(Direct Taxes Paid)/Refund Received (Net)	(176.59)	(437.01)
<b>Net Cash From Operating Activities</b>	<b>3,414.47</b>	<b>3,556.22</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant & Equipment (Including Capital Advances)	(1,475.66)	(730.72)
Loans	(99.67)	(37.54)
Proceeds on Sale of Property, Plant & Equipment	25.17	52.89
Sale of Investments	-	8.44
Investment in Commercial Paper	(734.58)	(147.25)
Interest Received	111.09	23.68
Dividend Received	319.66	103.49
<b>Net Cash From Investing Activities</b>	<b>(1,853.99)</b>	<b>(727.01)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Issue of Share Capital (ESOS)	35.37	33.52
Short Term Borrowings (Net)	-	(1,018.04)
Proceeds from Term Borrowings	363.28	21.51
Repayment of Term Borrowings	(232.67)	(98.14)
Finance Cost Paid	(50.55)	(84.75)
Payment of Dividend	(542.65)	(409.62)
Repayment of Lease Liability	(86.89)	(111.86)
<b>Net Cash From Financing Activities</b>	<b>(514.11)</b>	<b>(2,567.38)</b>
Net Increase(Decrease) In Cash & Cash Equivalent(A+B+C)	1,046.37	261.83
Opening Cash & Cash Equivalent	515.04	253.21
<b>Closing Cash &amp; Cash Equivalent</b>	<b>1,561.41</b>	<b>515.04</b>
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
Cash in Hand	3.94	8.70
Balances with Banks		
Current Accounts	240.90	150.91
EEFC Accounts	-	22.28
Deposit Accounts	1,316.57	333.15
<b>Total</b>	<b>1,561.41</b>	<b>515.04</b>

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard - 7 (Ind AS 7) Statement of Cash Flows.

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

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**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

## A. EQUITY SHARE CAPITAL

Particulars	No. of Shares	₹ in Mn
Balance as at 1 <sup>st</sup> April 2021	77,099,750	154.20
Changes in Equity Share Capital During FY 2021-22	228,175	0.46
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>77,327,925</b>	<b>154.66</b>
Changes in Equity Share Capital During FY 2022-23	235,525	0.47
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>77,563,450</b>	<b>155.13</b>

## B. OTHER EQUITY

(₹ in Mn)

Particulars	Other Equity										Total	
	Reserves and Surplus									Other Comprehensive Income		
	Retained Earnings	Securities Premium	General Reserve	Share Options Outstanding	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilized)	Capital Reserve	Capital Redemption Reserve	FVTOCI Equity Instruments	Others		
<b>Balance as at 1<sup>st</sup> April 2021</b>	<b>1,796.07</b>	<b>206.74</b>	<b>7,313.95</b>	<b>65.86</b>	<b>120.00</b>	<b>752.45</b>	<b>431.00</b>	<b>19.40</b>	-	<b>(56.05)</b>	<b>10,649.42</b>	
Profit For the Year	2,674.30	-	-	-	-	-	-	-	-	-	2,674.30	
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	-	-	-	(17.72)	(17.72)	
Issue of Shares/Grant of Shares Options	-	33.05	-	48.64	-	-	-	-	-	-	81.69	
Transfer to Securities Premium	-	33.93	-	(33.93)	-	-	-	-	-	-	-	
Transfer In/(Out) with OCI	-	-	-	-	-	-	-	-	-	-	-	
Cancellation of Equity Stock Options	-	-	-	(2.08)	-	-	-	-	-	-	(2.08)	
Transfer In/(Out) General Reserve	(700.00)	-	700.00	-	-	-	-	-	-	-	-	
Transfer In/(Out) Tonnage Tax Reserve	(360.00)	-	-	-	360.00	-	-	-	-	-	-	
Transfer In/(Out) Tonnage Tax Reserve (Utilized)	-	-	-	-	(120.00)	120.00	-	-	-	-	-	
<b>Transactions With Owners in Their Capacity as Owners :</b>												
Dividends	(409.61)	-	-	-	-	-	-	-	-	-	(409.61)	
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>3,000.76</b>	<b>273.72</b>	<b>8,013.95</b>	<b>78.49</b>	<b>360.00</b>	<b>872.45</b>	<b>431.00</b>	<b>19.40</b>	-	<b>(73.77)</b>	<b>12,976.00</b>	
Profit For the Year	3,035.07	-	-	-	-	-	-	-	-	-	3,035.07	
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	-	-	-	(40.37)	(40.37)	
Issue of Shares/Grant of Shares Options	-	34.90	-	59.23	-	-	-	-	-	-	94.13	
Transfer to Securities Premium	-	37.61	-	(37.61)	-	-	-	-	-	-	-	
Transfer In/(Out) with OCI	-	-	-	-	-	-	-	-	-	-	-	
Cancellation of Equity Stock Options	-	-	-	0.27	-	-	-	-	-	-	0.27	
Transfer In/(Out) General Reserve	(1,700.00)	-	1,700.00	-	-	-	-	-	-	-	-	
Transfer In/(Out) Tonnage Tax Reserve	(330.00)	-	-	-	330.00	-	-	-	-	-	-	
Transfer In/(Out) Tonnage Tax Reserve (Utilized)	-	-	-	-	(360.00)	360.00	-	-	-	-	-	
<b>Transactions With Owners in Their Capacity as Owners :</b>												
Dividends	(542.65)	-	-	-	-	-	-	-	-	-	(542.65)	
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>3,463.18</b>	<b>346.23</b>	<b>9,713.95</b>	<b>100.38</b>	<b>330.00</b>	<b>1,232.45</b>	<b>431.00</b>	<b>19.40</b>	-	<b>(114.14)</b>	<b>15,522.45</b>	

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# NOTES TO STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

## 1. CORPORATE INFORMATION

Transport Corporation of India Ltd. ("TCIL" or "the Company") is a public Company domiciled in India and incorporated under the provision of the Companies Act, 1956. The Company is India's leading end to end integrated supply chain and logistics solutions provider (LSP) and a pioneer in the sphere of cargo transportation in India. Leveraging on its extensive infrastructure, strong foundation and skilled manpower, TCIL offers seamless multimodal transportation solutions. An ISO9001:2008 certified Company, TCIL is listed with premier stock exchange, namely, NSE and BSE.

## 2. BASIS OF PREPARATION

These notes provide the list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### a) Compliance with Ind AS

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ("Ind AS") as notified under section 133 of the Companies Act, 2013 read with prescribed rules therein. The Company has uniformly applied the accounting policies during the periods presented.

The standalone financial statements for the year ended 31<sup>st</sup> March 2023 were authorized and approved by the Board of Directors on 18<sup>th</sup> May 2023.

### b) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that are measured at fair value or amortized cost;
- Assets held for sale – measured at lower of carrying amount and fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and
- Share-based payments – measured at fair value of options at the grant date.

### c) Current / Non – Current Classification

Any asset or liability is satisfied as current if it satisfies any of the following conditions:

- Asset / Liability is expected to be realized / settled in the Company's normal operating cycle
- Asset is intended for sale or consumption
- Asset / Liability is held primarily for the purpose of trading

- Asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date
- In case of a Liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date

For the purpose of this classification, the Company has ascertained its normal operating cycle as twelve months, which is based on the nature of business and time between acquisition of assets and their realization in cash and cash equivalents. .

## 3. USE OF SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Company's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgements are described below:

### 3.1. USE OF ESTIMATION AND ASSUMPTION

In the process of applying the Company's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognized in the financial statements. The estimates and assumptions used in accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements, reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

#### a) Property, Plant and Equipment & Intangible Assets

Key estimates related to long-lived assets (property, plant and equipment and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The useful lives as mentioned in Note No. 4.1 and Note No. 4.2 is applied as per Schedule II of Companies Act, 2013 and estimated based upon our historical experience, technical estimation and industry information. These estimates include an assumption regarding

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

### **b) Employee Benefits - Measurement of Defined Benefit Obligation (DBO)**

Management assesses post-employment and other employee benefit obligations using the projected unit credit method based on actuarial assumptions which represent management's best estimates of the variables (such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases) that will determine the ultimate cost of providing post-employment and other employee benefits. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

### **c) Income Taxes**

The Company recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

## **3.2. CRITICAL JUDGEMENTS MADE IN APPLYING ACCOUNTING POLICIES**

### **a) Revenue**

The Company recognizes revenue from contracts with customers based on a five-step model as per Ind AS 115 (Refer Note No. 4.19) which involves judgements such as identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. The management exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. It considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Revenue from freight services is recognized over time using percentage-of-completion method. The management uses judgement to estimate the services provided as on reporting date as a proportion of total services provided which is used to determine the degree of the completion of the performance obligation.

### **b) Recognition of Deferred Tax Assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

### **c) Evaluation of Indicators for Impairment of Assets**

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

### **d) Expected Credit Losses**

Expected credit losses of the Company are based on an evaluation of the collectability of receivables. A considerable amount of judgement is required in assessing the ultimate realization of these receivables, including their current credit worthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Company contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

### **e) Useful Life of Depreciable/Amortizable Assets**

Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

### **f) Fair Value Measurements**

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

### **g) Provisions**

At each reporting date basis the management judgement, changes in facts and legal aspects, the Company assess the requirement of the provisions. However, the actual future outcome may be different from this judgement.



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

**h) Leases**

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain or not to exercise the option to renew or terminate the lease. That considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

**3.3. RECENT PRONOUNCEMENTS**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31<sup>st</sup> March 2023, MCA notifies the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1<sup>st</sup> April 2023 as below:

**Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 12 – Income Tax**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement

uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 107 – Financial Instruments: Disclosures and Ind AS 34 – Interim Financial Reporting:**

These amendments are consequent to the amendments in Ind AS 1 related to change from 'significant accounting policies' to 'material accounting policy information'. The Company does not expect this amendment to have any significant impact on its financial statements

The Company has not early adopted any amendments that have been notified but are not yet effective.

**4. SIGNIFICANT ACCOUNTING POLICIES**

**4.1 PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION**

**Initial Recognition**

All items of property, plant and equipment are initially measured at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Cost includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Company and that its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

Costs of day to day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

**Subsequent measurement**

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

### Depreciation

Depreciation is provided on Straight Line Method, as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives are as under:

Type of Assets	Useful Life
Building	60 years
Leasehold Improvements	Lease Term
Ships	As per technical assessment
Motor Trucks	6 years
Vehicles	8-10 years
Plant and Machinery	15 years
Wind Power Plant	22 years
Computers	3 years
Containers	15 years
Furniture and Fixtures	10 years
Office Equipments	5 years
Electrical Equipments	10 years
Railway Wagons	15 years

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

### De-recognition

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

### Capital Work in Progress and Capital Advances

Cost of asset not ready for intended use and assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Asset in accordance with Schedule III to the Companies Act, 2013.

## 4.2 INTANGIBLE ASSETS & AMORTIZATION

### Initial Recognition

Intangible assets acquired separately are initially measured at cost. Intangible assets are recognized if, it is probable that the future economic benefits that are

attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.

Cost of separately acquired intangible asset includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to preparing the asset for its intended use.

Intangible assets acquired in a business combination are recognized at fair value at the acquisition date. Subsequently, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

### Subsequent measurement and amortization

Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditure related to an item of intangible assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and amortization method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by major class of finite-life intangible assets are as follows:

Intangible Assets	Method of Amortization	Estimated Useful life
Computer Software	on straight-line basis	Over a period of 3 to 10 years
Railway Operating License	on straight-line basis	20 years based on validity of license

The amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Indefinite-life intangible assets comprises of those assets for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of the Company and the level of marketing support.

For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively based on revised estimates.

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

**De-recognition**

An item of Intangible Assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

**4.3 INVENTORIES**

Inventories are valued at lower of cost and net realizable value. Cost of inventory includes cost of purchase and other costs incurred in bringing them to their present location and condition. Net Realizable Value in respect of consumables is the estimated current procurement price in the ordinary course of the business.

**4.4 IMPAIRMENT OF NON – FINANCIAL ASSETS**

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Company makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income ("OCI"). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

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

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a

change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

**4.5 FINANCIAL ASSETS**

Financial assets comprise of investments in equity and debt securities, mutual funds, loans, trade receivables, cash and cash equivalents and other financial assets.

**Initial recognition**

All financial assets except investments in subsidiaries, associates and jointly controlled entities are recognized initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the assets.

**Subsequent Measurement**

**a) Financial assets measured at amortized cost:**

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the Statement of Profit and Loss.

The Company while applying above criteria has classified the following at amortized cost:

- a. Loans
- b. Trade Receivable
- c. Cash and Cash Equivalents
- d. Other Financial Assets

**b) Financial assets at fair value through other comprehensive income (FVTOCI):**

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in other comprehensive income. Equity instruments held for trading are classified at fair value through profit or loss (FVTPL). For other equity instruments the Company classifies the same either at FVTOCI or FVTPL on instrument to instrument basis. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognized in other comprehensive income (OCI).

### c) **Financial assets at fair value through profit or loss (FVTPL)**

Financial asset are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the statement of profit and loss.

- d) Investment in subsidiaries, joint ventures & associates are carried at cost in the standalone financial statements. However, a provision for diminution in value is made to recognize a decline other than temporary in value of the investments.

### **Impairment**

Financial assets are tested for impairment based on the expected credit losses in accordance with Ind AS 109 on the following financial assets:

#### a) **Trade Receivables**

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix on its portfolio of trade receivables, which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

#### b) **Other financial assets**

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

### **De-recognition**

A financial asset is derecognized only when:

- The Company has transferred the rights to receive cash flows from the financial asset, or
- The contractual right to receive cash flows from financial asset is expired, or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the Company has not retained control of the financial asset.

## **4.6 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprises cash at bank (including deposits with banks with original maturity of three months or less) and cash in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss account.

## **4.7 NON-CURRENT ASSETS HELD FOR SALE**

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all the following criteria are met:

- (i) decision has been made to sell,
- (ii) the assets are available for immediate sale in its present condition,
- (iii) the assets are being actively marketed and
- (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are no longer depreciated or amortized.

## **4.8 SHARE CAPITAL**

Equity Shares are classified as equity.

## **4.9 FINANCIAL LIABILITIES**

### **Initial Recognition**

Financial liabilities are recognized when, and only when, the Company becomes a party to the

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

### **Subsequent Measurement - at amortized cost**

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de-recognized, and through the amortization process.

### **De-recognition**

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

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

## **4.10 BORROWING COSTS**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. Capitalization of borrowing cost is suspended in the period during which the active development is delayed due to other than temporary interruption. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

## **4.11 EMPLOYEE BENEFITS**

Employee benefits are charged to the Statement of Profit and Loss for the year.

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognized, when the contributions to the respective funds are due. There are no other obligation other than the contribution payable to the respective funds.

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and they are included in the statement of changes in equity.

Compensated absences are provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit or loss.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

## **4.12 SHARE BASED PAYMENTS - EMPLOYEE STOCK OPTION SCHEME**

The Company has formulated an Employees Stock Option Scheme which provides that subject to continued employment with the Company or the Group, employees of the Company and its Subsidiary are granted an option to acquire equity shares of the Company that may be exercised within a specified period. The fair value of options granted under Employee Stock Option Plan is recognized as a deferred employee's stock option compensation with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

## **4.13 INCOME TAXES**

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income. Current income tax relating to items recognized outside profit

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred Tax relating to items recognized outside profit or loss is recognized outside profit and loss (either in other comprehensive income or in equity).

### 4.14 LEASES

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### Company as a lessee

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

- (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

The Company's lease assets consists of the following:

Asset Description	Useful life
Leasehold Land	As per Lease period
Leasehold Building	Lower of Lease period or useful life

At date of commencement of leases, the Company recognizes a right of use asset (ROU) and a corresponding lease liability for all the lease arrangements, except for those with a term of twelve month or less (short term leases) and leases of low value assets. For these leases, the Company recognizes lease payments as an operating expense on straight line basis over the lease term.

#### Initial Measurement

ROU assets are initially measured at cost that comprises of the initial amount of lease liability adjusted for any lease payments made at or prior to the date of commencement, initial direct costs and lease incentives (if any).

Lease Liability is initially measured at the present value of future lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease or, if not readily determinable, incremental borrowing rate.

#### Subsequent Measurement

ROU assets are subsequently measured at cost less accumulated depreciation and impairment loss, if any. ROU is depreciated from the date of commencement on a straight line basis over the shorter of lease term or useful life of the underlying asset.

Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made.

The carrying amount of lease liability is remeasured to reflect any reassessment or lease modification such as change in lease term.

ROU asset and lease liability are separately presented in the balance sheet and lease payments have been classified as financing cash flows.

#### Company as a lessor

Leases for which the Company is a lessor is classified as finance or operating lease. Leases in which the

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognized in statement of profit and loss on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### 4.15 PROVISIONS

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Provisions are reviewed and adjusted, when required, to reflect the current best estimate at the end of each reporting period.

The Company recognizes decommissioning provisions in the period in which a legal or constructive obligation is incurred. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

### 4.16 CONTINGENT LIABILITIES

Contingent liability is disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company where the probability of outflow of resources is not remote.

### 4.17 CONTINGENT ASSETS

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

### 4.18 FAIR VALUE MEASUREMENTS

Company follows the hierarchy mentioned underneath for determining fair values of its financial instruments:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the

asset or liability, either directly (prices) or indirectly (derived from prices); and

- Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value for these instruments is determined using Level 1 inputs.

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is fair valued using level 2 inputs.

If one or more of the significant inputs is not based on observable market data, the instrument is fair valued using Level 3 inputs. Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting dates, with the resulting value discounted back to present value
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

### 4.19 REVENUE RECOGNITION

The Company derives revenues primarily from business of freight, logistic services (comprising of supply chain management warehousing and allied services) and sale of power.

The Company recognizes revenue from contracts with customers based on a five-step model, such as to, identifying the contracts with a customer, identifying the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation at a point in time or over time. The Company satisfies a performance obligation and

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

recognizes revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

- Freight Services - Freight income and associated expenses are recognized over time using the percentage of completion method (POCM). The stage of completion is assessed with reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Generally, the contracts are fixed price, thus the associated cost can be reliably measured.
- Logistics Services - Under Logistics Services, the principal service is related to the customer contracts for warehousing activities. Based on the customer contracts logistic income is recognized at the point in time when the services are rendered, the amount of revenue can be reliably measured and, in all probability, the economic benefit from the transaction will flow to the Company.
- Sale of Power - Income from the sale of power is recognized at the point in time and measured based on the rates in accordance with the provision of the Power Purchase Agreement (PPAs) entered into by the Company and procurer(s) of power.

### 4.20 OTHER INCOME

#### Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument

or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

#### Dividend income

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

#### Sale of Renewable Energy Certificates and Carbon Credits

Income from sale of renewable energy certificate and carbon credit is recognized at the time when right to receive payment is established, which is generally when the certificates and credits are transferred.

### 4.21 FOREIGN CURRENCY TRANSACTIONS

#### Functional and presentation Currency

The Financial statements are presented in Indian Rupee (₹) which is also the functional and presentation currency of the Company.

#### Transaction and Balances

Transactions in foreign currencies are translated to the functional currency of the Company, at exchange rates in effect at the transaction date. At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the financial statement. The translation for other non-monetary assets and liabilities are not updated from historical exchange rates unless they are carried at fair value.

### 4.22 GOVERNMENT GRANTS

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

**4.23 EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account, the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**4.24 SEGMENT REPORTING**

Operating segments are identified and reported in a manner consistent with the internal financial reporting provided to the chief operating decision makers, responsible for allocating resources and assessing performance of the operating segments.

**4.25 EVENTS AFTER REPORTING DATE:**

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Financial Statements. Non Adjusting events after the Balance Sheet date which are material size or nature are disclosed separately in the Financial Statements.

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**5. PROPERTY, PLANT AND EQUIPMENT CONSISTS OF THE FOLLOWING:**

(₹ in Mn)

Particulars	Owned Assets:													Assets under Operating Lease:	Total
	Freehold Land	Buildings	Leasehold Improvement	Ships	Ship Dry Dock	Motor Trucks	Vehicles	Plant and Equipment	Computers	Containers	Furniture & Fixtures	Office Equipments	Railway Wagons	Plant & Equipments - Wind Machines	
<b>Cost as at 1<sup>st</sup> April 2022</b>	<b>954.29</b>	<b>1,583.23</b>	<b>100.00</b>	<b>2,141.28</b>	<b>1,037.70</b>	<b>1,967.07</b>	<b>141.63</b>	<b>932.24</b>	<b>122.15</b>	<b>1,632.26</b>	<b>324.96</b>	<b>122.48</b>	<b>402.99</b>	<b>258.15</b>	<b>11,720.43</b>
Additions	0.18	4.96	23.50	-	304.20	342.82	42.93	125.73	33.81	163.46	9.10	5.78	-	-	1,056.47
Disposals	-	0.44	-	-	456.14	231.67	27.40	0.48	5.45	3.67	-	0.61	-	-	725.86
<b>Cost as at 31<sup>st</sup> March 2023</b>	<b>954.47</b>	<b>1,587.75</b>	<b>123.50</b>	<b>2,141.28</b>	<b>885.76</b>	<b>2,078.22</b>	<b>157.16</b>	<b>1,057.49</b>	<b>150.51</b>	<b>1,792.05</b>	<b>334.06</b>	<b>127.65</b>	<b>402.99</b>	<b>258.15</b>	<b>12,051.04</b>
Accumulated depreciation & Impairment as at 1 <sup>st</sup> April 2022	-	169.94	31.52	928.01	671.77	1,509.91	41.33	366.52	97.67	390.68	184.25	94.72	25.20	224.83	4,736.35
Depreciation	-	26.53	11.35	327.03	283.24	179.23	17.14	64.22	11.07	108.91	26.37	8.33	25.52	2.72	1,091.66
Disposals	-	0.09	-	-	456.14	210.27	14.29	0.38	4.66	2.94	-	0.04	-	-	688.81
<b>Accumulated depreciation &amp; Impairment as at 31<sup>st</sup> March 2023</b>	<b>-</b>	<b>196.38</b>	<b>42.87</b>	<b>1,255.04</b>	<b>498.87</b>	<b>1,478.87</b>	<b>44.18</b>	<b>430.36</b>	<b>104.08</b>	<b>496.65</b>	<b>210.62</b>	<b>103.01</b>	<b>50.72</b>	<b>227.55</b>	<b>5,139.20</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2023</b>	<b>954.47</b>	<b>1,391.37</b>	<b>80.63</b>	<b>886.24</b>	<b>386.89</b>	<b>599.35</b>	<b>112.98</b>	<b>627.13</b>	<b>46.43</b>	<b>1,295.40</b>	<b>123.44</b>	<b>24.64</b>	<b>352.27</b>	<b>30.60</b>	<b>6,911.84</b>
Capital Work in progress (CWIP)															259.78
<b>Total</b>															<b>7,171.62</b>

CWIP Ageing Schedule	Amount on CWIP for the period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	185.73	41.72	19.95	12.38	259.78

(₹ in Mn)

Particulars	Owned Assets:													Assets under Operating Lease:	Total
	Freehold Land	Buildings	Leasehold Improvement	Ships	Ship Dry Dock	Motor Trucks	Vehicles	Plant and Equipment	Computers	Containers	Furniture & Fixtures	Office Equipments	Railway Wagons	Plant & Equipments - Wind Machines	
<b>Cost as at 1<sup>st</sup> April 2021</b>	<b>861.36</b>	<b>1,540.52</b>	<b>76.58</b>	<b>2,141.28</b>	<b>759.65</b>	<b>2,083.68</b>	<b>134.03</b>	<b>880.06</b>	<b>103.55</b>	<b>1,513.39</b>	<b>317.10</b>	<b>110.70</b>	<b>253.00</b>	<b>258.15</b>	<b>11,033.05</b>
Additions	92.93	42.71	23.42	-	278.05	13.20	50.05	52.18	18.60	130.97	7.86	11.78	149.99	-	871.74
Disposals	-	-	-	-	-	129.81	42.45	-	-	12.10	-	-	-	-	184.36
<b>Cost as at 31<sup>st</sup> March 2022</b>	<b>954.29</b>	<b>1,583.23</b>	<b>100.00</b>	<b>2,141.28</b>	<b>1,037.70</b>	<b>1,967.07</b>	<b>141.63</b>	<b>932.24</b>	<b>122.15</b>	<b>1,632.26</b>	<b>324.96</b>	<b>122.48</b>	<b>402.99</b>	<b>258.15</b>	<b>11,720.43</b>
Accumulated depreciation & Impairment as at 1 <sup>st</sup> April 2021	-	143.70	22.37	600.98	511.87	1,422.94	50.73	304.99	86.90	298.44	156.73	85.12	9.18	222.11	3,916.06
Depreciation	-	26.24	9.15	327.03	159.90	209.32	16.68	61.53	10.77	102.35	27.52	9.60	16.02	2.72	978.83
Disposals	-	-	-	-	-	122.35	26.08	-	-	10.11	-	-	-	-	158.54
<b>Accumulated depreciation &amp; Impairment as at 31<sup>st</sup> March 2022</b>	<b>-</b>	<b>169.94</b>	<b>31.52</b>	<b>928.01</b>	<b>671.77</b>	<b>1,509.91</b>	<b>41.33</b>	<b>366.52</b>	<b>97.67</b>	<b>390.68</b>	<b>184.25</b>	<b>94.72</b>	<b>25.20</b>	<b>224.83</b>	<b>4,736.35</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2022</b>	<b>954.29</b>	<b>1,413.29</b>	<b>68.48</b>	<b>1,213.27</b>	<b>365.93</b>	<b>457.16</b>	<b>100.30</b>	<b>565.72</b>	<b>24.48</b>	<b>1,241.58</b>	<b>140.71</b>	<b>27.76</b>	<b>377.79</b>	<b>33.32</b>	<b>6,984.08</b>
Capital Work in progress (CWIP)															73.02
<b>Total</b>															<b>7,057.10</b>

CWIP Ageing Schedule	Amount on CWIP for the period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	42.01	20.03	4.93	6.04	73.02

(i) Refer Note No. 18 & 47 for information on property, plant and equipment pledged as security by the Company.

(ii) The borrowing costs capitalized during the year ended 31<sup>st</sup> March 2023 was ₹ Nil (31<sup>st</sup> March 2022: ₹ 5.49 Mn).

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**6. RIGHT OF USE ASSETS**

(₹ in Mn)

Particulars	Leasehold Building	Leasehold Land	Total
Cost as at 1 <sup>st</sup> April 2022	426.64	457.73	884.37
Additions	45.94	0.20	46.14
Disposals	110.08	-	110.08
<b>Cost as at 31<sup>st</sup> March 2023</b>	<b>362.50</b>	<b>457.93</b>	<b>820.43</b>
Accumulated depreciation as at 1 <sup>st</sup> April 2022	99.45	12.16	111.61
Depreciation	68.49	5.36	73.85
Disposals	72.36	-	72.36
<b>Accumulated depreciation as at 31<sup>st</sup> March 2023</b>	<b>95.58</b>	<b>17.52</b>	<b>113.10</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2023</b>	<b>266.92</b>	<b>440.41</b>	<b>707.33</b>

Particulars	Leasehold Building	Leasehold Land	Total
Cost as at 1 <sup>st</sup> April 2021	230.79	446.06	676.85
Additions	237.23	11.67	248.90
Disposals	41.38	-	41.38
<b>Cost as at 31<sup>st</sup> March 2022</b>	<b>426.64</b>	<b>457.73</b>	<b>884.37</b>
Accumulated depreciation as at 1 <sup>st</sup> April 2021	32.38	6.76	39.14
Depreciation	89.57	5.40	94.97
Disposals	22.50	-	22.50
<b>Accumulated depreciation as at 31<sup>st</sup> March 2022</b>	<b>99.45</b>	<b>12.16</b>	<b>111.61</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2022</b>	<b>327.19</b>	<b>445.57</b>	<b>772.76</b>

**7. OTHER INTANGIBLE ASSETS**

(₹ in Mn)

Particulars	Softwares	Railway Operating Licence	Total
Cost as at 1 <sup>st</sup> April 2022	12.42	30.00	42.42
Additions	0.28	-	0.28
Disposals	-	-	-
<b>Cost as at 31<sup>st</sup> March 2023</b>	<b>12.70</b>	<b>30.00</b>	<b>42.70</b>
Accumulated amortization as at 1 <sup>st</sup> April 2022	9.76	2.42	12.18
Amortization	0.59	1.50	2.09
Disposals	-	-	-
<b>Accumulated amortization as at 31<sup>st</sup> March 2023</b>	<b>10.35</b>	<b>3.92</b>	<b>14.27</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2023</b>	<b>2.35</b>	<b>26.08</b>	<b>28.43</b>

Particulars	Softwares	Railway Operating Licence	Total
Cost as at 1 <sup>st</sup> April 2021	11.18	30.00	41.18
Additions	1.24	-	1.24
Disposals	-	-	-
<b>Cost as at 31<sup>st</sup> March 2022</b>	<b>12.42</b>	<b>30.00</b>	<b>42.42</b>
Accumulated amortization as at 1 <sup>st</sup> April 2021	9.18	0.92	10.10
Amortization	0.58	1.50	2.08
Disposals	-	-	-
<b>Accumulated amortization as at 31<sup>st</sup> March 2022</b>	<b>9.76</b>	<b>2.42</b>	<b>12.18</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2022</b>	<b>2.66</b>	<b>27.58</b>	<b>30.24</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**8. INVESTMENTS**

(₹ in Mn)

Particulars	Number of Shares/Units		Amount	
	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>NON CURRENT INVESTMENT</b>				
<b>IN EQUITY INSTRUMENTS</b>				
<b>IN OTHER COMPANIES (UNQUOTED) (AT FVTOCI)</b>				
Fully Paid up Shares of ₹ 10/- Each of TCI Distribution Centers Ltd.	143,700	143,700	1.44	1.44
<b>Sub total (a)</b>	<b>143,700</b>	<b>143,700</b>	<b>1.44</b>	<b>1.44</b>
<b>IN JOINTLY CONTROLLED ENTITY (UNQUOTED) (AT COST)</b>				
Fully Paid up Shares of ₹ 10/- Each of Transystem Logistics International Pvt. Ltd.	3,920,000	3,920,000	39.20	39.20
<b>Sub total (b)</b>	<b>3,920,000</b>	<b>3,920,000</b>	<b>39.20</b>	<b>39.20</b>
<b>IN SUBSIDIARIES (UNQUOTED) (AT COST)</b>				
Fully Paid up Shares of BDT 10/- Each of TCI Bangladesh Ltd.	389,500	389,500	3.41	3.41
Fully Paid up Shares of ₹ 100/- Each of TCI Cold Chain Solutions Ltd. (Formerly known SCS Logfocus Pvt. Ltd.)	100,990	100,990	635.70	635.70
Fully Paid up Shares of NPR 100/- Each of TCI Nepal Pvt. Ltd.	50,000	50,000	3.12	3.12
Fully Paid up Shares of ₹ 10/- Each of TCI Venture Ltd.	8,655,092	8,655,092	86.55	86.55
Fully Paid up Shares of ₹ 10/- Each of TCI-CONCOR Multimodal Solutions Pvt. Ltd.	3,570,000	3,570,000	35.70	35.70
Fully Paid up Shares of TCI Holding SA & E Pte Ltd	465,577	465,577	-	-
Fully Paid up Shares of TCI Holdings Asia Pacific Pte Ltd.	6,725,663	6,725,663	94.18	94.18
Less: Impairment Loss for Investment in TCI Holdings Asia Pacific Pte Ltd (Note No. 33)			(59.00)	(49.00)
<b>Sub total (c)</b>	<b>19,956,822</b>	<b>19,956,822</b>	<b>799.66</b>	<b>809.66</b>
<b>Total Non Current Investment (a+b+c)</b>			<b>840.30</b>	<b>850.30</b>
<b>CURRENT INVESTMENT</b>				
Investment in CP of Adani Enterprise Ltd	-	300	-	147.25
Investment in CP of Angel One Ltd.	200	-	98.00	-
Investment in CP of Piramal Enterprises Ltd	700	-	342.91	-
Investment in CP of ICICI Securities Ltd	500	-	245.41	-
Investment in CP of ECL Finance Ltd	400	-	195.51	-
<b>Total Current Investment</b>	<b>1,800</b>	<b>300</b>	<b>881.83</b>	<b>147.25</b>
<b>Total Non-Current Investments</b>			<b>899.30</b>	<b>899.30</b>
<b>Total Current Investments</b>			<b>881.83</b>	<b>147.25</b>
Aggregate Amount of Quoted Investments and their Market Value			881.83	147.25
Aggregate Amount of Unquoted Investments			899.30	899.30
Aggregate Amount of Impairment in Value of Investments			(59.00)	(49.00)

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

9. LOANS

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
<b>(Unsecured, Considered Good unless Otherwise Stated)</b>				
Loans to Related Party	232.50	-	132.50	-
Loans to Employees	-	11.55	-	11.88
<b>Total</b>	<b>232.50</b>	<b>11.55</b>	<b>132.50</b>	<b>11.88</b>

10. OTHER FINANCIAL ASSETS

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Security Deposits with Landlords & Others	22.45	74.24	36.02	57.67
Security Deposits with Related Parties	-	106.55	0.37	95.75
Security Deposits with Customers	40.16	72.85	14.86	65.50
Income Accrued But not Received	-	24.33	-	24.55
Contract Assets	-	1,102.92	-	992.99
Bank Deposits with Maturity of more than 12 Months	18.30	-	9.06	-
<b>Total</b>	<b>80.91</b>	<b>1,380.89</b>	<b>60.31</b>	<b>1,236.46</b>
Provision for Doubtful Deposits	(6.18)	(8.62)	(6.16)	(9.22)
<b>Total</b>	<b>74.73</b>	<b>1,372.27</b>	<b>54.15</b>	<b>1,227.24</b>

11. OTHER ASSETS

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Deferred Employee Stock Option Compensation	11.45	29.19	10.84	20.44
Capital Advances	387.18	-	177.69	-
Prepaid Expenses	-	22.28	-	22.37
GST Credit Receivable	-	256.87	-	282.85
Operational Advances	12.30	98.08	12.30	78.26
Other Advances	-	0.48	-	0.49
<b>Total</b>	<b>410.93</b>	<b>406.90</b>	<b>200.83</b>	<b>404.41</b>
Provision for Doubtful Advances	(12.30)	(1.91)	(12.30)	-
<b>Total (Net of Provision)</b>	<b>398.63</b>	<b>404.99</b>	<b>188.53</b>	<b>404.41</b>

12. INVENTORIES

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>(Valued at Cost, unless Otherwise Stated)</b>		
Ship Fuels & Consumables	49.30	84.60
<b>Total</b>	<b>49.30</b>	<b>84.60</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**13. TRADE RECEIVABLES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Unsecured</b>		
Considered Good	5,277.97	4,640.39
Significant Increase in Credit Risk	2.30	30.67
Credit Impaired	-	0.03
<b>Total</b>	<b>5,280.27</b>	<b>4,671.09</b>
Provision for Expected Credit Losses in Receivables	(120.37)	(113.67)
<b>Total (Net of Provision)</b>	<b>5,159.90</b>	<b>4,557.42</b>

**Ageing for Trade receivables as at 31st March 2023 is as follows:-**

Particulars	Outstanding for following periods from Due date of Payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	5,069.07	154.65	38.83	15.42	-	<b>5,277.97</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0.07	-	0.01	-	-	<b>0.08</b>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	1.25	0.97	-	<b>2.22</b>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	<b>5,069.14</b>	<b>154.65</b>	<b>40.09</b>	<b>16.39</b>	-	<b>5,280.27</b>
<b>Provision for Expected Credit Losses in Receivables</b>						<b>(120.37)</b>
						<b>5,159.90</b>

**Ageing for Trade receivables as at 31st March 2022 is as follows:-**

Particulars	Outstanding for following periods from Due date of Payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4,470.85	91.78	53.44	24.32	-	<b>4,640.39</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	0.07	1.76	0.93	-	<b>2.76</b>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	0.03	<b>0.03</b>
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	6.11	14.39	7.41	-	<b>27.91</b>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	<b>4,470.85</b>	<b>97.96</b>	<b>69.59</b>	<b>32.66</b>	<b>0.03</b>	<b>4,671.09</b>
<b>Provision for Expected Credit Losses in Receivables</b>						<b>(113.67)</b>
						<b>4,557.42</b>

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

### 14. CASH AND CASH EQUIVALENTS

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Cash in Hand	3.94	8.70
Balances with Banks		
Current Accounts	240.90	150.91
EEFC Accounts	-	22.28
Deposit Accounts	1,316.57	333.15
<b>Sub-Total</b>	<b>1,561.41</b>	<b>515.04</b>
<b>Other Bank Balances</b>		
Earmarked Bank Balances		
Other Bank Deposits	107.61	43.94
Unpaid Dividend Accounts	23.84	21.68
<b>Sub-Total</b>	<b>131.45</b>	<b>65.62</b>
<b>Total</b>	<b>1,692.86</b>	<b>580.66</b>

- (i) The Bank Balances include the Margin Money amounting to ₹ 60.18 Mn (31<sup>st</sup> March 2022 of ₹ 54.51 Mn) against Bank Guarantees.  
(ii) There are no Repatriation Restrictions with respect to Cash and Bank Balances available with the Company.

### 15. CURRENT TAX ASSET (NET)

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Advance Income Tax (Net of Provision)	20.84	217.76
<b>Total</b>	<b>20.84</b>	<b>217.76</b>

### 16. NON CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Property Held for Sale	10.12	-
<b>Total</b>	<b>10.12</b>	<b>-</b>
Liabilities associated with assets held for sale	-	-

A property situated at BGTA Nilgiri Co- Operative Society Ltd, Wadala Anik, Wadala, Mumbai – 400067 amounting to ₹ 10.12 Mn is classified as Non Current Asset held for sale.



NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**17. EQUITY SHARE CAPITAL**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Authorized Capital</b>		
100,000,000 (31 <sup>st</sup> March 2022: 100,000,000) Equity Shares of ₹ 2 Each	200.00	200.00
500,000 (31 <sup>st</sup> March 2022: 500,000) Preference Shares of ₹ 100 Each	50.00	50.00
	<b>250.00</b>	<b>250.00</b>
<b>Issued, Subscribed and Paid-up Capital</b>		
77,563,450 (31 <sup>st</sup> March 2022: 77,327,925) Equity Shares of ₹ 2 Each	155.13	154.66
<b>Total</b>	<b>155.13</b>	<b>154.66</b>

**a) Reconciliation of Equity Shares Outstanding at the Beginning and At the End of the Year.**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	No. of Shares	In ₹	No. of Shares	In ₹
Equity Shares at the Beginning of the Year	77,327,925	154.66	77,099,750	154.20
Add: Allotted under Employee Stock Option Scheme	235,525	0.47	228,175	0.46
<b>Equity Shares At the End of the Year</b>	<b>77,563,450</b>	<b>155.13</b>	<b>77,327,925</b>	<b>154.66</b>

**b) Rights/Preferences/Restrictions Attached to Equity Shares**

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) Details of Shareholders Holding More Than 5% Shares in the Company**

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares of ₹ 2 Each Fully Paid up</b>				
Bhoruka Supply Chain Solutions Holdings Ltd.	34,343,765	44.28%	34,341,588	44.41%
HDFC Trustee Co Ltd	5,986,922	7.72%	5,873,665	7.60%
Dharpal Agarwal- TCI Trading	4,974,995	6.41%	4,974,995	6.43%

**DISCLOSURE OF SHAREHOLDING OF PROMOTERS**

Shares held by promoters at the end of the year	No. of shares	% of total shares	% Change during the year
<b>Equity Shares of ₹ 2 Each Fully Paid up</b>			
Bhoruka Supply Chain Solutions Holdings Ltd.	34,343,765	44.28%	0.01%
Dharpal Agarwal- TCI Trading	4,974,995	6.41%	0.00%
Dharpal Agarwal - HUF	2,039,756	2.63%	0.00%
Vineet Agarwal	3,043,980	3.92%	50.06%
Priyanka Agarwal	2,960,691	3.82%	52.20%
Urmila Agarwal	1,850,591	2.39%	0.00%
Chander Agarwal	1,834,262	2.36%	0.00%
Dharpal Agarwal	828,628	1.07%	0.00%
Chandrima Agarwal	591,057	0.76%	0.00%
Vihaan Agarwal	344,332	0.44%	0.00%
Nav Agarwal	338,168	0.44%	0.00%
TCI Exim (P) Ltd.	313,145	0.40%	0.00%
Vineet And Sons HUF	49,165	0.06%	0.00%
<b>Total</b>	<b>53,512,535</b>	<b>68.99%</b>	<b>3.95%</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**17A. OTHER EQUITY**

(₹ in Mn)

Particulars	Other Equity										Total
	Reserves and Surplus								Other Comprehensive Income		
	Retained Earnings	Securities Premium	General Reserve	Share Options Outstanding	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilized)	Capital Reserve	Capital Redemption Reserve	FVTOCI Equity Instruments	Others	
<b>Balance as at 1<sup>st</sup> April 2021</b>	<b>1,796.07</b>	<b>206.74</b>	<b>7,313.95</b>	<b>65.86</b>	<b>120.00</b>	<b>752.45</b>	<b>431.00</b>	<b>19.40</b>	-	<b>(56.05)</b>	<b>10,649.42</b>
Profit For the Year	2,674.30	-	-	-	-	-	-	-	-	-	2,674.30
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	-	-	-	(17.72)	(17.72)
Issue of Equity Shares/Grant of Equity Stock Options	-	33.05	-	48.64	-	-	-	-	-	-	81.69
Transfer to Securities Premium	-	33.93	-	(33.93)	-	-	-	-	-	-	-
Transfer In/(Out) with OCI	-	-	-	-	-	-	-	-	-	-	-
Cancellation of Equity Stock Options	-	-	-	(2.08)	-	-	-	-	-	-	(2.08)
Transfer In/(Out) General Reserve	(700.00)	-	700.00	-	-	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve	(360.00)	-	-	-	360.00	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve (Utilized)	-	-	-	-	(120.00)	120.00	-	-	-	-	-
<b>Transactions With Owners in Their Capacity as Owners :</b>	-	-	-	-	-	-	-	-	-	-	-
Dividends	(409.61)	-	-	-	-	-	-	-	-	-	(409.61)
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>3,000.76</b>	<b>273.72</b>	<b>8,013.95</b>	<b>78.49</b>	<b>360.00</b>	<b>872.45</b>	<b>431.00</b>	<b>19.40</b>	-	<b>(73.77)</b>	<b>12,976.00</b>
Profit For the Year	3,035.07	-	-	-	-	-	-	-	-	-	3,035.07
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	-	-	-	(40.37)	(40.37)
Issue of Equity Shares/Grant of Equity Stock Options	-	34.90	-	59.23	-	-	-	-	-	-	94.13
Transfer to Securities Premium	-	37.61	-	(37.61)	-	-	-	-	-	-	-
Transfer In/(Out) with OCI	-	-	-	-	-	-	-	-	-	-	-
Cancellation of Equity Stock Options	-	-	-	0.27	-	-	-	-	-	-	0.27
Transfer In/(Out) General Reserve	(1,700.00)	-	1,700.00	-	-	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve	(330.00)	-	-	-	330.00	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve (Utilized)	-	-	-	-	(360.00)	360.00	-	-	-	-	-
<b>Transactions With Owners in Their Capacity as Owners :</b>	-	-	-	-	-	-	-	-	-	-	-
Dividends	(542.65)	-	-	-	-	-	-	-	-	-	(542.65)
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>3,463.18</b>	<b>346.23</b>	<b>9,713.95</b>	<b>100.38</b>	<b>330.00</b>	<b>1,232.45</b>	<b>431.00</b>	<b>19.40</b>	-	<b>(114.14)</b>	<b>15,522.45</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**18. BORROWINGS**

(₹ in Mn)

Particulars	As at	
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Non Current</b>		
<b>Secured</b>		
Term Loans from Banks	552.13	421.52
Current Maturities of Term Loans	(161.26)	(201.81)
<b>Total</b>	<b>390.87</b>	<b>219.71</b>
<b>Current</b>		
<b>Secured</b>		
Current Maturities of Term Loans	161.26	201.81
<b>Total</b>	<b>161.26</b>	<b>201.81</b>

**Repayment Terms and Security Disclosure For the Outstanding Long-Term Borrowings:**

(₹ in Mn)

Particulars of Nature of Security	Terms of Repayment	As at	
		31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Term Loans from Bank:</b>			
Secured by First charge on the mortgage of Rail Rake	Repayable in 32 Quarterly Instalments starting from December 2020. Last Instalment due in December 2028.	67.38	73.13
Trucks and Cars acquired against individual loans	Repayable in monthly Instalments.	484.75	348.39
<b>Total</b>		<b>552.13</b>	<b>421.52</b>

**Note:**

- The Company has incurred interest cost during the year in the range of 6.75% to 8.68% p.a on long term borrowings (31<sup>st</sup> March 2022: range were 6.75% to 9.00% p.a).
- Working capital loans are secured by hypothecation of book debts as primary security along with land properties Situated at "Khasra No. 4-21 Min, 22 Min, 8-1, 2, 3 Min, 5 Min, 8 Min, 9-1 Min, 10-1, 12-2, 13-1, 9-5, 6-1-1, in the revenue estate of Village Jhundsarai Viran, Tehsil Farokh Nagar, Pataudi, Gurugram (Haryana)." as collateral.
- The Company has incurred interest cost on weighted average of Effective interest rate during the year 7.50% on short term borrowings (31<sup>st</sup> March 2022: 4.56%).
- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
- No loans have been guaranteed by the directors and others.
- The Company is generally regular in registering and filling of satisfaction of charges with ROC within the statutory period during the year ended 31<sup>st</sup> March 2023.
- The quarterly returns or statements of current assets filed by the Company with the banks or financial institutions are in agreement with the books of accounts except as follows:

(₹ in Mn)

Quarter ended	Name of Bank	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the Quarterly return/Statement	Amount of Difference	Reason for discrepancies
Jun-22	State bank of India (Consortium Leader)	Inventory and Books Debts	5,141.33	5,141.15	0.18	The Inter Company billing (included in related party transactions) does not form a part of Company's Statement of Debts submitted to the Bank
Sep-22			4,884.17	4,861.65	22.52	
Dec-22			5,453.24	5,458.60	(5.36)	
Mar-23			5,329.57	5,300.09	29.48	

However, the Company has not utilized the Working Capital limits during the year.

**19. LEASE LIABILITIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Lease Liabilities	235.18	58.34	264.72	78.23
<b>Total</b>	<b>235.18</b>	<b>58.34</b>	<b>264.72</b>	<b>78.23</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**20. DEFERRED TAX LIABILITY/(ASSET) (NET)**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Deferred Tax Liability/(Asset)	253.63	247.18
<b>Total</b>	<b>253.63</b>	<b>247.18</b>

**Movement in Deferred Tax Assets and Liabilities During the Year Ended 31st March 2023**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2022	Recognized in Statement of Profit and Loss	As at 31 <sup>st</sup> March 2023
Depreciation	284.99	22.59	307.59
Others Items	(37.82)	(16.14)	(53.96)
<b>Total</b>	<b>247.18</b>	<b>6.45</b>	<b>253.63</b>

**21. PROVISIONS**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Provision For Employee Benefits	56.63	42.66	46.27	40.98
Provision For Expenses	-	180.95	-	158.76
<b>Total</b>	<b>56.63</b>	<b>223.61</b>	<b>46.27</b>	<b>199.74</b>

**22. GOVERNMENT GRANT**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Opening Balance	18.56	0.35	18.91	0.35
Transferred from Non Current to Current	(0.35)	0.35	(0.35)	0.35
Amount Recognized as Income	-	(0.35)	-	(0.35)
<b>Total</b>	<b>18.21</b>	<b>0.35</b>	<b>18.56</b>	<b>0.35</b>

**23. TRADE PAYABLES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Dues of Micro, small and medium enterprises	67.31	38.90
Dues of creditors other than Micro, small and medium enterprises	516.00	693.77
<b>Total</b>	<b>583.31</b>	<b>732.67</b>

**Ageing for Trade payables as at 31st March 2023 is as follows:-**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	66.56	0.59	0.16	-	<b>67.31</b>
(ii) Others	459.87	21.36	12.22	22.55	<b>516.00</b>
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
	<b>526.43</b>	<b>21.95</b>	<b>12.38</b>	<b>22.55</b>	<b>583.31</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Ageing for Trade payables as at 31st March 2022 is as follows:-**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	38.90	-	-	-	<b>38.90</b>
(ii) Others	569.28	73.61	16.98	33.90	<b>693.77</b>
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
	608.18	73.61	16.98	33.90	<b>732.67</b>

**24. OTHER FINANCIAL LIABILITIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Interest Accrued but not due on Borrowings	-	1.69	-	1.39
Unpaid /Unclaimed Dividends*	-	23.84	-	21.68
Payable on Purchase of Fixed Assets	-	96.19	-	33.47
Trade / Security Deposits	-	100.72	-	72.75
Accrued Expenses	-	760.72	-	708.07
Claims Payable	-	26.24	-	31.24
Deferred Finance Cost	-	-	-	0.54
<b>Total</b>	-	<b>1,009.40</b>	-	<b>869.14</b>

Note:

 \*₹ 2.09 Mn (31<sup>st</sup> March 2022: ₹ 1.88 Mn) has been transferred to investor education and protection fund during the year.

**25. OTHER LIABILITIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Due to Gratuity Fund	-	88.46	-	48.52
Statutory Remittances	-	293.51	-	245.42
Employee Benefits Payable	-	6.86	-	13.82
<b>Total</b>	-	<b>388.83</b>	-	<b>307.76</b>

**26. REVENUE FROM OPERATIONS**

(₹ in Mn)

Particulars	For the Year Ended	For the Year Ended
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Freight, Demurrage, Logistics and Other Allied Services	34,266.26	29,031.31
Other Operating Revenue (i)	35.74	35.52
<b>Total</b>	<b>34,302.00</b>	<b>29,066.83</b>

**Changes in Contract Assets are as follows:**

(₹ in Mn)

Particulars	As at	As at
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
At Beginning of the year	992.99	915.75
Invoices raised during the year included above	(992.99)	(915.75)
Revenue recognised during the year from performance obligations partially satisfied	1,102.92	992.99
<b>At the end of the year</b>	<b>1,102.92</b>	<b>992.99</b>

**Changes in Accrued Expenses are as follows:**

(₹ in Mn)

Particulars	As at	As at
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
At Beginning of the year	708.07	684.21
Revenue recognised during the year included above	(708.07)	(684.21)
Increase due to revenue recognised during the year from performance obligations partially satisfied	760.72	708.07
<b>At the end of the year</b>	<b>760.72</b>	<b>708.07</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
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**27. OTHER INCOME**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Income From Investments</b>		
Dividend Income*	319.66	103.49
<b>Sub-total</b>	<b>319.66</b>	<b>103.49</b>
<b>Interest From</b>		
Others	110.87	25.94
<b>Sub-total</b>	<b>110.87</b>	<b>25.94</b>
<b>Other income</b>		
Business Support Services	121.88	105.15
Rent (i)	10.18	10.18
Unclaimed Balances and Excess Provisions Written Back	31.99	19.45
Bad Debts and Irrecoverable Balances Written off Earlier, Realized	14.62	7.91
Profit on Sale of Investment	-	0.92
Profit on Sale of Assets	5.68	4.62
Gain On Lease Modification Ind AS 116	2.22	3.99
Government Grant /Scrips Issued (ii)	0.35	1.89
Sale of Renewal Energy Certificate/Carbon Credit	2.58	1.07
Sale of Scrap	2.82	5.59
<b>Sub-total</b>	<b>192.32</b>	<b>160.77</b>
<b>Total</b>	<b>622.85</b>	<b>290.20</b>

\*The Company did not receive any dividend from equity instruments designated as FVTOCI.

**NOTE:**

(i)	Break-up of Sale of Power		
	Sale of Power	35.74	35.52
	Rental Income due to Embedded Leases (included in Rent)	10.18	10.18
	<b>Gross Sale of Power</b>	<b>45.92</b>	<b>45.70</b>
(ii)	(a)	Government grants are received from the Ministry of Food Processing Industries ('MoFPI'). There are no unfulfilled conditions or other contingencies attached to these grants.	
	(b)	Scrips under the scheme of SEIS from DGFT amounting to ₹ 1.54 Mn was received in FY 2021-22	

**28. COST OF RENDERING OF SERVICES**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
Freight	20,232.07	16,597.84
Voyage Expenses	2,972.07	2,650.68
Vehicles' Trip Expenses	2,041.56	1,686.87
Tyres & Tubes	58.57	50.54
Warehouse Rent	336.74	236.73
Warehouse Expenses	1,049.83	934.46
Other Transportation Expenses (Net of claims)	216.98	220.01
Commission	1.36	1.27
Vehicles' Taxes	44.73	37.71
Vehicles' and Ship Insurance	62.92	63.54
Clearing and Forwarding Expenses	105.28	72.43
<b>Total</b>	<b>27,122.11</b>	<b>22,552.08</b>

**29. EMPLOYEE BENEFITS EXPENSE**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
Salaries, Wages and Bonus	1,604.88	1,398.54
Contribution to Gratuity, Provident Fund and Other Funds	154.32	136.81
Share Based Payments to Employees	47.09	39.15
Staff Welfare & Development Expenses	90.03	63.15
<b>Total</b>	<b>1,896.32</b>	<b>1,637.65</b>

**30. FINANCE COSTS**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
Interest on Borrowings	39.60	70.84
Interest on Lease Liabilities	31.47	25.60
Guarantee, Finance and Bank Charges	11.25	12.53
<b>Total</b>	<b>82.32</b>	<b>108.97</b>

**31. DEPRECIATION AND AMORTIZATION**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Depreciation on</b>		
Property, Plant and Equipment	1,091.66	978.83
Right of Use Assets	73.85	94.97
<b>Amortization on</b>		
Intangible Assets	2.09	2.08
<b>Total</b>	<b>1,167.60</b>	<b>1,075.88</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
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**32. OTHER EXPENSES**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>(A) Administrative Expenses</b>		
Rent (i)	160.76	136.39
Rates and Taxes	13.83	11.89
Insurance	51.31	49.81
Telephone Expenses	7.10	7.43
Printing and Stationery	32.95	29.70
Travelling Expenses	133.46	96.65
Legal Expenses	8.03	8.47
Postage and Courier	10.82	10.43
Electricity Expenses	92.08	79.38
Advertisement Expenses	3.93	1.62
Office Maintenance & Security exp.	67.76	54.07
E mail/Internet/Telex Expenses	10.50	9.28
Consultancy & Internal Audit fees	30.84	19.21
Conference & Seminar exp.	15.74	7.62
Commission & Fees to Directors	9.97	9.56
Remuneration to Auditors		
Audit Fees	2.27	2.05
Tax Audit Fees	0.80	0.62
Bad Debts and Irrecoverable Balances Written Off (ii)	59.98	40.98
Charity & Donations (Including CSR Expenses)	41.66	35.84
Assets Derecognized	4.11	5.54
Loss on Sale of Assets	13.53	9.78
Miscellaneous Expenses	74.47	48.94
<b>Sub-total</b>	<b>845.90</b>	<b>675.26</b>

(i) Includes impact of Ind AS 116- Leases, refer Note No. 4.14 for accounting policy on leases.

(ii) Includes provision of ₹ 8.23 Mns (31<sup>st</sup> March, 2022: ₹ Nil)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>(B) Repairs and Maintenance Expenses</b>		
Motor Trucks	108.59	76.77
Other Vehicles	34.25	27.82
Ships	111.88	79.98
Plant & Equipment	56.36	44.81
Computers	24.68	18.48
Buildings	36.24	28.44
<b>Sub-total</b>	<b>372.00</b>	<b>276.30</b>
<b>Total</b>	<b>1,217.90</b>	<b>951.56</b>



NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**33. EXCEPTIONAL ITEMS**

**For the year ended 31<sup>st</sup> March 2023 :-**

The Company has made investments in TCI Holding Asia Pacific Pte. Ltd ("the entity"), wholly owned subsidiary, amounting to ₹ 94.18 Mn. Owing to certain indicators for diminution in value of investment, the management of the Company has assessed an additional diminution of ₹ 10 Mn, (earlier years ₹ 49 Mn) in the recoverable amount of investments held in the entity. The management of the Company envisages that the aggregate amount of impairment recognized in the books is adequate and no further adjustment is required. The Company has treated the impairment loss as an exceptional item in the Statement of Profit and Loss.

**34. TAX EXPENSE**

**1. Provision for tax recognized in profit and loss**

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Current Tax	373.51	366.80
Deferred Tax	20.02	(10.21)
<b>Total</b>	<b>393.53</b>	<b>356.59</b>

The Major Components of Income Tax Expense and the Reconciliation of Expense Based on the Domestic Effective Tax Rate of at 25.17% and the Reported Tax Expense in Profit or Loss are as follows:

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Country's Statutory Income Tax Rates*	25.17%	25.17%
<b>Accounting Profit Before Income Tax</b>	<b>3,428.60</b>	<b>3,030.89</b>
Profit subject to Tonnage Tax Regime/Presumptive Taxation**	(1,643.26)	(1,768.77)
Charity and Donation	41.66	35.84
Effect of Non- Deductible expense and Exempt non-operating income/ Other Income	(263.51)	118.77
<b>Taxable Income</b>	<b>1,563.49</b>	<b>1,416.73</b>
Tax Expense Provided in Statement of Profit and Loss	393.53	356.59
	<b>393.53</b>	<b>356.59</b>
Effective Tax Rate	<b>11.48%</b>	<b>11.77%</b>

\* The Company has opted for the reduced corporate tax rates u/s 115BAA inserted by the Taxation Laws (Amendment) Ordinance, 2019.

\*\* The income of Seaways Division is assessed as per Chapter XII-G "Tonnage Tax" of Income Tax Act, 1961 except for the income not qualifying to be assessed under Tonnage Taxation Regime and hence, assessed as per normal provisions of Income Tax Act, 1961.

**2. Income Tax Recognized in Other Comprehensive income**

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Deferred Tax/Current Tax</b>		
Arising on Income and expenses recognized in other comprehensive income		
- Gain/(Loss) on sale of Investment classified at FVTOCI	-	-
- Remeasurements of defined benefit obligation.	(13.57)	(5.96)
<b>Total income-tax expense recognized in Other Comprehensive Income</b>	<b>(13.57)</b>	<b>(5.96)</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

**35. EARNINGS PER EQUITY SHARE**

The Company's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders of the Company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Net Profit Attributable to Equity Shareholders for calculation of Basic Earnings Per Share. (A) (₹ in Mn)	3,035.07	2,674.30
Effects of Dilution:		
Add: potential instrument that effect earning per share	-	-
Net Profit Attributable to Equity Shareholders for calculation of Diluted Earnings Per Share. (B) (₹ in Mn)	3,035.07	2,674.30
Weighted-Average Number of Equity Shares for Computing Basic Earnings Per Share. (C)	77,470,366	77,233,353
Effects of Dilution:		
Stock Option under Scheme of Employee's Stock Option	250,902	329,255
Weighted-Average Number of Equity Shares Adjusted for the Effect of Dilution for Computing Diluted Earnings Per Share. (D)	77,721,267	77,562,608
<b>Basic Earnings Per Share (A/C)</b>	<b>39.18</b>	<b>34.63</b>
<b>Diluted Earnings Per Share (B/D)</b>	<b>39.05</b>	<b>34.48</b>

Diluted Earnings Per Share, when anti dilutive, is restricted to Basic Earnings Per Share.

**36. FINANCIAL INSTRUMENTS**

**i) Fair Values Hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**ii) Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements at:**

(₹ in Mn)

As at 31 <sup>st</sup> March 2023	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
<b>Investments at FVTOCI</b>					
Equity Investments	8	-	-	1.44	1.44
<b>Total Financial Assets</b>		-	-	<b>1.44</b>	<b>1.44</b>
<b>Financial Liabilities</b>		-	-	-	-
<b>Total Financial Liabilities</b>		-	-	-	-

(₹ in Mn)

As at 31 <sup>st</sup> March 2022	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Investments at FVTOCI</b>					
Equity Investments	8	-	-	1.44	1.44
<b>Total Financial Assets</b>		-	-	<b>1.44</b>	<b>1.44</b>
<b>Financial Liabilities</b>		-	-	-	-
<b>Total Financial Liabilities</b>		-	-	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

## iii) Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:

(₹ in Mn)

As at 31 <sup>st</sup> March 2023	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Investments in Preference Shares, Debt Securities and Money Market Instruments	8	881.83	-	-	881.83
Loans to Employees	9	-	-	11.55	11.55
Loans to Related Party	9	-	-	232.50	232.50
Security Deposits with Related Parties	10	-	-	106.55	106.55
Security Deposits with Landlords & Others	10	-	-	96.69	96.69
Security Deposits with Customers	10	-	-	98.21	98.21
Other Assets	10	-	-	42.63	42.63
Trade Receivables	13	-	-	5,159.90	5,159.90
Contract Assets	10	-	-	1,102.92	1,102.92
Cash and Cash Equivalents	14	-	-	1,561.41	1,561.41
Other Bank Balances	14	-	-	131.45	131.45
<b>Total Financial Assets</b>		<b>881.83</b>	<b>-</b>	<b>8,543.81</b>	<b>9,425.64</b>
<b>Financial Liabilities</b>					
Borrowings	18	-	-	552.13	552.13
Lease Liabilities	19	-	-	293.52	293.52
Trade Payables	23	-	-	583.31	583.31
Other Liabilities	24	-	-	1,009.40	1,009.40
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>2,438.36</b>	<b>2,438.36</b>

## Assets and liabilities which are measured at amortized cost for which fair values are disclosed:

(₹ in Mn)

As at 31 <sup>st</sup> March 2022	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Investments in Preference Shares, Debt Securities and Money Market Instruments	8	147.25	-	-	147.25
Loans to Employees	9	-	-	11.88	11.88
Loans to Related Party	9	-	-	132.50	132.50
Security Deposits with Related Parties	10	-	-	96.12	96.12
Security Deposits with Landlords & Others	10	-	-	93.69	93.69
Security Deposits with Customers	10	-	-	64.98	64.98
Other Assets	10	-	-	33.61	33.61
Trade Receivables	13	-	-	4,557.42	4,557.42
Contract Assets	10	-	-	992.99	992.99
Cash and Cash Equivalents	14	-	-	515.04	515.04
Other Bank Balances	14	-	-	65.62	65.62
<b>Total Financial Assets</b>		<b>147.25</b>	<b>-</b>	<b>6,563.85</b>	<b>6,711.10</b>
<b>Financial Liabilities</b>					
Borrowings	18	-	-	421.52	421.52
Lease Liabilities	19	-	-	342.95	342.95
Trade Payables	23	-	-	732.67	732.67
Other Liabilities	24	-	-	869.14	869.14
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>2,366.28</b>	<b>2,366.28</b>

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FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**(iv) Valuation Process and Technique Used to Determine Fair Value**

Specific valuation techniques used to value financial instruments include:

- (a) The use of quoted market prices or dealer quotes for similar instruments
- (b) The fair value of the remaining financial instruments is determined based on the following methods:
  - (i) Net assets value method
  - (ii) Valuation of investment in unquoted equity shares has been made using the Discounted cash-flow method and Net assets value method, as deemed fit by the Company's management.

Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Company's internal credit risk management group.

**(v) The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See above (iv)b(ii) for the valuation techniques adopted.**

(₹ in Mn)

Particulars	Fair Value as at		Significant Unobservable Inputs	Probability-Weighted Range		Sensitivity
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022		31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	
Unquoted Equity Shares	1.44	1.44	Earnings Growth Rate	1%	5%	An increase/(decrease) in earnings growth rate of 100 basis points would increase/(decrease) fair value: 31 <sup>st</sup> March 2023 : 0.01 Mn/(0.01 Mn) 31 <sup>st</sup> March 2022 : 0.07 Mn/(0.07 Mn)

**vi) The Following Table Presents the Changes in Level 3 Items for the Periods Ended 31<sup>st</sup> March 2023:**

(₹ in Mn)

Particulars	Unlisted Equity Securities
<b>As at 31<sup>st</sup> March 2022</b>	1.44
Acquisitions	-
Gain Recognized in Statement of Profit and Loss	-
Disposal	-
Gain Recognized in Other Comprehensive Income	-
<b>As at 31<sup>st</sup> March 2023</b>	<b>1.44</b>

**37. FINANCIAL RISK MANAGEMENT**

**i) Financial Instruments by Category**

For Amortized Cost Instruments, Carrying value Represents the Best Estimate of Fair Value.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023			As at 31 <sup>st</sup> March 2022		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>Financial Assets</b>						
Investments	-	1.44	881.83	-	1.44	147.25
Trade Receivables	-	-	5,159.90	-	-	4,557.42
Loans	-	-	244.05	-	-	144.38
Cash and Cash Equivalents (including Other Bank Balances)	-	-	1,692.86	-	-	580.66
Other Financial Assets	-	-	1,447.00	-	-	1,281.39
<b>Total</b>	<b>-</b>	<b>1.44</b>	<b>9,425.64</b>	<b>-</b>	<b>1.44</b>	<b>6,711.10</b>

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(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023			As at 31 <sup>st</sup> March 2022		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>Financial Liabilities</b>						
Borrowings	-	-	552.13	-	-	421.52
Lease Liabilities	-	-	293.52	-	-	342.95
Trade Payables	-	-	583.31	-	-	732.67
Other Financial Liabilities	-	-	1,009.40	-	-	869.14
<b>Total</b>	-	-	<b>2,438.36</b>	-	-	<b>2,366.28</b>

ii) **Risk Management**

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure Arising from	Measurement	Management
Credit Risk	Cash And Cash Equivalents, Trade Receivables, Derivative Financial Instruments, Financial Assets Measured at Amortized Cost	Ageing Analysis	Bank Deposits, Diversification of Asset Base, Credit Limits and Collateral.
Liquidity Risk	Borrowings and Other Liabilities	Rolling Cash Flow Forecasts	Availability of Committed Credit Lines and Borrowing Facilities
Market Risk - Foreign Exchange	Recognized Financial Assets and Liabilities Not Denominated In Inr	Cash Flow Forecasting	Forward Contract/Hedging
Market Risk - Security Price	Investments in Equity Securities	Sensitivity Analysis	Portfolio Diversification

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the Board of Directors. The Board of Directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

A) **Credit Risk**

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

a) **Credit Risk Management**

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: No Risk

B: Low Risk

C: Medium Risk

D: High Risk

Assets Under Credit Risk –

(₹ in Mn)

Credit rating	Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
No Risk	Investments	1,722.13	997.55
Low Risk	Trade Receivables	5,159.90	4,557.42
No Risk	Loans	244.05	144.38
No Risk	Cash and Cash Equivalents (including Other Bank Balances)	1,692.86	580.66
No Risk	Other Financial Assets	1,447.00	1,281.39
	<b>Total</b>	<b>10,265.94</b>	<b>7,561.40</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
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The risk parameters are same for all financial assets for all period presented. The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 180 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

**b) Credit Risk Exposure**

**Provision for Expected Credit Losses**

**The Company Provides for Expected Credit Loss Based on Lifetime Expected Credit Loss Mechanism for Trade Receivables–**

Particular	Years	Estimated Gross Carrying Amount at Default	Expected Probability of Default	Expected Credit Losses	Carrying Amount Net of Impairment Provision
Trade receivables	31 <sup>st</sup> March 2023	5,280.27	2.28%	120.37	5,159.90
	31 <sup>st</sup> March 2022	4,671.09	2.43%	113.67	4,557.42

**B) Liquidity Risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to the same as and when fall due.

**Maturities of Financial Liabilities**

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments. (Balances due within 12 months are equal to their carrying balances as the impact of discounting is not significant).

(₹ in Mn)

As at 31 <sup>st</sup> March 2023	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Financial Liabilities</b>					
Borrowings	161.26	129.18	94.64	167.05	552.13
Trade Payable	583.31	-	-	-	583.31
Lease Liabilities	58.34	36.94	29.87	168.37	293.52
Other Financial Liabilities	1,009.40	-	-	-	1,009.40
<b>Total</b>	<b>1,812.31</b>	<b>166.12</b>	<b>124.51</b>	<b>335.42</b>	<b>2,438.36</b>

(₹ in Mn)

As at 31 <sup>st</sup> March 2022	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Financial Liabilities</b>					
Borrowings	201.81	99.06	57.96	62.69	421.52
Trade Payable	732.67	-	-	-	732.67
Lease Liabilities	78.23	54.96	31.34	178.42	342.95
Other Financial Liabilities	869.14	-	-	-	869.14
<b>Total</b>	<b>1,881.85</b>	<b>154.02</b>	<b>89.30</b>	<b>241.11</b>	<b>2,366.28</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**
**C) Price Risk Exposure**

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments in equity securities, the Company diversifies its portfolio of assets.

**Sensitivity**

Below is the sensitivity of profit or loss and equity changes in fair value of investments in equity. The analysis is based on the assumption that price has increased/decreased by 1% with all other variables held constant, and that all the companies equities instruments moved in line with the price.

(₹ in Mn)		
Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Price Sensitivity (Investment at FVTOCI &amp; FVTPL)</b>		
Price Increase by (1%) (Previous year (5%))	0.01	0.07
Price Decrease by (1%) (Previous year (5%))	(0.01)	(0.07)

\* Holding all other variables constant

**38. CAPITAL MANAGEMENT**

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

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

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Net debts (Net of Cash and Cash Equivalent) (A)	(821.68)	206.88
Total equity (B)	15,677.58	13,130.66
<b>Net Debt to Equity Ratio (Times) (C)=(A)/(B)</b>	<b>(0.05)</b>	<b>0.02</b>

**(i) Loan Covenants**

Under the terms of the major borrowing facilities, the Company is required to comply with the following financial covenants:

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
- DSCR not to fall below 1.50 Times [(Net Profit after taxes + Non-cash operating expenses (Dep and Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets)/Interest and lease payments + Principal repayments]	14.30	9.92
- Term Debt (TD) to Net Cash Accruals (NCA) not to exceed 1.25 Times (NCA = (PAT+Depreciation-Dividend))	0.14	0.12

The Company has complied with these covenants throughout the reporting period.

**(ii) Dividends on Equity Shares**

(₹ in Mn)		
Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Interim Dividend for the Year Ended (In CY 2022-23 ₹ 5 Per Share and PY 2021-22 ₹ 4.00 Per Share)	387.99	309.38
Recommended Final Dividend (In CY 2022-23 ₹ 2.00 Per Share and PY 2021-22 ₹ 2.00 Per Share)	155.13	154.66

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**39. NET DEBT RECONCILIATION**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Cash and Cash Equivalents (including Other Bank Balances excluding Unpaid Dividend account balance)	1,669.02	558.98
Borrowings - Current and Non Current	(552.13)	(421.52)
Lease Liability - Current and Non Current	(293.52)	(342.95)
Interest Payable	(1.69)	(1.39)
<b>Net Debt</b>	<b>821.68</b>	<b>(206.88)</b>

(₹ in Mn)

Particulars	Cash and Cash Equivalents and Bank Overdrafts	Borrowings - Current and Non Current	Lease Liability - Current and Non Current	Interest Payable	Total
<b>Net Debt as at 1<sup>st</sup> April 2022</b>	<b>558.98</b>	<b>(421.52)</b>	<b>(342.95)</b>	<b>(1.39)</b>	<b>(206.88)</b>
Net Cash Flows	1,110.04	-	-	-	1,110.04
Loan Taken / Movement in Liability	-	(363.28)	(5.99)	-	(369.27)
Finance Costs	-	-	(31.47)	(50.85)	(82.32)
Repayment of Loan/ Rent Paid / Interest Paid	-	232.67	86.89	50.55	370.11
<b>Net Debt as at 31<sup>st</sup> March 2023</b>	<b>1,669.02</b>	<b>(552.13)</b>	<b>(293.52)</b>	<b>(1.69)</b>	<b>821.68</b>

**40. RELATED PARTY INFORMATION**

**(a) Name of Key Managerial Personnel and Relatives**

Name of Key Managerial Personnel	Designation	Close Family Member
Mr. D.P Agarwal	Chairman and Managing Director	
Mr. Vineet Agarwal	Managing Director	Mrs. Priyanka Agarwal
Mr. S. N. Agarwal	Non-Executive Director	
Mrs. Urmila Agarwal	Non-Executive Director	
Mr. Chander Agarwal	Non-Executive Director	
Mr. Ashish Bharat Ram*	Non-Executive Independent Director	
Mr. Vijay Sankar	Non-Executive Independent Director	
Mr. S Madhavan	Non-Executive Independent Director	
Ms. Gita Nayyar	Non-Executive Independent Director	
Mr. Ravikant Uppal	Non-Executive Independent Director	
Mr. Vikrampati Singhania**	Non-Executive Independent Director	
Mr. Ashish Tiwari	Group CFO	
Ms. Archana Pandey	Company Secretary	
Mr. Jasjit Singh Sethi	CEO-TCI Supply Chain Division	
Mr Ram Ujagar Singh	CEO-TCI Seaways Division	
Mr. Ishwar Singh Sigar	CEO-TCI Freight Division	

**(b) Subsidiary/ Step Down Subsidiary Companies:**

TCI Global Pte Ltd., Singapore	TCI Bangladesh Ltd.	TCI Holdings Netherlands B.V., Netherlands****
TCI Holdings Asia Pacific Pte. Ltd., Singapore	TCI Nepal Pvt. Ltd.	TCI Cold Chain Solutions Ltd.
TCI Holding SA & E Pte. Ltd., Singapore	TCI Ventures Ltd.	TCI-CONCOR Multimodal Solutions Pvt. Ltd.
TCI Global Brazil Logistica Ltd, Brazil***	Stratsol Logistics Pvt. Ltd.	

**(c) Joint Venture/Associate Entities**

Transystem Logistics International Pvt. Ltd.
Cargo Exchange India Pvt. Ltd.



**NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**
**(d) Other Related Companies/Firms/Trust**

Bhoruka Supply Chain Solutions Holdings Ltd.	TCI Exim Pvt. Ltd.	TCI Warehousing (MH) – Partnership firm
Bhoruka Finance Corporation of India Ltd.	TCI India Ltd.	TCI Properties (South) – Partnership firm
TCI Industries Ltd.	TCI Foundation (Trust)	TCI Properties (NCR) – Partnership firm
Bhoruka International Pvt. Ltd.	TCI Institute of Logistics	TCI Properties (Guj) – Partnership firm
TCI Developers Ltd.	TCI Express Ltd.	TCI Properties (Delhi) – Partnership firm
TCI Properties (West) Ltd.	TCI Infrastructure Ltd.	SRF Ltd.*
XPS Cargo Services Ltd.	Gloxinia Farms Pvt. Ltd.	JK Agri Genetics Ltd.**
TCI Distribution Centres Ltd.	Surin Automotive Pvt. Ltd.	TCI Trading (Firm)
Log Labs Ventures Pvt. Ltd.	Bhoruka Express Consolidated Ltd.	JK Files (India) Ltd.
TDL Real Estate Holdings Ltd.	Steel Infra Solutions Pvt. Ltd.	JK Fenner Ltd.**
Bhoruka Power Corporation of India Ltd.	TCI Apex Pal Hospitality India Pvt. Ltd.	
Transport Corporation Of India Ltd. Gratuity Fund	TCI Group Employees Benevolent Fund Trust	

\* Upto 3<sup>rd</sup> August 2021

\*\* from 5<sup>th</sup> July 2021

\*\*\* Upto 15<sup>th</sup> June 2022

\*\*\*\* Upto 12<sup>th</sup> October 2022

**(e) Transactions During the Year with Related Parties**

(₹ in Mn)

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Income</b>			
<b>Freight Income</b>	Joint Venture	977.76	482.96
	Subsidiaries	71.38	122.14
	Other Related Parties	45.51	48.00
<b>Logistic Services</b>	Joint Venture	9.49	15.98
	Subsidiaries	20.42	43.79
<b>Business Support Services</b>	Joint Venture	75.01	64.16
	Subsidiaries	40.66	2.23
	Other Related Parties	44.18	43.48
<b>Dividend Income</b>	Joint Venture	313.60	98.00
	Subsidiaries	6.10	5.36
<b>Rent Received</b>	Subsidiaries	30.40	10.37
	Other Related Parties	31.20	36.39
<b>Interest Received</b>	Subsidiaries	13.35	8.87

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Expenditure</b>			
<b>Freight Expenses</b>	Joint Venture	52.40	43.65
	Subsidiaries	110.48	86.20
	Other Related Parties	18.07	22.02
<b>Fuel Purchase</b>	Other Related Parties	127.99	118.24
<b>Charity and Donation (Including CSR Expenditure)</b>	Other Related Parties	37.00	26.50
<b>Other Expenses</b>	Joint Venture	0.29	-
	Associate	4.65	3.42
	Subsidiaries	4.70	-
	Other Related Parties	7.39	0.33

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Vehicle Maintenance</b>	Joint Venture	7.09	3.01
	Joint Venture	2.52	2.92
<b>Rent paid</b>	Subsidiaries	0.06	0.04
	Other Related Parties	115.84	104.89
<b>Remuneration &amp; Commission</b>			
<b>Short Term Employee Benefits (Including Commission)</b>	Directors Executive & Other KMP	307.00	264.81
<b>Post-Employment Benefits</b>	Directors Executive & Other KMP	17.95	16.89
<b>Employee Stock Option benefits</b>	Directors Executive & Other KMP	55.31	29.26
<b>Commission &amp; Sitting Fees</b>	Directors Non-Executive	9.97	9.56

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Finance and Investments</b>			
<b>Loans To Subsidiaries</b>	Subsidiaries	100.00	35.00
<b>Property Management Services</b>	Other Related Parties	7.73	4.47
<b>Payment to Gratuity Trust</b>	Other Related Parties	51.00	40.00
<b>Sale of Immovable Property</b>	Other Related Parties	-	29.00
<b>Purchase of Trucks &amp; Trailers</b>	Joint Venture	9.40	-
<b>Interest Received</b>	Subsidiaries	27.30	0
<b>Payment to Benevolent Fund Trust</b>	Other Related Parties	5.86	3.50
<b>Advances/Deposits Taken</b>	Joint Venture	10.85	-
	Other Related Parties	10.50	1.67
<b>Advances/Deposits Given</b>	Associate	3.35	3.00
	Key Managerial Personnel	5.70	1.95
	Other Related Parties	10.87	-
<b>Advances Given Recovered</b>	Key Managerial Personnel	5.69	1.57
	Associate	3.87	2.30

(g) **Balances at the End of the Year**

(₹ in Mn)

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Advances /Deposit Given</b>	Other Related Parties	106.55	96.12
<b>Advances /Deposit Taken</b>	Joint Venture	10.85	-
<b>Trade Receivables &amp; Others</b>	Joint Venture	153.13	48.37
	Subsidiaries	17.58	53.10
	Other Related Parties	65.64	23.11
	Associate	0.15	0.64
<b>Advances Recoverable</b>	Other Related Parties	1.30	1.67
	Directors & Key Managerial Personnel	2.65	0.38
<b>Guarantees/SBLC Given</b>	Subsidiaries	14.81	13.81
	Associate	0.28	-
	Joint Venture	8.38	4.79
<b>Trade Payables &amp; Others</b>	Subsidiaries	1.93	18.15
	Other Related Parties	7.46	8.86
	Directors & Key Managerial Personnel	107.20	87.60
<b>Interest Receivables</b>	Subsidiaries	0.06	15.34
<b>Loans To Subsidiaries</b>	Subsidiaries	232.50	132.50

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**41. SEGMENT INFORMATION**
**Operating Segments:**

- |                     |                                    |
|---------------------|------------------------------------|
| a) Freight Division | b) Supply Chain Solutions Division |
| c) Seaways Division | d) Energy Division                 |

**Identification of Segments:**

The chief operating decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/ services and have been identified as per the quantitative criteria specified in the Ind AS 108.

**Segment Revenue and Results:**

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income).

**Segment Assets and Liabilities:**

Segment assets include all operating assets used by the operating segment and mainly consist of property plant and equipment, trade receivables, cash and cash equivalents etc. Segment liabilities primarily includes Current liabilities except for borrowings. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.

**Inter Segment Transfer:**

Profit or loss on inter segment transfers are eliminated at company level.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Revenue</b>		
Freight Division	15,982.31	13,715.75
Supply Chain Solutions Division	12,803.70	10,051.90
Seaways Division	5,989.50	5,577.81
Energy Division	60.43	52.86
Unallocated Income	538.26	240.91
<b>Total</b>	<b>35,374.20</b>	<b>29,639.23</b>
Less: Inter Segment Revenue	449.35	282.20
<b>Net Income from Operations</b>	<b>34,924.85</b>	<b>29,357.03</b>
Freight Division	668.53	576.71
Supply Chain Solutions Division	778.40	614.14
Seaways Division	1,644.83	1,789.62
Energy Division	29.29	29.98
Unallocated Income	538.26	240.90
Unallocated Expenditure	(138.39)	(111.49)
Less: Interest Expenses	82.32	108.97
<b>Profit Before Tax</b>	<b>3,438.60</b>	<b>3,030.89</b>
Exceptional items (Refer Note No. 33)	10.00	-
Less: Provision for Taxes		
Current Tax	373.51	366.80
Deferred Tax	20.02	(10.21)
<b>Net Profit for the Year</b>	<b>3,035.07</b>	<b>2,674.30</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Other Information</b>		
Segment Assets		
Freight Division	3,219.13	2,841.78
Supply Chain Solutions Division	4,987.80	4,483.61
Seaways Division	3,861.32	4,123.21
Energy Division	57.86	54.24
Unallocated Corporate Assets	6,500.09	4,382.96
<b>Total Assets</b>	<b>18,626.20</b>	<b>15,885.80</b>
Segment Liabilities		
Freight Division	603.07	616.72
Supply Chain Solutions Division	1,337.07	1,246.60
Seaways Division	268.67	342.77
Energy Division	5.25	1.90
Unallocated Corporate Liabilities	359.80	309.45
<b>Total Liabilities</b>	<b>2,573.86</b>	<b>2,517.44</b>
Capital Expenditure		
Freight Division	41.80	40.00
Supply Chain Solutions Division	591.48	397.78
Seaways Division	411.82	59.15
Unallocated Capital Expenditure	430.56	233.79
<b>Total Capital Expenditure</b>	<b>1,475.66</b>	<b>730.72</b>
Depreciation and Amortization		
Freight Division	41.01	42.98
Supply Chain Solutions Division	422.09	454.50
Seaways Division	700.31	573.15
Energy Division	2.71	2.72
Unallocated Corporate Expenditure	1.48	2.53
<b>Total Depreciation and amortization</b>	<b>1,167.60</b>	<b>1,075.88</b>

\* The Company operates mainly in India and therefore there are no separate geographical segments.

\*\* There are no customers having revenue exceeding 10% of total revenues

**Reconciliation of Segment Assets & Liabilities**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Segment Operating Assets	18,626.20	15,885.80
Slump sale*	431.00	431.00
<b>Entity's Total Assets</b>	<b>19,057.20</b>	<b>16,316.80</b>
Segment Operating Liabilities	2,573.86	2,517.44
Deferred Tax Liabilities & Others	253.63	247.18
Borrowing (including Current Maturities of Long-Term Borrowings)	552.13	421.52
<b>Entity's Total Liabilities</b>	<b>3,379.62</b>	<b>3,186.14</b>

\*The Company has transferred the Cold Chain Business to its subsidiary i.e TCI Cold Chain Solutions Ltd., on a slump sale basis with effect from 1<sup>st</sup> January 2019

**42. A) EMPLOYEE BENEFIT OBLIGATIONS (ON THE BASIS OF ACTUARIAL VALUATION)**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Current	Non-Current	Current	Non-Current
Gratuity (Funded)	417.97	-	333.83	-
Leave Obligations	11.49	56.63	6.82	46.27
<b>Total</b>	<b>429.46</b>	<b>56.63</b>	<b>340.65</b>	<b>46.27</b>

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**
**Leave Obligations**

The leave obligations cover the Company liability for earned leaves. The amount of provision of ₹ 68.12 Millions (31<sup>st</sup> March 2022 ₹ 53.67 Millions) has been recognised as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Liability Expected to be Settled Within the Next 12 Months	11.49	6.82
Non-Current Liability Expected to be Settled beyond Next 12 Months	56.63	46.27
<b>Total Liability</b>	<b>68.12</b>	<b>53.09</b>

**Service Cost**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	11.91	9.84
Past Service Cost (including curtailment Gains/Losses)	-	-
Gains or Losses on Non Routine Settlements	-	-
<b>Net Service Cost (Income)</b>	<b>11.91</b>	<b>9.84</b>

**Interest Cost**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Interest Cost on Defined Benefit Obligation	3.75	3.42
Interest Income on Plan Assets	-	-
<b>Net Interest Cost (Income)</b>	<b>3.75</b>	<b>3.42</b>

**Movement in the Liability Recognized in the Balance Sheet is as Under:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Present Value of Defined Benefit Obligation as at the Start of the Year	53.09	53.12
Current Service Cost	11.91	9.84
Interest Cost	3.75	3.42
Actuarial Loss/(Gain) Recognized During the Year	26.40	11.37
Benefits Paid	(27.03)	(24.66)
<b>Present Value of Defined Benefit Obligation as at the End of the Year</b>	<b>68.12</b>	<b>53.09</b>

**Amount Recognized in the Statement of Profit And Loss is as Under:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	11.91	9.84
Interest Cost	3.75	3.42
Net Actuarial (Gain)/Loss	26.40	11.37
<b>Amount Recognized in the Statement of Profit and Loss</b>	<b>42.06</b>	<b>24.63</b>

**Actuarial Assumptions**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Discount Rate	7.47%	6.98%
Future Salary Increase	8.00%	6.50%
Average Future Service (in Years)	26.91 Years	27.36 Years

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

**Gratuity**

The Company has a defined benefit gratuity plan, which is regulated as per the provisions of Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded by the Company and is managed by a separate Approved Trust. The liability for the same is recognized on the basis of actuarial valuation.

The weighted average duration of the defined benefit obligation as at 31<sup>st</sup> March 2023 is 9 years (31<sup>st</sup> March 2022: 9 years).

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

**Changes in Defined Benefit Obligation**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Present Value Obligation as at the Start of the Year	333.83	294.14
Interest Cost	23.30	18.91
Service Cost	32.29	26.40
Benefits Paid	(20.03)	(26.52)
Actuarial Loss/(Gain) on Obligations	48.58	20.90
<b>Present Value Obligation as at the End of the Year</b>	<b>417.97</b>	<b>333.83</b>

**Service Cost**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	32.29	26.40
Past Service Cost (including curtailment Gains/Losses)	-	-
Gain or Losses on Non routine settlements	-	-
<b>Net Service Cost (Income)</b>	<b>32.29</b>	<b>26.40</b>

**Net Interest Cost**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Interest Income on Defined Benefit Obligations	23.30	18.91
Interest Income on Plan Assets	(19.98)	(16.65)
<b>Net Interest Cost (Income)</b>	<b>3.32</b>	<b>2.26</b>

**Change in Fair Value of Plan Assets**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Fair Value of Plan Assets as at the Start of the Year	286.30	258.96
Return on Plan Assets	14.63	13.86
Contribution	51.00	40.00
Benefits Paid	(20.03)	(26.52)
<b>Fair Value of Plan Assets as at the End of the Year</b>	<b>331.90</b>	<b>286.30</b>

**Breakup of Actuarial Gain/Loss:**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Actuarial (Gain)/Loss for the year on Present Benefits Obligation	48.58	20.90
Actuarial (Gain)/Loss for the year on Plan Assets	5.36	2.79
<b>Total Amount Recognized in Other Comprehensive Income</b>	<b>53.94</b>	<b>23.69</b>

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Reconciliation of Present Value of Defined Benefit Obligation and the Fair Value of Plan Assets**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Present Value Obligation as at the End of the Year	417.97	333.83
Fair Value of Plan Assets as at the End of the Year	331.90	286.30
<b>Net Asset Recognized in Balance Sheet</b>	<b>(86.07)</b>	<b>(47.53)</b>

**Amount Recognized in the Statement of Profit and Loss**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	32.29	26.40
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	3.32	2.26
<b>Amount Recognized in the Statement of Profit and Loss</b>	<b>35.61</b>	<b>28.66</b>

**Amount Recognized in the Statement of Other Comprehensive Income**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Net Cumulative Unrecognized Actuarial Gain/(Loss) Opening		
Actuarial (Gain)/Loss for the Year on PBO	48.58	20.90
Actuarial (Gain)/Loss for the Year on Asset	5.36	2.79
<b>Unrecognized Actuarial (Gain)/Loss at the End of the Year</b>	<b>53.94</b>	<b>23.69</b>

**Assumptions**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Discount Rate	7.47%	6.98%
Future Salary Increase	8.00%	6.50%
Rate of Return on Plan Assets	6.98%	6.43%
Average Future Service (in Years)	26.91 Years	27.36 Years

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

**Sensitivity Analysis for Gratuity Liability**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Impact of the Change in Discount Rate		
Present Value of Obligation at the End of the Year	417.97	333.83
a) Impact Due to Increase of 0.50 %	(16.64)	(12.71)
b) Impact Due to Decrease of 0.50 %	17.99	13.71
Impact of the Change in Salary Increase		
Present Value of Obligation at the End of the Year	417.97	333.83
a) Impact Due to Increase of 1 %	34.72	26.87
b) Impact Due to Decrease of 1 %	(30.54)	(23.57)
Impact of the Change in Withdrawal Rate		
Present Value of Obligation at the End of the Year	417.97	333.83
a) Impact Due to Increase of 5 %	5.26	4.13
b) Impact Due to Decrease of 5 %	(10.08)	(8.62)

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

### The Major Categories of Plan Assets are as Follows:

Particulars	As at 31 <sup>st</sup> March 2023			
	Quoted	Unquoted	Total	In%
Equity Instruments	39.43	-	39.43	12%
Debt Instruments	286.64	-	286.64	86%
Cash and Cash Equivalents (Including Other bank Balances)	-	5.84	5.84	2%

Particulars	As at 31 <sup>st</sup> March 2022			
	Quoted	Unquoted	Total	In%
Equity Instruments	4.81	-	4.81	2%
Debt Instruments	215.57	-	215.57	75%
Cash and Cash Equivalents (Including Other bank Balances)	-	65.92	65.92	23%

### B) Employee Stock Option Plan

The Company during the year has granted 139,000 Stock Options to its eligible employees. The Company in accordance with the Employee Stock Option Plan-2017 (5<sup>th</sup> Tranche), vesting period being 1, 2, and 3 years from the date of grant and the exercise period being one year from the date on which the options are eligible for exercise. Holder of each option is eligible for one fully paid equity share of the Company of the face value of ₹ 2 each on payment of ₹ 365 per share, the exercise price. The fair value of option determined on the date of grant is ₹ 426.14 based on black scholes methodology. The impact of above for the years is ₹ 59.23 Mn, accordingly provision and disclosure have been considered in the financial statements.

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Outstanding options at the beginning of year	486,025	445,650
Face value of share (₹)	2	2
No. of Options granted during the year	139,000	281,000
Vesting Period of Option granted during the year (graded)	1,2 & 3 Years	1,2 & 3 Years
Exercise Price of option granted during the year (₹)	365.00	155.00
Compensation cost of the Option (₹)	426.14	173.08
No. of Options exercised during the year	235,525	228,175
No. of Options cancelled during the year (included Forfeited option due to Resignation)	-	12,450
Outstanding options at the end of year	389,500	486,025
Recovered from Subsidiary (₹ in Mn)	3.05	2.48

### 43. LEASES:

#### a) Company as Lessor:

The Company has given its Wind-power plants on lease under non-cancellable operating leases expiring in future. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Future Minimum Lease Rental Receivable in relation to Non-Cancellable Operating Leases:		
Within One Year	6.55	10.18
Later Than One Year but not Later than Five Years	2.67	9.22
Later than Five Years	-	-
<b>Total</b>	<b>9.22</b>	<b>19.40</b>

#### b) Company as Lessee:

The Company's lease asset primarily consist of leases for land and buildings for branch offices and warehouses having the various lease terms. At the date of commencement of the lease, the Company recognises a right of use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for short-term leases and low value leases. The Company applies the "short term lease" & "low value leases" recognition exemptions for these leases.



NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

Following are the changes in the carrying value of right of use assets for the year ended 31st March 2023:

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023			As at 31 <sup>st</sup> March 2022		
	Leasehold Building	Leasehold land	Total	Leasehold Building	Leasehold land	Total
Opening	327.19	445.57	772.76	198.41	439.30	637.71
Addition	45.94	0.20	46.14	237.23	11.67	248.90
Deletion	37.72	-	37.72	18.88	-	18.88
Depreciation	68.49	5.36	73.85	89.57	5.40	94.97
Closing	<b>266.92</b>	<b>440.41</b>	<b>707.33</b>	<b>327.19</b>	<b>445.57</b>	<b>772.76</b>

**Movement in Lease liabilities**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
At Beginning of the Year	342.95	208.03
Addition	45.94	237.23
Deletions	39.95	16.05
Finance Cost accrued	31.47	25.60
Payment of lease liabilities	86.89	111.86
<b>At the end of the Year</b>	<b>293.52</b>	<b>342.95</b>

**Break-up of current and non current lease liabilities**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Lease Liabilities	58.34	78.23
Non Current Lease Liabilities	235.18	264.72

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**Contractual maturities (undiscounted)**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Less than one year	79.60	94.60
One to five years	277.81	195.87
More than five years	934.43	245.31
<b>Total</b>	<b>1,291.84</b>	<b>535.78</b>

The incremental borrowing rate applied to lease liabilities is 9%.

Rent expense recorded for Short term and Low Value Leases was ₹ 497.50 Mn (31<sup>st</sup> March 2022: ₹ 373.12 Mn)

**44. CONTINGENT LIABILITIES AND COMMITMENTS:-**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>(i) Contingent Liabilities</b>		
(a) Claims Against the Company not Acknowledged as Debt		
Sales Tax/Goods and Service Tax/Excise/Entry Tax/Trade Tax/Octroi/Stamp Duty	100.04	28.63
Other Matters under Dispute not acknowledged as debt	35.43	24.67
(b) Guarantees excluding Financial Guarantees; and Counter Guarantees Outstanding	274.33	190.70
<b>(ii) Commitments</b>		
Estimated Amount of Contracts Remaining to be Executed on Capital Account and Not Provided for (Net of Advance for Tangible Assets)	327.85	154.77

NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**45. ADDITIONAL REGULATORY INFORMATION**

**a Analytical Ratios**

Ratio	Numerator	Denominator	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022	% Variance	Reasons for variance
Current Ratio (in times)	Total current assets	Total current liabilities	3.96	3.03	30.73%	Increase in cash and cash equivalents and current investments due to higher cash generated
Debt- Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	0.05	0.06	(7.35%)	Higher growth in Net worth with strong PAT
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses (Dep and Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets)	Debt service = Interest and lease payments + Principal repayments	14.30	9.92	44.20%	Lower debt balances and higher cash profits
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	21.07%	22.35%	(5.71%)	-
Inventory Turnover Ratio*	Sales	Average Inventory	89.46	72.10	24.08%	Increase due to lower inventory Base
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	7.06	6.37	10.85%	Increase led by higher revenue
Trade payables turnover ratio (in times)	Cost of rendering of Services + Other expenses	Average trade payables	43.07	30.71	40.27%	Reduced payables amidst high cash availability
Net capital turnover ratio (in times)	Revenue from operations	Average Working capital (i.e. Total current assets less Total current liabilities)	4.79	6.00	(20.30%)	Reduction due to high cash availability
Net profit ratio (in %)	Profit for the year	Revenue from operations	8.69%	9.11%	(4.60%)	-
Return on capital employed (in %)	Profit before tax + finance costs - interest income	Capital employed = Net worth + Borrowings + Lease liabilities + Deferred tax liabilities - Current Investment - Cash and Cash Equivalents - Other Bank Balances	23.94%	23.21%	3.13%	-
Return on investment (in %)	Net Profit after taxes	Average Total Assets = Average of Opening Total Assets and Closing Total Assets excluding revaluation impact	17.16%	16.62%	3.26%	-

\* Inventory Turnover ratio has been calculated for Seaways Division only  
Changes below 10% are considered Negligible

NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**b Relationship with struck off companies**

(₹ in Mn)

Name of Struck off Company	Nature of transactions with struck off company	Balance outstanding as at 31 <sup>st</sup> March 2022	Transaction	Balance outstanding as at 31 <sup>st</sup> March 2023	Relationship with the struck off company
Pushkar Financial Services Ltd	Shares held by struck off company	-*	-	-*	Shareholder
Fairtrade Securities Ltd	Shares held by struck off company	-*	-	-*	Shareholder
Vaishak Shares Ltd	Shares held by struck off company	-*	-	-*	Shareholder
Sharmila Manpower Solutions Pvt Ltd	Manpower Supply	0.15	-	0.15	Vendor
Life Spring Enterprises Pvt Ltd	Lorry Hire	-	0.05	-	Vendor
Oms HR Facility Services Pvt Ltd	Manpower Supply	-	0.44	0.08	Vendor
Anmol HR Solutions Pvt Ltd	Manpower Supply	-	5.34	0.38	Vendor
Advs Natural Tea Pvt Ltd	Lorry Hire	-	0.12	-	Vendor
Net Storm Pvt Ltd	IT Services	-	0.01	-	Vendor
Pansuriya Logistics Pvt Ltd	Lorry Hire	-	0.10	-	Vendor
Hi Tech Insulators Pvt Ltd	Freight Income	-	0.49	-	Customer
B G Shirke Construction Technology Pvt Ltd	Freight Income	-	0.07	-	Customer
Godwin Resorts & Hotels Pvt Ltd	Freight Income	-	-*	-	Customer
Nabkishan Bio Technologies Pvt Ltd	Freight Income	-	-*	-	Customer
Ritajya Industry Pvt Ltd	Freight Income	-	0.01	-	Customer
Precision Engineers Pvt Ltd	Freight Income	-	0.15	-	Customer
Andhra Cylinders A Unit Of Envy Cylinders Pvt Ltd	Freight Income	-	0.01	-	Customer
Ananya Drugs & Health Services Pvt Ltd	Freight Income	-	-*	-	Customer
Acmevet Life Pvt Ltd	Freight Income	-	-*	-	Customer
Novotas Biotech Pvt Ltd	Freight Income	-	0.02	-	Customer
Virupana Pharmaceuticals Pvt Ltd	Freight Income	-	-*	-	Customer
Tocis Pvt Ltd	Freight Income	-	-*	-	Customer
Asp Pvt Ltd	Freight Income	-	0.01	-	Customer
Unique CompuSoft Pvt Ltd	Freight Income	-	-*	-	Customer
A. G. Industries Pvt Ltd	Freight Income	-	-*	-	Customer
Sathi Battery Pvt Ltd	Freight Income	-	0.04	-	Customer
Idika Tools Pvt Ltd	Freight Income	-	-*	-	Customer
Kanthal Incorp Pvt Ltd	Freight Income	-	0.01	-	Customer
Ppm Hydro Technologies Pvt Ltd	Freight Income	-	0.01	-	Customer
Vetrivel Paper Mill Pvt Ltd	Freight Income	-	-*	-	Customer
Tirupattur Co-Op Sugar Mills Ltd	Freight Income	-	0.03	-	Customer
Cocoteros Hospitality Pvt Ltd	Freight Income	-	0.01	-	Customer
V M Extrusions Pvt Ltd	Freight Income	-	0.01	-	Customer
Jahannagar Textile Mill Pvt Ltd	Freight Income	-	0.01	-	Customer
Qi Bikes International Pvt Ltd	Freight Income	-	-*	-	Customer
Kunshiv Enterprises Pvt Ltd	Freight Income	-	0.01	-	Customer
Vlaval Engineering Pvt Ltd	Freight Income	-	0.01	-	Customer
Sugandhsmart Business Pvt Ltd	Freight Income	-	-*	-	Customer
Dey & Dey Initiatives Pvt Ltd	Freight Income	-	0.01	-	Customer
Red Moon Labs Pvt Ltd	Freight Income	-	-*	-	Customer
H M Tubes And Containers Pvt Ltd	Freight Income	-	-*	-	Customer
La Hometel Hotels Pvt Ltd	Freight Income	-	-*	-	Customer
Golden Shine Energy Engineering Pvt Ltd	Freight Income	-	-*	-	Customer
Medicive Pharmaceutical Pvt Ltd	Freight Income	-	-*	-	Customer
Subha Marketing (OPC) Pvt Ltd	Freight Income	-	0.01	-	Customer
Agranye Technologies Pvt Ltd	Freight Income	-	0.01	-	Customer

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

(₹ in Mn)

Name of Struck off Company	Nature of transactions with struck off company	Balance outstanding as at 31 <sup>st</sup> March 2022	Transaction	Balance outstanding as at 31 <sup>st</sup> March 2023	Relationship with the struck off company
Flavours Ice Cream Pvt Ltd	Freight Income	-	0.01	-	Customer
Viva Concrete Technologies Pvt Ltd	Freight Income	-	0.04	-	Customer
Aashalini Hospitality Industry India Pvt Ltd	Freight Income	-	-*	-	Customer
S S Flourmills (Khopoli) Pvt Ltd	Freight Income	-	-*	-	Customer

\*Less than ₹ 10,000

**c Details of transactions of advances or loans or investments of funds (either from the borrowed funds or share premium or any other sources or kind of funds), as prescribed to any other person(s) or entity (ies), including foreign entities (intermediaries)**

The Company makes strategic investment in various entities through its wholly owned subsidiary TCI Ventures Ltd. In compliance with Rule 11 (e) of Companies (Audit and Auditors) Rules, 2014, as amended, the investment made by the Company through equity shares or loans into TCI Ventures Ltd. and subsequent investment by TCI Ventures Ltd. in other entities are disclosed below:-

**Date and amount of investments by the Company in TCI Ventures Ltd.**

(₹ in Mn)

Year	Investment	Loan	Total	Intermediary Party
FY 2016-17	16.20	-	16.20	TCI Ventures Ltd. (Wholly owned subsidiary) CIN U65999DL2016PLC303211 Registered Address : DPT 625/626 DLF Prime Tower Okhla Phase 1 New Delhi 110020
FY 2017-18	18.75	-	18.75	
FY 2018-19	49.10	-	49.10	
FY 2019-20	-	50.50	50.50	
FY 2020-21	2.50	47.00	49.50	
FY 2021-22	-	35.00	35.00	
FY 2022-23	-	100.00	100.00	

**Date and amount of fund further advanced or loaned or invested by TCI Ventures Ltd.**

(₹ in Mn)

Year	Investment	Loan	Total	Details of Further Investment
FY 2016-17	15.50	-	15.50	TCI Ventures Ltd. has further invested in the form of Equity and Preference Shares, Ventures Capital Funds and Loans in various Strategic ventures
FY 2017-18	15.08	-	15.08	
FY 2018-19	40.90	11.50	52.40	
FY 2019-20	29.08	22.50	51.58	
FY 2020-21	37.84	5.00	42.84	
FY 2021-22	39.25	-	39.25	
FY 2022-23	80.16	0.50	80.66	

The Company has complied with all the provisions of the Companies Act for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002

- d** The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e** The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).
- f** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- g** The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.

**NOTES TO STANDALONE FINANCIAL STATEMENTS  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**
**46. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

(a) As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Company. The areas for CSR activities are Promoting education, preventive healthcare, special education and employment enhancing vocation skills, rural /nationally recognised/ Paralympic and Olympic sports, and Rural Development. The funds were primarily allocated to a corpus and utilized throughout the year on those activities which are specified in Schedule VII of the Companies Act, 2013.

**(b) Details of Corporate Social Responsibility (CSR) Expenditure:**

Particulars	(₹ in Mn)	
	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Amount Required to be Spent as per Section 135 of the Act	39.86	30.41
Amount Spent During the Year on:		
(i) Construction / Acquisition of an Asset	-	-
(ii) On Purpose other than (i) Above	42.00	33.25
<b>Total</b>	<b>42.00</b>	<b>33.25</b>

**47. DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013**

Investments made are given under the respective heads (Refer Note No. 8)

Corporate Guarantees given by the Company in respect of loans as at 31<sup>st</sup> March 2023

Sl No	Name of the Company	(₹ in Mn)	
		As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
1	ABC India Ltd*	74.21	74.21

\* The Company has created a charge on its property situated at "P-10, New C.I.T. Road, Kolkata-700073" for abovementioned corporate guarantee

**48. DISCLOSURE IN RESPECT OF LOANS AND ADVANCES IN THE NATURE OF LOANS AS REQUIRED UNDER REGULATION 34 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Company	(₹ in Mn)	
	Amount Outstanding As at 31 <sup>st</sup> March 2023	Maximum Amount Outstanding during the year
TCI Ventures Ltd.	232.50	132.50

49. (a) ₹ 67.31 Mn outstanding as at 31<sup>st</sup> March 2023 due to Micro and Small Enterprises registered under Micro, Small and Medium Enterprises development Act, 2006, (MSME) ( 31<sup>st</sup> March 2022: ₹ 38.90 Mn).

(b) Interest paid/payable to the enterprises register under MSMED Act is ₹ 0.30 Mn ( 31<sup>st</sup> March 2022: ₹ 0.01 Mn).

50. Previous year figure's have been regrouped /rearranged wherever considered necessary.

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# INDEPENDENT AUDITOR'S REPORT

To  
The Members

**Transport Corporation of India Limited**

## REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### OPINION

We have audited the accompanying Consolidated Financial Statements of **Transport Corporation of India Limited** (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate and jointly controlled entity, which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 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 the Significant Accounting Policies and Other Explanatory Information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 as amended ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India including the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), of their consolidated state of affairs of the

Group, its associate and jointly controlled entity as at 31<sup>st</sup> March 2023, of its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgement, were of the most significance in our audit of the Consolidated Financial Statements of the financial year ended 31<sup>st</sup> March 2023. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined following matters as Key Audit Matters to be communicated in our report:

Key Audit Matter	Auditor's Response
Revenue recognition and measurement including related cost of rendering of services involves critical judgements by management including assessment of when the control of goods or services are being transferred, identifying large variety of complex performance obligations and determining if such obligations are satisfied over a period of time. (Refer Note No. 3.2, 4.16 & 4.20 to the Consolidated Financial Statements)	Our audit approach includes: <ul style="list-style-type: none"> <li>• Testing the design and operating effectiveness of the internal controls associated with contracts with customers/vendors</li> <li>• Testing the information technology systems related to consignment notes, trip data and billing</li> <li>• Analyzing contracts with customers/vendors from selected samples</li> <li>• Analyzing invoices with customers/vendors from selected samples</li> <li>• Reviewing the logic designed in preparation of consignment notes, bill registers, lorry hire contracts and the time taken for concluding the performance obligation</li> <li>• Testing of the approval mechanism, access and change controls associated with the tariff/rate masters</li> <li>• Reviewing the report of Internal Auditors</li> <li>• Performance of analytical procedures for reasonableness of the estimates</li> </ul>
Group's policy of adopting a useful life different from the life specified in Part C to Schedule II of the Act. (Refer Note No. 4.2 & 5 to the Consolidated Financial Statements)	Our audit approach include: <ul style="list-style-type: none"> <li>• Review of the technical valuation report of the Independent agency</li> <li>• Evaluating the competence and objectivity of the expert</li> <li>• Review of IACS Class certificate and statutory certificates on procurement to evaluate ship's sea worthiness</li> <li>• Reviewing the periodic dry dock cycles along with the compliance of the accounting policy</li> </ul>

## INDEPENDENT AUDITOR'S REPORT (Contd.)

### OTHER INFORMATION

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

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

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

### MANAGEMENT'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, Consolidated Changes in Equity and Consolidated Cash Flows of the Group, its associate and jointly controlled entity in accordance with the accounting principles generally accepted in India including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding of the assets of the Group, its associate and jointly controlled entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are responsible for assessing the ability of the Group and of its associate and jointly controlled entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going

concern basis of accounting unless management either intends to liquidate the Group, its associate and jointly controlled entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled entity are also responsible for overseeing the financial reporting process of the Group and of its associate and jointly controlled entity.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- (a) Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its associate and jointly controlled entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate and jointly controlled entity to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate and jointly controlled entity to cease to continue as a going concern.

- (e) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate and jointly controlled entity to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of Holding Company of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding 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 financial year ended 31<sup>st</sup> March 2023 and are therefore Key Audit Matters. We describe these matters in our auditor's reports unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because

the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**OTHER MATTERS**

1. We did not audit the financial statements of one branch included in the Consolidated Financial Statements whose financial statements reflect total assets of ₹ 36.87 Million as at 31<sup>st</sup> March 2023, total revenue of ₹ 1.94 Million and total net profit including comprehensive income of ₹ 0.07 Million for the year ended on that date, as considered Consolidates Financial Statements. The financial statements of this branch have been audited by the branch auditor whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditor.
2. We did not audit financial statements of five subsidiaries and one jointly controlled entity; included in the Consolidated Financial Statements, whose Financial Statements reflect total assets of ₹ 1,439.26 Million as at 31<sup>st</sup> March 2023, Group's share of total revenues of ₹ 3,729.67 Million and Group's share of total net profit after tax of ₹ 448.80 Million, and Group's share of total comprehensive income of ₹ 475.43 Million for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors.
3. We did not audit financial statements of four subsidiaries and one associate, included in Consolidated Financial Statements, whose financial statements reflect total assets of ₹ 141.17 Million as at 31<sup>st</sup> March 2023, Group's share of total revenue of ₹ 95.79 Million and Group's share of net profit after tax and total comprehensive profit of ₹ (76.42) Million for the year ended on that date, as considered in the Consolidated Financial Statements. These Financial Statements are unaudited and have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub sections (3) and (11) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries and associate, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Consolidated Financial Statements is not



## INDEPENDENT AUDITOR'S REPORT (Contd.)

modified in respect of the above matter with respect to our reliance on the work done and the reports of other auditors and the financial statements certified by the Management.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020, ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiaries, associate and jointly controlled entity, incorporated in India, as noted in the Other Matter paragraph, we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report to the extent applicable that:
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) the report on the accounts of branch office of the Holding Company audited under Section 143(8) of the Act by branch auditor have been sent to us and have been properly dealt with in preparing this report.
  - (d) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - (e) in our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
  - (f) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March 2023, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiaries, associate and jointly controlled entity incorporated in India, none of the directors of the Group, its associate and its jointly controlled entity incorporated in India are disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- (g) With respect to the adequacy of the internal financial controls with reference to these Consolidated Financial Statements of the Group, its associate and jointly controlled entity and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of other statutory auditors on separate financial statements as also the other financial information of the subsidiaries, associates and joint ventures, as noted in the "Other matter" paragraph:
  - (a) The Consolidated Financial Statements has disclosed the impact of pending litigations on the consolidated financial position of the Group, its associate and jointly controlled entity– Refer Note No. 45 to the Consolidated Financial Statements;
  - (b) The Group, its associate and jointly controlled entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
  - (d) i) The respective managements of the Holding Company and its subsidiaries, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associate and jointly controlled entity respectively that, to the best of its knowledge and belief, other than as disclosed in the Note 46(c) to the Consolidated Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiaries, associate and jointly controlled entity to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company and

**INDEPENDENT AUDITOR'S REPORT (Contd.)**

its subsidiaries, associate and jointly controlled entity ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) The respective managements of the Holding Company and its subsidiaries, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associate and jointly controlled entity respectively that, to the best of its knowledge and belief, other than as disclosed in the Note No. 46(c) to the Consolidated Financial Statements, no funds have been received by the Holding Company and its subsidiaries, associate and jointly controlled entity from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and its subsidiaries, associate and jointly controlled entity shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) contain any material misstatement;
- (e) The final dividend paid by the Holding Company and on the basis of reports of other statutory auditors of its subsidiaries, associate and jointly controlled entity, incorporated in India during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The respective Board of Directors of the Holding Company, a subsidiary, and a jointly controlled entity,

incorporated in India have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting.

The interim dividend declared and paid by Holding Company, its subsidiaries, associate and jointly controlled entity during the year and until the date of this audit report is in accordance with section 123 of the Act.

The Board of Directors of the Holding Company and its subsidiary and jointly controlled entity have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- (f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Holding Company and its subsidiaries, associate and jointly controlled entity which are companies incorporated in India whose financial statements have been audited, with effect from 1<sup>st</sup> April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31<sup>st</sup> March 2023.
4. With respect to the matters to be included in the Auditor's Report under Section 197(16):

In our opinion and according to the information and explanation given to us, the remuneration paid by the Holding Company, its subsidiaries, associate and jointly controlled entity, which are incorporated in India, to its director, to the extent applicable, during the year is in accordance with the provision of section 197 of the Act. The remuneration paid to directors by the Holding Company, its subsidiaries, associate and jointly controlled entity, which are incorporated in India, to the extent applicable, is not in excess of the limit laid down under section 197 of the Act.

**For Brahmayya & Co.,**  
Chartered Accountants  
Firm's Regn No. 000511S

**Lokesh Vasudevan**  
Partner

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

Membership No. 222320  
UDIN: 23222320BGUWR5133

## ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The "Annexure A" referred to in clause 1 of "Report on Other Legal and Regulatory Requirements" Paragraph of the Independent Auditor's Report of even date to the members of **Transport Corporation of India Limited** on the Consolidated Financial Statements as on and for the year ended 31<sup>st</sup> March 2023.

In terms of the information and explanations sought by us and given by the Group and its associate and jointly controlled entity and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) On the basis of, reports of the statutory auditors of its subsidiaries and jointly controlled entity incorporated in India taken on record, qualifications or adverse remarks that has been provided by respective auditors in the CARO 2020 of respective companies for the year ended 31<sup>st</sup> March 2023 are:

S. No.	Name	CIN	Holding Company/ Subsidiary/ Joint Venture/ Associates	Paragraph
1	Transystem Logistics International Private Limited	U63023KA1999PTC024769	Jointly Controlled Entity	(vii)(a), (xiv)(a)

The report of the following component included in the consolidated financial statements has not been issued by its auditor till the date of our auditor's report:

S.No.	Name	CIN	Holding Company/ Subsidiary/ Joint Venture/ Associates
1	Cargo Exchange India Private Limited	U63090TG2015PTC097453	Associate

**For Brahmayya & Co.,**  
Chartered Accountants  
Firm's Regn No. 000511S

**Lokesh Vasudevan**  
Partner  
Membership No. 222320  
UDIN: 23222320BGYUWR5133

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

The **Annexure B**, referred to in Clause 2(g) of **"Report on Other Legal and Regulatory Requirements"** Paragraph of the Independent Auditor's Report of even date to the members of **Transport Corporation of India Limited** on the Consolidated Financial Statements as of and for the year ended 31<sup>st</sup> March 2023.

### REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

In conjunction with our audit of the Consolidated Financial Statements of Transport Corporation of India Limited as of and for the year ended 31<sup>st</sup> March 2023, we have audited the internal financial controls over financial reporting of Transport Corporation of India Limited ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred as "the Group"), its associate and jointly controlled entity, which are incorporated in India, as on that date (together referred to as the "Covered Entities" in this report). Refer Annexure C for the list of Covered Entities.

### MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company, its subsidiaries, its associate and jointly controlled entity which are incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### AUDITORS' RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the company, its subsidiaries, associate and jointly controlled entity incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the SAs, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control over financial reporting of the Holding Company, its subsidiaries, associate and jointly controlled entity, incorporated in India.

### MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

### INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

### OPINION

In our opinion and to the best of our information and according to the explanation given to us, the Holding Company, its subsidiaries, its associate and jointly controlled entity, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2023, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### OTHER MATTER

Our report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the covered entities as listed in Annexure B is based on the corresponding reports of the auditors of such companies.

**For Brahmayya & Co.,**  
Chartered Accountants  
Firm's Regn No. 0005115

**Lokesh Vasudevan**  
Partner

Place: Gurugram  
Date: 18<sup>th</sup> May 2023

Membership No. 222320  
UDIN: 23222320BGYUWR5133

## ANNEXURE C COVERED ENTITIES

<b>Sl.No.</b>	<b>Name of the Company</b>	<b>Relationship</b>
1	Stratsol Logistics Private Limited	Subsidiary
2	TCI Ventures Limited	Subsidiary
3	TCI Cold Chain Solutions Limited	Subsidiary
4	TCI-CONCOR Multimodal Solutions Private Limited.	Subsidiary
5	Transystem Logistics International Private Limited	Jointly Controlled Entity
6	Cargo Exchange India Private Limited	Associate

# CONSOLIDATED BALANCE SHEET

AS AT 31<sup>ST</sup> MARCH 2023

(₹ in Mn)			
Particulars	Note No.	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>I. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
a) Property, Plant and Equipment	5	7,176.87	7,210.50
b) Capital Work-in-Progress	5	259.78	73.02
c) Right of Use Assets	6	707.33	772.76
d) Other Intangible Assets	7	28.43	30.24
e) Financial Assets			
i) Investments	8	1,977.13	1,779.80
ii) Other Financial Assets	9	102.36	57.26
f) Other Non-Current Assets	10	402.14	193.71
<b>Total Non Current Assets</b>		<b>10,654.04</b>	<b>10,117.29</b>
<b>2. Current Assets</b>			
a) Inventories	11	50.03	84.60
b) Financial Assets			
i) Investments	8	881.83	147.25
ii) Trade Receivables	12	5,609.10	5,082.49
iii) Cash and Cash Equivalents	13	1,699.36	678.91
iv) Other Bank Balances	13	146.45	65.62
v) Loans	14	11.92	12.45
vi) Other Financial Assets	9	1,386.45	1,240.08
c) Current Tax Assets (Net)	15	90.59	305.92
d) Other Current Assets	10	469.27	535.68
<b>Total Current Assets</b>		<b>10,345.00</b>	<b>8,153.00</b>
<b>3. Non-Current Assets Held for Sale</b>	16	10.12	-
<b>Total Assets</b>		<b>21,009.16</b>	<b>18,270.29</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
a) Equity Share Capital	17	155.13	154.66
b) Other Equity	17A	16,862.75	14,148.10
<b>Total Equity</b>		<b>17,017.88</b>	<b>14,302.76</b>
<b>2. NON-CONTROLLING INTEREST</b>	17A	301.17	273.77
<b>3. NON-CURRENT LIABILITIES</b>			
a) Financial Liabilities			
i) Borrowings	18	395.58	228.01
ii) Lease Liabilities	19	235.18	264.72
b) Deferred Tax Liabilities (Net)	20	300.25	275.61
c) Provisions	21	56.63	46.27
d) Government Grant	22	18.21	18.56
<b>Total Non Current Liabilities</b>		<b>1,005.85</b>	<b>833.17</b>
<b>4. CURRENT LIABILITIES</b>			
a) Financial Liabilities			
i) Borrowings	18	229.64	391.30
ii) Lease Liabilities	19	58.34	78.23
iii) Trade Payables	23		
a) total outstanding dues of micro and small enterprises		67.31	38.90
b) total outstanding dues of creditors other than micro and small enterprises		692.55	932.07
iv) Other Financial Liabilities	24	1,006.85	889.38
b) Other Current Liabilities	25	402.90	325.27
c) Provisions	21	226.32	205.09
d) Government Grant	22	0.35	0.35
<b>Total Current Liabilities</b>		<b>2,684.26</b>	<b>2,860.59</b>
<b>Total Equity and Liabilities</b>		<b>21,009.16</b>	<b>18,270.29</b>
<b>Summary of Significant Accounting Policies</b>	<b>2-4</b>	-	-

The accompanying notes form an integral part of the Consolidated Financial Statements

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

(₹ in Mn)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March 2023	For the year Ended 31 <sup>st</sup> March 2022
<b>I REVENUE</b>			
Revenue from Operations	26	37,825.73	32,588.05
Other Income	27	302.62	177.88
<b>Total Income</b>		<b>38,128.35</b>	<b>32,765.93</b>
<b>II EXPENSES</b>			
Cost of Rendering of Services	28	30,306.64	25,766.37
Employee Benefits Expense	29	1,965.33	1,699.84
Finance Costs	30	98.21	128.27
Depreciation and Amortization Expense	31	1,214.07	1,130.21
Other Expenses	32	1,313.68	1,013.22
<b>Total Expenses</b>		<b>34,897.93</b>	<b>29,737.91</b>
<b>III PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (I-II)</b>		<b>3,230.42</b>	<b>3,028.02</b>
IV Share of Profit from Joint Venture		443.62	276.68
<b>V PROFIT BEFORE TAX (III+IV)</b>		<b>3,674.04</b>	<b>3,304.70</b>
VI Exceptional Items	33	33.75	-
<b>VII PROFIT BEFORE TAX AFTER EXCEPTIONAL ITEMS (V-VI)</b>		<b>3,640.29</b>	<b>3,304.70</b>
<b>VIII Tax Expenses:</b>	34		
Current Tax		408.38	390.10
MAT Credit		(6.85)	(5.02)
Deferred Tax		32.87	(8.61)
<b>IX PROFIT FOR THE YEAR (VII-VIII)</b>		<b>3,205.89</b>	<b>2,928.23</b>
<b>X OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be Reclassified to Profit or Loss:</b>			
Change in fair value of Equity Instruments designated as fair value through OCI		34.40	73.22
Gain/(Loss) on sale of Investment classified at FVTOCI		(2.37)	-
Remeasurements of Post-Employment Benefit obligations		(53.94)	(23.52)
Income tax relating items that will not be reclassified to Profit or Loss Statement			
Deferred Tax		(8.23)	10.79
<b>Other Comprehensive Income for the Year, Net of Tax</b>		<b>(13.68)</b>	<b>38.91</b>
<b>XI TOTAL COMPREHENSIVE INCOME FOR THE YEAR (IX+X)</b>		<b>3,192.21</b>	<b>2,967.14</b>
<b>Profit Attributable to:</b>			
Owner of Transport Corporation of India Ltd.		3,173.35	2,896.08
Non-Controlling Interests		32.54	32.15
<b>Total</b>		<b>3,205.89</b>	<b>2,928.23</b>
<b>Other Comprehensive Income Attributable to:</b>			
Owner of Transport Corporation of India Ltd.		(13.68)	38.91
Non-Controlling Interests		-	-
<b>Total</b>		<b>(13.68)</b>	<b>38.91</b>
<b>Total Comprehensive Income Attributable to:</b>			
Owner of Transport Corporation of India Ltd.		3,159.67	2,934.99
Non-Controlling Interests		32.54	32.15
<b>Total</b>		<b>3,192.21</b>	<b>2,967.14</b>
<b>Earning Per Equity Share of ₹ 2 Each</b>	35		
Basic		40.96	37.50
Diluted		40.83	37.34
<b>Summary of Significant Accounting Policies</b>	<b>2-4</b>		

The accompanying notes form an integral part of the Consolidated Financial Statements

In terms of our Report of even date

For and on behalf of the Board

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

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**VINEET AGARWAL**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# CONSOLIDATED STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

Particulars	(₹ in Mn)	
	Year Ended 31 <sup>st</sup> March 2023	Year Ended 31 <sup>st</sup> March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit Before Tax after Exceptional Items</b>	<b>3,640.29</b>	<b>3,304.70</b>
<b>Adjustments for :</b>		
Depreciation	1,214.07	1,130.21
Unclaimed Balances and Excess Provisions Written Back	(31.99)	(19.45)
Loss (Profit) on Sale of Property, Plant & Equipment	7.97	10.70
Gain On Lease Modification Ind AS 116	(2.22)	(3.99)
Loss (Profit) on Sale of Investment	-	(0.92)
Loss (Profit) of the Joint Venture/Associate	(443.62)	(276.68)
Share Based Payments to Employees	50.14	41.63
Provision for Diminution of Investment	33.75	-
Bad Debts and Irrecoverable Balances Written Off (including Provision)	64.19	43.14
Exchange Loss (Gain)	(3.18)	-
Finance Costs	98.21	128.27
Interest Income	(104.86)	(18.57)
Dividend Income	(0.44)	(0.18)
Government Grant / Scrip Issued	(0.35)	(1.89)
<b>Operating Profit Before Working Capital Changes</b>	<b>4,521.96</b>	<b>4,336.97</b>
<b>Adjustments For :</b>		
Decrease (Increase) In Inventories	34.57	(13.43)
Decrease (Increase) In Trade Receivables, Current	(555.63)	4.24
Decrease (Increase) In Other Financial Assets	(174.26)	(152.76)
Decrease (Increase) In Other Bank Balances	(80.83)	(11.10)
Decrease (Increase) In Other Assets	85.49	(67.40)
Increase (Decrease) In Trade and Other Payables	(211.11)	(51.35)
Increase (Decrease) In Other Financial Liabilities	117.17	120.03
Increase (Decrease) In Provisions	31.59	12.03
Increase (Decrease) In Other Current Liabilities	23.69	(2.76)
<b>Cash Flow From Operating Activities</b>	<b>3,792.64</b>	<b>4,174.47</b>
(Direct Taxes Paid)/Refund Received (Net)	(186.20)	(494.42)
<b>Net Cash From Operating Activities</b>	<b>3,606.44</b>	<b>3,680.05</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Property, Plant & Equipment (Including Capital Advances)	(1,560.38)	(760.12)
Loans	0.53	(2.50)
Proceeds on Sale of Property, Plant & Equipment	30.47	52.89
Sale of Investments	11.13	8.44
Investment in Commercial Paper	(734.58)	(147.25)
Interest Received	87.65	24.74
Dividend Received	314.04	98.18
Purchase of Investments	(80.15)	(36.55)
<b>Net Cash From Investing Activities</b>	<b>(1,931.29)</b>	<b>(762.17)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds from Minority Interest	-	160.49
Proceeds from Issue of Share Capital (ESOS)	35.37	33.52
Short Term Borrowings (Net)	(125.80)	(1,070.00)
Proceeds from Term Borrowings	389.93	21.51
Repayment of Term Borrowings	(258.22)	(1,099.00)
Finance Cost Paid	(66.44)	(104.56)
Payment of Dividend	(542.65)	(409.62)
Repayment of Lease Liability	(86.89)	(111.86)
<b>Net Cash From Financing Activities</b>	<b>(654.70)</b>	<b>(2,579.52)</b>
Net Increase(Decrease) In Cash & Cash Equivalent(A+B+C)	1,020.45	338.36
Opening Cash & Cash Equivalent	678.91	340.55
<b>Closing Cash &amp; Cash Equivalent</b>	<b>1,699.36</b>	<b>678.91</b>
<b>COMPONENTS OF CASH AND CASH EQUIVALENTS</b>		
Cash in Hand	4.72	10.57
Balances with Banks		
Current Accounts	330.17	229.91
EEFC Accounts	-	22.27
Deposit Accounts	1,364.47	416.16
<b>Total</b>	<b>1,699.36</b>	<b>678.91</b>

The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard - 7 (Ind AS 7) Statement of Cash Flows.

In terms of our Report of even date

For and on behalf of the Board

For **Brahmayya & Co.**  
Chartered Accountants  
Firm Regn No 0005115

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

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**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023



# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

## A. EQUITY SHARE CAPITAL

Particulars	No. of Shares	₹ in Mn
Balance as at 1 <sup>st</sup> April 2021	77,099,750	154.20
Changes in Equity Share Capital During FY 2021-22	228,175	0.46
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>77,327,925</b>	<b>154.66</b>
Changes in Equity Share Capital During FY 2022-23	235,525	0.47
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>77,563,450</b>	<b>155.13</b>

## B. OTHER EQUITY

(₹ in Mn)

Particulars	Other Equity										Total	Non-Controlling Interests	Total		
	Reserves and Surplus							Other Comprehensive Income		Total				Non-Controlling Interests	Total
	Retained Earnings	Securities Premium	General Reserve	Share Options Outstanding	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilized)	Reserve on Consolidation	Capital Redemption Reserve	FCTR						
<b>Balance as at 1<sup>st</sup> April 2021</b>	<b>2,979.90</b>	<b>206.74</b>	<b>7,313.95</b>	<b>65.86</b>	<b>120.00</b>	<b>752.45</b>	<b>123.94</b>	<b>19.40</b>	<b>(16.79)</b>	<b>44.93</b>	<b>(67.49)</b>	<b>11,542.89</b>	<b>86.28</b>	<b>11,629.17</b>	
Profit For the Year	2,896.08											2,896.08	32.15	2,928.23	
Other Comprehensive Income (Net of tax)										73.22	(23.52)	49.70		49.70	
Addition/Deletion During the Year									(10.57)			(10.57)	160.49	149.92	
Issue of Shares/Grant of Shares Options		33.05		48.64								81.69		81.69	
Transfer to Securities Premium		33.93		(33.93)											
Transfer In/(Out) with OCI															
Cancellation of Equity Stock Options				(2.08)								(2.08)		(2.08)	
Transfer In/(Out) General Reserve	(700.00)		700.00												
Transfer In/(Out) Tonnage Tax Reserve	(360.00)				360.00										
Transfer In/(Out) Tonnage Tax Reserve (Utilized)					(120.00)	120.00									
<b>Transactions With Owners in Their Capacity as Owners :</b>															
Dividends	(409.61)											(409.61)	(5.15)	(414.76)	
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>4,406.37</b>	<b>273.72</b>	<b>8,013.95</b>	<b>78.49</b>	<b>360.00</b>	<b>872.45</b>	<b>123.94</b>	<b>19.40</b>	<b>(27.36)</b>	<b>118.15</b>	<b>(91.01)</b>	<b>14,148.10</b>	<b>273.77</b>	<b>14,421.87</b>	
Profit For the Year	3,173.35											3,173.35	32.54	3,205.89	
Other Comprehensive Income (Net of tax)										26.68	(40.36)	(13.68)		(13.68)	
Addition/Deletion During the Year	18.34								3.23	(35.57)	17.23	3.23		3.23	
Issue of Shares/Grant of Shares Options		34.90		59.23								94.13		94.13	
Transfer to Securities Premium		37.61		(37.61)											
Transfer In/(Out) with OCI															
Cancellation of Equity Stock Options				0.27								0.27		0.27	
Transfer In/(Out) General Reserve	(1,700.00)		1,700.00												
Transfer In/(Out) Tonnage Tax Reserve	(330.00)				330.00										
Transfer In/(Out) Tonnage Tax Reserve (Utilized)					(360.00)	360.00									
<b>Transactions With Owners in Their Capacity as Owners :</b>															
Dividends	(542.65)											(542.65)	(5.14)	(547.79)	
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>5,025.41</b>	<b>346.23</b>	<b>9,713.95</b>	<b>100.38</b>	<b>330.00</b>	<b>1,232.45</b>	<b>123.94</b>	<b>19.40</b>	<b>(24.13)</b>	<b>109.26</b>	<b>(114.14)</b>	<b>16,862.75</b>	<b>301.17</b>	<b>17,163.92</b>	

In terms of our Report of even date

For and on behalf of the Board

For **Brahmayya & Co.**  
Chartered Accountants  
Firm Regn No 0005115

**Ravikant Uppal**  
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(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT

FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

## 1. CORPORATE INFORMATION

Transport Corporation of India Ltd. ("TCIL" or "the Holding Company"), its subsidiaries, its associate and jointly controlled entity are hereinafter collectively referred to as "the Group". The Holding Company is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Transport Corporation of India is India's leading end to end integrated supply chain and logistics solutions provider (LSP) and a pioneer in the sphere of cargo transportation in India. Leveraging on its extensive infrastructure, strong foundation and skilled manpower, TCIL offers seamless multimodal transportation solutions. An ISO 9001:2008 certified group, TCIL is listed with premier stock exchanges, namely, NSE and BSE.

## 2. BASIS OF PREPARATION

These notes provide the list of the significant accounting policies adopted in the preparation of these Consolidated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### A) COMPLIANCE WITH IND AS

The Consolidated Financial Statements of the Group have been prepared in accordance with the India Accounting Standard ("Ind AS") as notified under section 133 of the Companies Act, 2013 read with prescribed rules therein. The Group has uniformly applied the accounting policies during the periods presented.

The Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2023 were authorized and approved by the Board of Directors on 18<sup>th</sup> May 2023.

### B) HISTORICAL COST CONVENTION

The Consolidated Financial Statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities (including derivative instruments) and contingent consideration that is measured at fair value or amortized cost;
- Assets held for sale – measured at lower of carrying amount and fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and
- Share-based payments — measured at fair value options at the grant date

### C) CURRENT / NON-CURRENT CLASSIFICATION

Any asset or liability is satisfied as current if it satisfies any of the following conditions:

- Asset / Liability is expected to be realized / settled in the Group's normal operating cycle

- Asset is intended for sale or consumption
- Asset / Liability is held primarily for the purpose of trading
- Asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date
- In case of a Liability, the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date

For the purpose of this classification, the Group has ascertained its normal operating cycle as twelve months, which is based on the nature of business and time between acquisition of assets and inventories for processing and their realization in cash and cash equivalents.

## 3. USE OF SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reporting amounts of assets, liabilities, income and expense and disclosures made. Although these estimates are based on management's best knowledge of current events and actions, actual result may differ from those estimates.

The critical accounting estimates and assumptions used and areas involving a high degree of judgements are described below:

### 3.1. USE OF ESTIMATION AND ASSUMPTION

In the process of applying the entity's accounting policies, management had made the following estimation and assumptions that have the significant effect on the amounts recognized in the financial statements. The estimates and assumptions used in accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements, reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

#### a) Property, Plant and Equipment & Intangible Assets

Key estimates related to long-lived assets (property, plant and equipment and intangible assets) include useful lives, recoverability of carrying values and the existence of any retirement obligations. As a result of future decisions, such estimates could be significantly modified. The useful lives as mentioned in Note No. 4.2 and

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

Note No. 4.3 is applied as per Schedule II of Companies Act, 2013 and estimated based upon our historical experience, technical estimates and industry information. These estimates include an assumption regarding periodic maintenance and an appropriate level of annual capital expenditures to maintain the assets.

**b) Employee Benefits - Measurement of Defined Benefit Obligation (DBO)**

Management assesses post-employment and other employee benefit obligations using the projected unit credit method based on actuarial assumptions which represent management's best estimates of the variables (such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases) that will determine the ultimate cost of providing post-employment and other employee benefits. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses

**c) Income Taxes**

The Group recognizes tax liabilities based upon self-assessment as per the tax laws. When the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

**3.2. CRITICAL JUDGEMENTS MADE IN APPLYING ACCOUNTING POLICIES**

**a) Revenue**

The Group recognizes revenue from contracts with customers based on a five-step model as per Ind AS 115 (Refer Note No. 4.20) which involves judgements such as identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables. The management exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time It considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Revenue from freight services is recognized over time using percentage-of-completion method. The management uses judgement to estimate the services provided as on reporting date as a proportion of total services provided which is used to determine the degree of the completion of the performance obligation.

**b) Recognition of Deferred Tax Assets**

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

**c) Recognition of Deferred Tax Liabilities on Undistributed Profits**

The extent to which the Group can control the timing of reversal of deferred tax liability on undistributed profits of its subsidiaries requires judgement.

**d) Evaluation of Indicators for Impairment of Assets**

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**e) Expected Credit Losses**

Expected credit losses of the Group are based on an evaluation of the collectability of receivables. A considerable amount of judgement is required in assessing the ultimate realization of these receivables, including their current credit worthiness, past collection history of each customer and ongoing dealings with them. If the financial conditions of the counterparties with which the Group contracted were to deteriorate, resulting in an impairment of their ability to make payments, additional expected credit loss may be required.

**f) Useful Life of Depreciable/Amortizable Assets**

Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, customer relationships, IT equipment and other plant and equipment.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

### g) Fair Value Measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

### h) Provisions

At each balance sheet date, basis the management judgement, changes in facts and legal aspects, the Group assess the requirement of the provisions. However, the actual future outcome may be different from this judgement.

### i) Leases

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain or not to exercise the option to renew or terminate the lease. That considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

### 3.3. RECENT PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31<sup>st</sup> March 2023, MCA notifies the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1<sup>st</sup> April 2023 as below:

#### Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it

can reasonably be expected to influence decisions of primary users of general-purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

#### Ind AS 12 – Income Tax

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group is evaluating the impact, if any, in its financial statements.

#### Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

#### Ind AS 107 – Financial Instruments: Disclosures and Ind AS 34 – Interim Financial Reporting

These amendments are consequent to the amendments in Ind AS 1 related to change from 'significant accounting policies' to 'material accounting policy information'. The Group does not expect this amendment to have any significant impact on its financial statements.

The Group has not early adopted any amendments that have been notified but are not yet effective.

## 4. SIGNIFICANT ACCOUNTING POLICIES

### 4.1. BASIS OF CONSOLIDATION

#### Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

They are deconsolidated from the date that control ceases. Profit or loss and other comprehensive income ('OCI') of subsidiaries acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of 31<sup>st</sup> March 2023.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's profit or loss and net assets that is not held by the Group. Profit or loss and each component of OCI are attributed to the equity holders of the Holding Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of subsidiaries between the owners of the Holding Company and the non-controlling interests based on their respective ownership interests.

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiaries. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

### **Associates and Joint Ventures**

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted using the equity method, after initially being recognized at cost.

Investments in joint arrangement are classified as either Joint operations or Joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the

Joint arrangement.

- Joint ventures – Joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Interest in joint venture is accounted for using the equity method, after initially being recognized at cost.
- Joint operations – Joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The Group recognizes its direct right to the assets, liabilities, revenue and expenses of Joint operations and its share of any jointly held or incurred assets, liabilities, revenue and expenses. These have been incorporated in the financial statement under the appropriate heading.

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. The carrying amount of equity accounted investments is tested for impairment in accordance with impairment of non-financial asset policy.

### **Business Combinations**

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their acquisition date fair values.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for noncontrolling and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the difference is recognized in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognizes the gain directly in equity as capital reserve, without routing the same through OCI.

Where settlement of any part of cash consideration is deferred, the amount payable in the future is discounted to their present value as at the date of exchange. The discount rate used is the Group's incremental borrowing rate, being the rate at which the similar borrowing could be obtained from an independent financier under comparable terms and condition.

Contingent consideration is classified either as equity or financial liability. Amount classified as financial liability are subsequently re-measured to fair value with changes in fair value recognized in profit or loss.

Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest's method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities except changes made to harmonize the accounting policies.

### 4.2. PROPERTY, PLANT AND EQUIPMENT AND DEPRECIATION

#### Initial Recognition

All items of property, plant and equipment are initially measured at cost. The cost of an item of plant and equipment is recognized as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Cost includes its purchase price (after deducting

trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to bringing the asset to the location & condition necessary for it to be capable of operating in the manner intended by management, borrowing costs on qualifying assets and asset retirement costs.

The activities necessary to prepare an asset for its intended use or sale extend to more than just physical construction of the asset. It may also include technical (DPR, environmental, planning, Land acquisition and geological study) and administrative work such as obtaining approvals before the commencement of physical construction.

The cost of replacing a part of an item of property, plant and equipment is capitalized if it is probable that the future economic benefits of the part will flow to the Group and that its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

Costs of day-to-day repairs and maintenance costs are recognized into the statement of profit and loss account as incurred.

#### Subsequent measurement

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

#### Depreciation

Depreciation is provided on Straight Line Method, as per the provisions of Schedule II of the Companies Act, 2013 or based on useful life estimated on the technical assessment. Asset class wise useful lives are as under:

Type of Assets	Useful Life
Building	60 years
Leasehold Improvements	Lease Term
Ships	As per technical assessment
Motor Trucks	6 years
Vehicles	8-10 years
Plant and Machinery	15 years
Wind Power Plant	22 years
Computers	3 years
Containers	15 years
Furniture and Fixtures	10 years
Office Equipments	5 years
Electrical Equipments	10 years
Railway Wagons	15 years

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

In respect of additions / deletions to the fixed assets / leasehold improvements, depreciation is charged from the date the asset is ready to use / up to the date of deletion.

### De-recognition

An item of plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the asset is recognized in the profit or loss in the year the asset is derecognized.

### Capital Work in Progress and Capital Advances

Cost of asset not ready for intended use and assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress. Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Asset in accordance with Schedule III to the Companies Act, 2013.

## 4.3. INTANGIBLE ASSETS & AMORTIZATION

### Initial Recognition

Intangible assets acquired separately are initially measured at cost. Intangible assets are recognized if and only if, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and the cost of the asset can be measured reliably.

Cost of separately acquired intangible assets includes its purchase price (after deducting trade discounts and rebates), import duties & non-refundable purchase taxes, any costs directly attributable to preparing the asset for its intended use.

### Subsequent measurement and Amortization

Intangible assets are stated at cost of acquisition less accumulated amortization and accumulated impairment losses, if any. Subsequent expenditure related to an item of intangible assets are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The carrying values of intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, estimated useful lives and amortization method are reviewed at each financial year-end, and adjusted prospectively, if appropriate

The useful lives of intangible assets are assessed as either finite or indefinite. Finite-life intangible assets are amortized on a straight-line basis over the period of their estimated useful lives. Estimated useful lives by

major class of finite-life intangible assets are as follows:

Intangible Assets	Method of Amortization	Estimated Useful life
Computer Software	on straight-line basis	Over a period of 3 to 10 years
Railway Operating License	on straight-line basis	20 years based on validity of license

The amortization period and the amortization method for Other Intangible Assets with a finite useful life are reviewed at each reporting date.

### De-recognition

The amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Indefinite-life intangible assets comprises of those assets for which there is no foreseeable limit to the period over which they are expected to generate net cash inflows. These are considered to have an indefinite life, given the strength and durability of the Group and the level of marketing support.

For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively based on revised estimates.

## 4.4. INVENTORIES

Inventories are valued at lower of cost and net realizable value. Cost of inventory includes cost of purchase and other costs incurred in bringing them to their present location and condition. Net Realizable Value in respect of consumables is the estimated current procurement price in the ordinary course of the business.

## 4.5. IMPAIRMENT OF NON – FINANCIAL ASSETS

At each reporting date, the Group assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the Group makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

assessments of the time value of money and the risks specific to the asset.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of Profit and Loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation surplus.

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

The impairment assessment for all assets is made at each reporting date to determine whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit or loss.

### 4.6. FINANCIAL ASSETS

Financial assets comprise of investments in equity and debt securities, mutual funds, loans, trade receivables, cash and cash equivalents and other financial assets.

#### Initial Recognition

All financial assets except investments in associates and jointly controlled entities are recognized initially at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price. Purchases or sales of financial asset that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the assets.

#### Subsequent Measurement

##### a) Financial assets measured at amortized cost:

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely

payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the Statement of Profit and Loss.

The Group while applying above criteria has classified the following at amortized cost:

- a. Loans
- b. Trade Receivable
- c. Cash and Cash Equivalents
- d. Other Financial Assets

##### b) Financial assets at fair value through other comprehensive income (FVTOCI):

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, selling the financial assets and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in other comprehensive income. Equity instruments held for trading are classified at fair value through profit or loss (FVTPL). For other equity instruments the Group classifies the same at FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity investments at FVTOCI, excluding dividends are recognized in other comprehensive income (OCI).

##### c) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the statement of profit and loss.

##### d) Investments in joint ventures & associates are carried at cost in the consolidated financial statements. However, a provision for diminution in value is made to recognize a decline other than temporary in value of the investments.

#### Impairment

Financial assets are tested for impairment based on the expected credit losses in accordance with Ind AS 109 on the following financial assets:



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**a) Trade Receivables**

An impairment analysis is performed at each reporting date. The expected credit losses over life time of the asset are estimated by adopting the simplified approach using a provision matrix on its portfolio of trade receivables, which is based on historical loss rates reflecting current condition and forecasts of future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

**b) Other financial assets**

Other financial assets are tested for impairment based on significant change in credit risk since initial recognition and impairment is measured based on probability of default over the life time when there is significant increase in credit risk.

**De-recognition**

A financial asset is derecognized only when:

- The Group has transferred the rights to receive cash flows from the financial asset or
- The contractual right to receive cash flows from financial asset is expired or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and transferred substantially all risks and rewards of ownership of the financial asset, in such cases the financial asset is derecognized. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is also derecognized if the Group has not retained control of the financial asset.

**4.7. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprise cash at bank (including deposits with banks with original maturity of three months or less) and cash in hand and short-term investments with an original maturity of three months or less. Deposits with banks are subsequently measured at amortized cost and short term investments are measured at fair value through statement of profit & loss account.

**4.8. NON-CURRENT ASSETS HELD FOR SALE**

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when

all the following criteria are met:

- (i) decision has been made to sell,
- (ii) the assets are available for immediate sale in its present condition,
- (iii) the assets are being actively marketed and
- (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are no longer depreciated or amortized.

**4.9. SHARE CAPITAL**

Equity Shares are classified as equity

**4.10. FINANCIAL LIABILITIES**

**Initial Recognition**

Financial liabilities are recognized when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognized initially at fair value plus any directly attributable transaction costs, such as loan processing fees and issue expenses.

**Subsequent Measurement - at amortized cost**

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are de recognized, and through the amortization process.

**De-recognition**

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

**4.11. BORROWING COSTS**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. Capitalization of borrowing cost is suspended in the period during which the active

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

development is delayed due to other than temporary interruption. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

### 4.12.EMPLOYEE BENEFITS

Employee benefits are charged to the Statement of Profit and Loss for the year.

Retirement benefits in the form of Provident Fund are defined contribution scheme and such contributions are recognized, when the contributions to the respective funds are due. There is no other obligation other than the contribution payable to the respective funds

Gratuity liability is defined benefit obligation and is provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re measurement in case of defined benefit plans gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and they are included in the statement of changes in equity.

Compensated absences are provided for on the basis of actuarial valuation on projected unit credit method made at the end of each financial year. Re measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in statement of profit or loss account.

The amount of Non-current and Current portions of employee benefits is classified as per the actuarial valuation at the end of each financial year.

### 4.13.SHARE BASED PAYMENTS - EMPLOYEE STOCK OPTION SCHEME

The Group has formulated an Employees Stock Option Scheme which provides that subject to continued employment with the Holding Company or the Group, employees of the Holding Company and its subsidiary are granted an option to acquire equity shares of the Holding Company that may be exercised within a specified period. The fair value of options granted under Employee Stock Option Plan is recognized as a Deferred employee stock option compensation with

a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options. The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

### 4.14.INCOME TAXES

Income tax expense is comprised of current and deferred taxes. Current and deferred tax is recognized in net income except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income. Current income tax relating to items recognized outside profit and loss is recognized outside profit and loss (either in other comprehensive income or in equity). Current income taxes for the current period, including any adjustments to tax payable in respect of previous years, are recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the tax rates that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and liabilities are recognized for temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax base using the tax rates that are expected to apply in the period in which the deferred tax asset or liability is expected to settle, based on the laws that have been enacted or substantively enacted by the end of reporting period.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable income will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced accordingly to the extent that it is no longer probable that they can be utilized.

Deferred tax assets and liabilities are offset when there is legally enforceable right of offset current tax assets and liabilities when the deferred tax balances relate to the same taxation authority. Current tax asset and liabilities are offset where the entity has legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred Tax relating to items recognized outside profit or loss is recognized outside profit and loss (either in other comprehensive income or in equity).

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**4.15.LEASES**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**Group as a lessee**

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

- (i) the contract involves the use of an identified asset
- (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease, and
- (iii) the Group has the right to direct the use of the asset

The Group's lease assets consist of the following:

Asset Description	Useful life
Leasehold Land	As per Lease period
Leasehold Building	Lower of Lease period or useful life

At date of commencement of leases, the Group recognized a right -of-use of asset (ROU) and a corresponding lease liability for all the lease arrangements, except for those with a term of twelve month or less (short term leases) and leases of low value assets. For these leases, the Group recognizes lease payments as an operating expense on straight line basis over the lease term.

**Initial Measurement**

ROU assets are initially measured at cost that comprises of the initial amount of lease liability adjusted for any lease payments made at or prior to the date of commencement, initial direct costs and lease incentives (if any).

Lease Liability is initially measured at the present value of future lease payments that are not paid at that date. The lease payments shall be discounted using the interest the interest rate implicit in the lease or, if not readily determinable, incremental borrowing rate.

**Subsequent Measurement**

ROU assets are subsequently measured at cost less accumulated depreciation and impairment loss, if any. ROU is depreciated from the date of commencement on a straight-line basis over the shorter of lease term or useful life of the underlying asset.

Lease Liability is subsequently measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments made.

The carrying amount of lease liability is remeasured to reflect any reassessment or lease modification such as change in lease term.

ROU asset and lease liability are separately presented in the balance sheet and lease payments have been classified as financing cash flows.

**Group as a lessor**

Leases for which the Group is a lessor is classified as finance or operating lease. Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Lease income from operating leases is recognized in the statement of profit and loss income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**4.16.PROVISIONS**

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

The Group recognizes decommissioning provisions in the period in which a legal or constructive obligation is incurred. A corresponding decommissioning cost is added to the carrying amount of the associated property, plant and equipment, and it is depreciated over the estimated useful life of the asset.

**4.17.CONTINGENT LIABILITIES**

Contingent liability is disclosed in case of:

- A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from past events, when no reliable estimate is possible;
- A possible obligation arising from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group where the probability of outflow of resources is not remote.

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### 4.18. CONTINGENT ASSETS

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

### 4.19. FAIR VALUE MEASUREMENTS

Group follows the following mentioned underneath hierarchy for determining fair values of its financial instruments:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data.

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting dates. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value for these instruments is determined using Level 1 inputs.

The fair value of financial instruments that are not traded in an active market (for example, over the counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is fair valued using level 2 inputs.

If one or more of the significant inputs is not based on observable market data, the instrument is fair valued using Level 3 inputs. Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the reporting dates, with the resulting value discounted back to present value
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

### 4.20. REVENUE RECOGNITION

The Group derives revenues primarily from business of freight, logistic services (comprising of supply chain management, warehousing and allied services) and sale of power.

The Group recognizes revenue from contracts with customers based on a five-step model, such as to, identifying the contracts with a customer, identifying the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract and recognize revenue when (or as) the entity satisfies a performance obligation at a point in time or over time. The Group satisfies a performance obligation and recognizes revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs; or
- The Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Group's performance does not create an asset with an alternative use to the Group and the entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognized at the point in time at which the performance obligation is satisfied.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.

- **Freight Services** - Freight income and associated expenses are recognized over time using the percentage of completion method (POCM). The stage of completion is assessed with reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be provided. Generally, the contracts are fixed price, thus the associated cost can be reliably measured.
- **Logistics Services** - Under Logistics Services, the principal service is related to the customer contracts for warehousing activities. Based on the customer contracts logistic income is recognized at the point in time when the services are rendered, the amount of revenue can be reliably measured and, in all probability, the economic

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

benefit from the transaction will flow to the Group.

- **Sale of Power** - Income from the sale of power is recognized at the point in time on transfer of significant risks and rewards of ownership to the buyer, and measured based on the rates in accordance with the provision of the Power Purchase Agreement (PPAs) entered into by the Group and procurer(s) of power.

### 4.21. OTHER INCOME

#### Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Interest income on fixed deposits is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

#### Dividend income

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend and it is probable that the economic benefit associate with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

#### Sale of Renewable Energy Certificates and Carbon Credits

Income from sale of renewable energy certificate and carbon credit is recognized at the time when right to receive payment is established, which is generally when the certificates and credits are transferred.

### 4.22. 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.

### Transaction and Balances

Transactions in foreign currencies are translated to the functional currency of the Group, at exchange rates in effect at the transaction date. At each reporting date monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate in effect at the date of the financial statement. The translation for other non-monetary assets and liabilities are not updated from historical exchange rates unless they are carried at fair value.

### 4.23. GOVERNMENT GRANTS

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.

### 4.24. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing the profit attributable to owners of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account, the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 4.25. SEGMENT REPORTING

Operating segments are identified and reported in a manner consistent with the internal financial reporting provided to the chief operating decision makers responsible for allocating resources and assessing performance of the operating segments.

### 4.26. EVENTS AFTER REPORTING DATE:

Where events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the Consolidated Financial Statements. Non adjusting events after the Balance Sheet date which are material in size or nature are disclosed separately in the Consolidated Financial Statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**5. PROPERTY, PLANT AND EQUIPMENT CONSISTS OF THE FOLLOWING**

(₹ in Mn)

Particulars	Owned Assets:													Assets under Operating Lease:	Total
	Freehold Land	Buildings	Leasehold Improvement	Ships	Ship Dry Dock	Motor Trucks	Vehicles	Plant and Equipment	Computers	Containers	Furniture & Fixtures	Office Equipments	Railway Wagons	Plant & Equipments	
<b>Cost as at 1<sup>st</sup> April 2022</b>	<b>954.29</b>	<b>1,583.23</b>	<b>100.00</b>	<b>2,141.28</b>	<b>1,037.70</b>	<b>2,319.04</b>	<b>141.63</b>	<b>1,104.85</b>	<b>127.82</b>	<b>1,632.27</b>	<b>326.69</b>	<b>126.16</b>	<b>402.99</b>	<b>258.15</b>	<b>12,256.10</b>
Additions	0.18	4.96	23.50	-	304.20	408.36	42.93	144.15	35.18	163.46	9.84	6.18	-	-	1,142.94
Disposals	-	0.44	-	-	456.14	257.15	27.40	0.48	5.51	3.67	-	0.61	-	-	751.40
<b>Cost as at 31<sup>st</sup> March 2023</b>	<b>954.47</b>	<b>1,587.75</b>	<b>123.50</b>	<b>2,141.28</b>	<b>885.76</b>	<b>2,470.25</b>	<b>157.16</b>	<b>1,248.52</b>	<b>157.49</b>	<b>1,792.06</b>	<b>336.53</b>	<b>131.73</b>	<b>402.99</b>	<b>258.15</b>	<b>12,647.64</b>
Accumulated depreciation & Impairment as at 1 <sup>st</sup> April 2022	-	169.94	31.52	928.01	671.77	1,776.38	41.35	404.64	99.98	390.68	184.60	96.70	25.20	224.83	5,045.60
Depreciation	-	26.53	11.35	327.03	283.24	210.75	17.14	76.69	12.71	108.91	26.52	9.02	25.52	2.72	1,138.13
Disposals	-	0.09	-	-	456.14	234.41	14.29	0.38	4.67	2.94	-	0.04	-	-	712.96
<b>Accumulated depreciation &amp; Impairment as at 31<sup>st</sup> March 2023</b>	<b>-</b>	<b>196.38</b>	<b>42.87</b>	<b>1,255.04</b>	<b>498.87</b>	<b>1,752.72</b>	<b>44.20</b>	<b>480.95</b>	<b>108.02</b>	<b>496.65</b>	<b>211.12</b>	<b>105.68</b>	<b>50.72</b>	<b>227.55</b>	<b>5,470.77</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2023</b>	<b>954.47</b>	<b>1,391.37</b>	<b>80.63</b>	<b>886.24</b>	<b>386.89</b>	<b>717.53</b>	<b>112.96</b>	<b>767.57</b>	<b>49.47</b>	<b>1,295.41</b>	<b>125.41</b>	<b>26.05</b>	<b>352.27</b>	<b>30.60</b>	<b>7,176.87</b>
Capital Work in progress															<b>259.78</b>
<b>Total</b>															<b>7,436.65</b>

CWIP Ageing Schedule	Amount on CWIP for the period of				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Project in Progress	185.73	41.72	19.95	12.38	<b>259.78</b>

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(₹ in Mn)

Particulars	Owned Assets:													Assets under Operating Lease:	Total
	Freehold Land	Buildings	Leasehold Improvement	Ships	Ship Dry Dock	Motor Trucks	Vehicles	Plant and Equipment	Computers	Containers	Furniture & Fixtures	Office Equipments	Railway Wagons	Plant & Equipments	
<b>Cost as at 1<sup>st</sup> April 2021</b>	<b>861.36</b>	<b>1,540.52</b>	<b>76.58</b>	<b>2,141.28</b>	<b>759.65</b>	<b>2,434.06</b>	<b>134.03</b>	<b>1,036.38</b>	<b>107.21</b>	<b>1,513.40</b>	<b>318.76</b>	<b>114.09</b>	<b>253.00</b>	<b>258.15</b>	<b>11,548.47</b>
Additions	92.93	42.71	23.42	-	278.05	14.79	50.05	68.47	20.61	130.97	7.93	12.07	149.99	-	891.99
Disposals	-	-	-	-	-	129.81	42.45	-	-	12.10	-	-	-	-	184.36
<b>Cost as at 31<sup>st</sup> March 2022</b>	<b>954.29</b>	<b>1,583.23</b>	<b>100.00</b>	<b>2,141.28</b>	<b>1,037.70</b>	<b>2,319.04</b>	<b>141.63</b>	<b>1,104.85</b>	<b>127.82</b>	<b>1,632.27</b>	<b>326.69</b>	<b>126.16</b>	<b>402.99</b>	<b>258.15</b>	<b>12,256.10</b>
Accumulated depreciation & Impairment as at 1 <sup>st</sup> April 2021	-	143.70	22.37	600.98	511.87	1,646.66	50.73	331.97	89.16	298.44	157.14	86.67	9.18	222.11	4,170.98
Depreciation	-	26.24	9.15	327.03	159.90	252.07	16.70	72.67	10.82	102.35	27.46	10.03	16.02	2.72	1,033.16
Disposals	-	-	-	-	-	122.35	26.08	-	-	10.11	-	-	-	-	158.54
<b>Accumulated depreciation &amp; Impairment as at 31<sup>st</sup> March 2022</b>	<b>-</b>	<b>169.94</b>	<b>31.52</b>	<b>928.01</b>	<b>671.77</b>	<b>1,776.38</b>	<b>41.35</b>	<b>404.64</b>	<b>99.98</b>	<b>390.68</b>	<b>184.60</b>	<b>96.70</b>	<b>25.20</b>	<b>224.83</b>	<b>5,045.60</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2022</b>	<b>954.29</b>	<b>1,413.29</b>	<b>68.48</b>	<b>1,213.27</b>	<b>365.93</b>	<b>542.66</b>	<b>100.28</b>	<b>700.21</b>	<b>27.84</b>	<b>1,241.59</b>	<b>142.09</b>	<b>29.46</b>	<b>377.79</b>	<b>33.32</b>	<b>7,210.50</b>
Capital Work in progress															<b>73.02</b>
<b>Total</b>															<b>7,283.51</b>

CWIP Ageing Schedule	Amount on CWIP for the period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	42.02	20.03	4.93	6.04	<b>73.02</b>

- (i) Refer Note No. 18 & 47 for information on property, plant and equipment pledged as security by the Group.  
(ii) The borrowing costs capitalised during the year ended 31<sup>st</sup> March 2023 was ₹ Nil (31<sup>st</sup> March 2022: ₹ 5.49 Mn).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**6. RIGHT-OF-USE ASSETS**

(₹ in Mn)

Particulars	Leasehold Building	Leasehold Land	Total
Cost as at 1 <sup>st</sup> April 2022	426.64	457.73	884.37
Additions	45.94	0.20	46.14
Disposals	110.08	-	110.08
<b>Cost as at 31<sup>st</sup> March 2023</b>	<b>362.50</b>	<b>457.93</b>	<b>820.43</b>
Accumulated depreciation as at 1 <sup>st</sup> April 2022	99.45	12.16	111.61
Depreciation	68.49	5.36	73.85
Disposals	72.36	-	72.36
<b>Accumulated depreciation as at 31<sup>st</sup> March 2023</b>	<b>95.58</b>	<b>17.52</b>	<b>113.10</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2023</b>	<b>266.92</b>	<b>440.41</b>	<b>707.33</b>

Particulars	Leasehold Building	Leasehold Land	Total
Cost as at 1 <sup>st</sup> April 2021	230.79	446.06	676.85
Additions	237.23	11.67	248.90
Disposals	41.38	-	41.38
<b>Cost as at 31<sup>st</sup> March 2022</b>	<b>426.64</b>	<b>457.73</b>	<b>884.37</b>
Accumulated depreciation as at 1 <sup>st</sup> April 2021	32.38	6.76	39.14
Depreciation	89.57	5.40	94.97
Disposals	22.50	-	22.50
<b>Accumulated depreciation as at 31<sup>st</sup> March 2022</b>	<b>99.45</b>	<b>12.16</b>	<b>111.61</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2022</b>	<b>327.19</b>	<b>445.57</b>	<b>772.76</b>

**7. OTHER INTANGIBLE ASSETS**

(₹ in Mn)

Particulars	Softwares	Railway Operating Licence	Total
Cost as at 1 <sup>st</sup> April 2022	12.42	30.00	42.42
Additions	0.28	-	0.28
Disposals	-	-	-
<b>Cost as at 31<sup>st</sup> March 2023</b>	<b>12.70</b>	<b>30.00</b>	<b>42.70</b>
Accumulated Amortization as at 1 <sup>st</sup> April 2022	9.76	2.42	12.18
Amortization	0.59	1.50	2.09
Disposals	-	-	-
<b>Accumulated Amortization as at 31<sup>st</sup> March 2023</b>	<b>10.35</b>	<b>3.92</b>	<b>14.27</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2023</b>	<b>2.35</b>	<b>26.08</b>	<b>28.43</b>

Particulars	Softwares	Railway Operating Licence	Total
Cost as at 1 <sup>st</sup> April 2021	11.18	30.00	41.18
Additions	1.24	-	1.24
Disposals	-	-	-
<b>Cost as at 31<sup>st</sup> March 2022</b>	<b>12.42</b>	<b>30.00</b>	<b>42.42</b>
Accumulated Amortization as at 1 <sup>st</sup> April 2021	9.18	0.92	10.10
Amortization	0.58	1.50	2.08
Disposals	-	-	-
<b>Accumulated Amortization as at 31<sup>st</sup> March 2022</b>	<b>9.76</b>	<b>2.42</b>	<b>12.18</b>
<b>Net Carrying amount as at 31<sup>st</sup> March 2022</b>	<b>2.66</b>	<b>27.58</b>	<b>30.24</b>



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**8. INVESTMENTS**

(₹ in Mn)

Particulars	Number of Shares/Units		Amount	
	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>NON CURRENT INVESTMENT</b>				
<b>IN EQUITY INSTRUMENTS</b>				
<b>IN OTHER COMPANIES (UNQUOTED) (AT FVTOCI)</b>				
Fully Paid up Shares of ₹ 10/- Each of TCI Distribution Centers Ltd.	143,700	143,700	1.44	1.44
Fully Paid up Shares of ₹ 20/- Each of AIOT Foundry Pvt. Ltd.	40	40	5.29	5.49
<b>Sub total (a)</b>	<b>143,740</b>	<b>143,740</b>	<b>6.73</b>	<b>6.93</b>
<b>IN JOINTLY CONTROLLED ENTITY (UNQUOTED) (AT COST)</b>				
Fully Paid up Shares of ₹ 10/- Each of Transystem Logistics International Pvt Ltd.	3,920,000	3,920,000	1,449.21	1,270.60
Profits for the Year			446.90	276.44
Share of Other Comprehensive Income			0.27	0.17
Dividend Received			(313.60)	(98.00)
<b>Sub total (b)</b>	<b>3,920,000</b>	<b>3,920,000</b>	<b>1,582.78</b>	<b>1,449.21</b>
<b>IN ASSOCIATE (UNQUOTED) (AT COST)</b>				
Fully Paid up Shares of ₹ 10/- Each of Cargo Exchange India Pvt. Ltd.	407,848	407,848	62.28	62.04
Less: Impairment Loss for Investment (Note No. 33)			(33.75)	-
Add: Share of Profit/(Loss) during the Year			(3.55)	0.24
<b>Sub total (c)</b>	<b>407,848</b>	<b>407,848</b>	<b>24.98</b>	<b>62.28</b>
<b>IN PREFERENCE SHARES (IN OTHER COMPANIES) (UNQUOTED) (AT FVTOCI)</b>				
Preference Share Fully Paid up Shares of ₹ 1,000/- Each of Leap India Ltd.	2,770	2,770	42.67	42.67
Preference Share Fully Paid up Shares of ₹ 10/- Each of Agnikul Cosmos Pvt Ltd.	41	-	20.42	-
Preference Share Fully Paid up Shares of ₹ 55/- Each of Dunzo Digital Pvt. Ltd.	424	378	90.26	80.47
<b>Sub total (d)</b>	<b>3,235</b>	<b>3,148</b>	<b>153.35</b>	<b>123.14</b>
<b>IN VENTURE CAPITAL FUNDS (UNQUOTED) (AT FVTOCI)</b>				
PI Ventures Fund I	189,936	177,333	56.72	37.68
Welspun one Logistics Parks Fund I (A Category II AIF Scheme - A2 Unit)	363	263	47.30	26.25
Avaana Sustainability Fund	-	-	4.22	-
LV Angel Fund	-	-	27.81	41.31
Lumis Labs Fund	-	-	73.24	33.00
<b>Sub total (e)</b>	<b>190,299</b>	<b>177,596</b>	<b>209.29</b>	<b>138.24</b>
<b>Total Non Current Investment (a+b+c+d+e)</b>			<b>1,977.13</b>	<b>1,779.80</b>
<b>CURRENT INVESTMENT</b>				

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

(₹ in Mn)

Particulars	Number of Shares/Units		Amount	
	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Investment in CP of Adani Enterprise Ltd	-	300	-	147.25
Investment in CP of Angel One Ltd.	200	-	98.00	-
Investment in CP of Piramal Enterprises Ltd	700	-	342.91	-
Investment in CP of ICICI Securities Ltd	500	-	245.41	-
Investment in CP of ECL Finance Ltd	400	-	195.51	-
<b>Total Current Investment</b>	<b>1,800</b>	<b>300</b>	<b>881.83</b>	<b>147.25</b>
<b>Total Non-Current Investments</b>			<b>2,010.88</b>	<b>1,779.80</b>
<b>Total Current Investments</b>			<b>881.83</b>	<b>147.25</b>
Aggregate Amount of Quoted Investments and their Market Value			881.83	147.25
Aggregate Amount of Unquoted Investments			2,010.88	1,779.80
Aggregate Amount of Impairment in Value of Investments			33.75	-

**9. OTHER FINANCIAL ASSETS**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Security Deposits with Landlords & Others	22.45	81.11	36.02	63.39
Security Deposits with Related Parties	-	106.91	0.37	95.75
Security Deposits with Customers	40.16	77.80	14.86	66.71
Income Accrued But not Received	-	26.56	-	9.35
Contract Assets	-	1,102.69	-	1,014.10
Bank Deposits with Maturity of more than 12 Months	45.93	-	12.17	-
<b>Total</b>	<b>108.54</b>	<b>1,395.07</b>	<b>63.42</b>	<b>1,249.30</b>
Provision for Doubtful Deposits	(6.18)	(8.62)	(6.16)	(9.22)
<b>Total</b>	<b>102.36</b>	<b>1,386.45</b>	<b>57.26</b>	<b>1,240.08</b>

**10. OTHER ASSETS**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Deferred Employee Stock Option Compensation	11.45	29.19	10.84	20.44
Capital Advances	390.69	-	182.87	-
Prepaid Expenses	-	26.39	-	26.73
GST Credit Receivable	-	289.28	-	316.16
Operational Advances	12.30	125.84	12.30	171.86
Other Advances	-	0.48	-	0.49
<b>Total</b>	<b>414.44</b>	<b>471.18</b>	<b>206.01</b>	<b>535.68</b>
Provision for Doubtful Advances	(12.30)	(1.91)	(12.30)	-
<b>Total</b>	<b>402.14</b>	<b>469.27</b>	<b>193.71</b>	<b>535.68</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**11. INVENTORIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>(Valued at Cost, unless Otherwise Stated)</b>		
Ship Fuels & Consumables	50.03	84.60
<b>Total</b>	<b>50.03</b>	<b>84.60</b>

**12. TRADE RECEIVABLES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>(Unsecured, Considered Good unless Otherwise Stated)</b>		
<b>Unsecured</b>		
Considered Good	5,733.17	5,168.98
Significant Increase in Credit Risk	2.30	30.67
Credit Impaired	-	0.03
<b>Total</b>	<b>5,735.47</b>	<b>5,199.68</b>
Provision for Expected Credit Losses in Receivables	(126.37)	(117.19)
<b>Total (Net of Provision)</b>	<b>5,609.10</b>	<b>5,082.49</b>

**Ageing for Trade receivables as at 31st March 2023 is as follows:-**

Particulars	Outstanding for following periods from Due date of Payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	5,514.00	160.22	43.60	14.98	0.37	<b>5,733.17</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	0.07	-	0.01	-	-	<b>0.08</b>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	1.25	0.97	-	<b>2.22</b>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	<b>5,514.07</b>	<b>160.22</b>	<b>44.86</b>	<b>15.95</b>	<b>0.37</b>	<b>5,735.47</b>
<b>Provision for Expected Credit Losses in Receivables</b>						<b>(126.37)</b>
						<b>5,609.10</b>

**Ageing for Trade receivables as at 31st March 2022 is as follows:-**

Particulars	Outstanding for following periods from Due date of Payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,975.45	113.70	54.80	24.90	0.13	<b>5,168.98</b>
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	0.07	1.76	0.93	-	<b>2.76</b>
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	0.03	<b>0.03</b>
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	6.11	14.39	7.41	-	<b>27.91</b>
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
	<b>4,975.45</b>	<b>119.88</b>	<b>70.95</b>	<b>33.24</b>	<b>0.16</b>	<b>5,199.68</b>
<b>Provision for Expected Credit Losses in Receivables</b>						<b>(117.19)</b>
						<b>5,082.49</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**13. CASH AND CASH EQUIVALENTS**

(₹ in Mn)

Particulars	As at	
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Cash in Hand	4.72	10.57
Balances with Banks		
Current Accounts	330.17	229.91
EEFC Accounts	-	22.27
Deposit Accounts	1,364.47	416.16
<b>Sub-Total</b>	<b>1,699.36</b>	<b>678.91</b>
<b>Other Bank Balances</b>		
Earmarked Bank Balances		
Other Bank Deposits	122.61	43.94
Unpaid Dividend Accounts	23.84	21.68
<b>Sub-Total</b>	<b>146.45</b>	<b>65.62</b>
<b>Total</b>	<b>1,845.81</b>	<b>744.53</b>

- (i) The Bank Balances include the Margin Money amounting to ₹ 60.18 Mn (31<sup>st</sup> March 2022 of ₹ 54.51 Mn) against the Bank Guarantees.  
(ii) There are no Repatriation Restrictions with respect to Cash and Bank Balances available with the Group.

**14. LOANS**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
<b>(Unsecured, Considered Good unless Otherwise Stated)</b>				
Loans to Employees	-	11.92	-	12.45
<b>Total</b>	<b>-</b>	<b>11.92</b>	<b>-</b>	<b>12.45</b>

**15. CURRENT TAX ASSET (NET)**

(₹ in Mn)

Particulars	As at	
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Advance Income Tax (Net of Provision)	90.59	305.92
<b>Total</b>	<b>90.59</b>	<b>305.92</b>

**16. NON CURRENT ASSETS CLASSIFIED AS HELD FOR SALE**

(₹ in Mn)

Particulars	As at	
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Property Held for Sale	10.12	-
<b>Total</b>	<b>10.12</b>	<b>-</b>
Liabilities associated with assets held for sale	-	-

A property situated at BGTA Nilgiri Co- Operative Society Ltd, Wadala Anik, Wadala, Mumbai – 400067 amounting to ₹ 10.12 Mn is classified as Non Current Asset held for sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**17. EQUITY SHARE CAPITAL**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Authorised Capital</b>		
100,000,000 (31 <sup>st</sup> March 2023: 100,000,000) Equity Shares of ₹ 2 Each	200.00	200.00
500,000 (31 <sup>st</sup> March 2023: 500,000) Preference Shares of ₹ 100 Each	50.00	50.00
	<b>250.00</b>	<b>250.00</b>
<b>Issued, Subscribed and Paid-up Capital</b>		
77,563,450 (31 <sup>st</sup> March 2023: 77,327,925) Equity Shares of ₹ 2 Each	155.13	154.66
<b>Total</b>	<b>155.13</b>	<b>154.66</b>

**A) Reconciliation of equity shares outstanding at the beginning and at the end of the year.**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	No. of Shares	In ₹	No. of Shares	In ₹
Equity Shares at the Beginning of the Year	77,327,925	154.66	77,099,750	154.20
Add: Allotted under Employee Stock Option Scheme	235,525	0.47	228,175	0.46
<b>Equity Shares At the End of the Year</b>	<b>77,563,450</b>	<b>155.13</b>	<b>77,327,925</b>	<b>154.66</b>

**B) Rights/preferences/restrictions attached to equity shares**

The Holding Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except interim dividend.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

**C) Details of shareholders holding more than 5% shares in the Holding Company**

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity Shares of ₹ 2 Each Fully Paid up</b>				
Bhoruka Supply Chain Solutions Holdings Ltd.	34,343,765	44.28%	34,291,588	44.35%
HDFC Trustee Co Ltd	5,986,922	7.72%	5,873,665	7.60%
Dharmpal Agarwal- TCI Trading	4,974,995	6.41%	4,974,995	6.43%

**Disclosure of shareholding of promoters**

Shares held by promoters at the end of the year	No. of shares	% of total shares	% Change during the year
<b>Equity Shares of ₹ 2 Each Fully Paid up</b>			
Bhoruka Supply Chain Solutions Holdings Ltd.	34,343,765	44.28%	0.01%
Dharmpal Agarwal- TCI Trading	4,974,995	6.41%	0.00%
Dharmpal Agarwal - HUF	2,039,756	2.63%	0.00%
Vineet Agarwal	3,043,980	3.92%	50.06%
Priyanka Agarwal	2,960,691	3.82%	52.20%
Urmila Agarwal	1,850,591	2.39%	0.00%
Chander Agarwal	1,834,262	2.36%	0.00%
Dharmpal Agarwal	828,628	1.07%	0.00%
Chandrima Agarwal	591,057	0.76%	0.00%
Vihaan Agarwal	344,332	0.44%	0.00%
Nav Agarwal	338,168	0.44%	0.00%
TCI Exim (P) Ltd.	313,145	0.40%	0.00%
Vineet And Sons HUF	49,165	0.06%	0.00%
<b>Total</b>	<b>53,512,535</b>	<b>68.99%</b>	<b>3.95%</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**17A. OTHER EQUITY**

(₹ in Mn)

Particulars	Other Equity											Total	Non-Controlling Interests	Total
	Reserves and Surplus									Other Comprehensive Income				
	Retained Earnings	Securities Premium	General Reserve	Share Options Outstanding	Tonnage Tax Reserve	Tonnage Tax Reserve (Utilised)	Reserve on Consolidation	Capital Redemption Reserve	FCTR	FVTOCI Equity Instruments	Others			
<b>Balance as at 1<sup>st</sup> April 2021</b>	<b>2,979.90</b>	<b>206.74</b>	<b>7,313.95</b>	<b>65.86</b>	<b>120.00</b>	<b>752.45</b>	<b>123.94</b>	<b>19.40</b>	<b>(16.79)</b>	<b>44.93</b>	<b>(67.49)</b>	<b>11,542.89</b>	<b>86.28</b>	<b>11,629.17</b>
Profit For the Year	2,896.08	-	-	-	-	-	-	-	-	-	-	2,896.08	32.15	2,928.23
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	-	-	-	73.22	(23.52)	49.70	-	49.70
Addition/Deletion during the year	-	-	-	-	-	-	-	-	(10.57)	-	-	(10.57)	160.49	149.92
Issue of Equity Shares/Grant of Equity Stock Options	-	33.05	-	48.64	-	-	-	-	-	-	-	81.69	-	81.69
Transfer to Securities Premium	-	33.93	-	(33.93)	-	-	-	-	-	-	-	-	-	-
Transfer In/(Out) with OCI	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cancellation of Equity Stock Options	-	-	-	(2.08)	-	-	-	-	-	-	-	(2.08)	-	(2.08)
Transfer In/(Out) General Reserve	(700.00)	-	700.00	-	-	-	-	-	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve	(360.00)	-	-	-	360.00	-	-	-	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve (Utilized)	-	-	-	-	(120.00)	120.00	-	-	-	-	-	-	-	-
<b>Transactions with Owners in their Capacity as Owners :</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	(409.61)	-	-	-	-	-	-	-	-	-	-	(409.61)	(5.15)	(414.76)
<b>Balance as at 31<sup>st</sup> March 2022</b>	<b>4,406.37</b>	<b>273.72</b>	<b>8,013.95</b>	<b>78.49</b>	<b>360.00</b>	<b>872.45</b>	<b>123.94</b>	<b>19.40</b>	<b>(27.36)</b>	<b>118.15</b>	<b>(91.01)</b>	<b>14,148.10</b>	<b>273.77</b>	<b>14,421.87</b>
Profit For the Year	3,173.35	-	-	-	-	-	-	-	-	-	-	3,173.35	32.54	3,205.89
Other Comprehensive Income (Net of tax)	-	-	-	-	-	-	-	-	-	26.68	(40.36)	(13.68)	-	(13.68)
Addition/Deletion during the year	18.34	-	-	-	-	-	-	-	3.23	(35.57)	17.23	3.23	-	3.23
Issue of Equity Shares/Grant of Equity Stock Options	-	34.90	-	59.23	-	-	-	-	-	-	-	94.13	-	94.13
Transfer to Securities Premium	-	37.61	-	(37.61)	-	-	-	-	-	-	-	-	-	-
Transfer In/(Out) with OCI	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cancellation of Equity Stock Options	-	-	-	0.27	-	-	-	-	-	-	-	0.27	-	0.27
Transfer In/(Out) General Reserve	(1,700.00)	-	1,700.00	-	-	-	-	-	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve	(330.00)	-	-	-	330.00	-	-	-	-	-	-	-	-	-
Transfer In/(Out) Tonnage Tax Reserve (Utilized)	-	-	-	-	(360.00)	360.00	-	-	-	-	-	-	-	-
<b>Transactions with Owners in their Capacity as Owners :</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	(542.65)	-	-	-	-	-	-	-	-	-	-	(542.65)	(5.14)	(547.79)
<b>Balance as at 31<sup>st</sup> March 2023</b>	<b>5,025.41</b>	<b>346.23</b>	<b>9,713.95</b>	<b>100.38</b>	<b>330.00</b>	<b>1,232.45</b>	<b>123.94</b>	<b>19.40</b>	<b>(24.13)</b>	<b>109.26</b>	<b>(114.14)</b>	<b>16,862.75</b>	<b>301.17</b>	<b>17,163.92</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**18. BORROWINGS**

(₹ in Mn)

Particulars	As at	
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Non Current</b>		
<b>Secured</b>		
Term Loans from Banks	565.13	433.42
Current Maturities of Term Loans	(169.55)	(205.41)
<b>Total</b>	<b>395.58</b>	<b>228.01</b>
<b>Current</b>		
<b>Secured</b>		
Working Capital Loans from Banks	60.09	185.89
Current Maturities of Term Loans	169.55	205.41
<b>Total</b>	<b>229.64</b>	<b>391.30</b>

**Repayment terms and security disclosure for the outstanding long-term borrowings:**

(₹ in Mn)

Particulars of Nature of Security	Terms of Repayment	As at	
		31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Term Loans from Bank:</b>			
Secured by First charge on the mortgage of Rail Rake	Repayable in 32 Quarterly Instalments starting from December 2020. Last Instalment due in December 2028.	67.38	73.13
Trucks and Cars acquired against individual loans	Repayable in monthly Instalments.	497.75	360.29
<b>Total</b>		<b>565.13</b>	<b>433.42</b>

**Note:**

- The Group has incurred interest cost during the year in the range of 6.75% to 8.68% p.a on long term borrowings (31<sup>st</sup> March 2022: range were 6.75% to 9.00% p.a).
- Working capital loans are secured by hypothecation of book debts as primary security along with land properties Situated at "Khasra No. 4-21 Min, 22 Min, 8-1, 2, 3 Min, 5 Min, 8 Min, 9-1 Min, 10-1, 12-2, 13-1, 9-5, 6-1-1, in the revenue estate of Village Jhundsarai Viran, Tehsil Farokh Nagar, Pataudi, Gurugram (Haryana)." as collateral.
- The Group has incurred interest cost on weighted average of Effective interest rate during the year 7.50% on short term borrowings (31<sup>st</sup> March 2022: 4.56 %).
- There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.
- No loans have been guaranteed by the directors and others.
- The Group is generally regular in registering and filling of satisfaction of charges with ROC within the statutory period during the year ended 31<sup>st</sup> March 2023.
- The quarterly returns or statements of current assets filed by the Holding Company with the banks or financial institutions are in agreement with the books of accounts except as follows:

(₹ in Mn)

Quarter ended	Name of Bank	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the Quarterly return/Statement	Amount of Difference	Reason for discrepancies
Jun-22	State bank of India (Consortium Leader)	Inventory and Books Debts	5,141.33	5,141.15	0.18	The Inter Company billing (included in related party transactions) does not form a part of Holding Company's Statement of Debts submitted to the Bank
Sep-22			4,884.17	4,861.65	22.52	
Dec-22			5,453.24	5,458.60	(5.36)	
Mar-23			5,329.57	5,300.09	29.48	

However, the Holding Company has not utilized the Working Capital limits during the year.

**19. LEASE LIABILITIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Lease Liabilities	235.18	58.34	264.72	78.23
<b>Total</b>	<b>235.18</b>	<b>58.34</b>	<b>264.72</b>	<b>78.23</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**20. DEFERRED TAX LIABILITY/(ASSET) (NET)**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Deferred Tax Liability/(Asset)	300.25	275.61
<b>Total</b>	<b>300.25</b>	<b>275.61</b>

**Movement in deferred tax assets and liabilities during the year ended 31<sup>st</sup> march 2023**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2022	Recognized in Statement of Profit and Loss	As at 31 <sup>st</sup> March 2023
Depreciation	299.61	21.32	320.93
Others Items	(24.00)	3.32	(20.68)
<b>Total</b>	<b>275.61</b>	<b>24.64</b>	<b>300.25</b>

**21. PROVISIONS**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Provision For Employee Benefits & Others	56.63	45.35	46.27	43.14
Provision For Expenses	-	180.97	-	161.95
<b>Total</b>	<b>56.63</b>	<b>226.32</b>	<b>46.27</b>	<b>205.09</b>

**22. GOVERNMENT GRANT**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Opening Balance	18.56	0.35	18.91	0.35
Transferred from Non Current to Current	(0.35)	0.35	(0.35)	0.35
Amount Recognized as Income	-	(0.35)	-	(0.35)
<b>Total</b>	<b>18.21</b>	<b>0.35</b>	<b>18.56</b>	<b>0.35</b>

**23. TRADE PAYABLES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Dues of Micro, small and medium enterprises	67.31	38.90
Dues of creditors other than Micro, small and medium enterprises	692.55	932.07
<b>Total</b>	<b>759.86</b>	<b>970.97</b>



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 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Ageing for trade payables as at 31<sup>st</sup> march 2023 is as follows:-**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	66.56	0.59	0.16	-	<b>67.31</b>
(ii) Others	636.58	21.24	12.18	22.55	<b>692.55</b>
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
	703.14	21.83	12.34	22.55	<b>759.86</b>

**Ageing for trade payables as at 31<sup>st</sup> march 2022 is as follows:-**

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	38.90	-	-	-	<b>38.90</b>
(ii) Others	807.58	73.61	16.98	33.90	<b>932.07</b>
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
	846.48	73.61	16.98	33.90	<b>970.97</b>

**24. OTHER FINANCIAL LIABILITIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Interest Accrued but not due on Borrowings	-	1.69	-	1.39
Unpaid /Unclaimed Dividends*	-	23.84	-	21.68
Payable on Purchase of Fixed Assets	-	96.19	-	33.57
Trade / Security Deposits	-	100.72	-	72.75
Accrued Expenses	-	758.17	-	728.21
Claims Payable	-	26.24	-	31.24
Deferred Finance Cost	-	-	-	0.54
<b>Total</b>	-	<b>1,006.85</b>	-	<b>889.38</b>

Note:

\*₹ 2.09 Mn (31<sup>st</sup> March 2022: ₹ 1.88 Mn) has been transferred to investor education and protection fund during the year.

**25. OTHER LIABILITIES**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Non-Current	Current	Non-Current	Current
Due to Gratuity Fund	-	88.46	-	48.55
Statutory Remittances	-	307.23	-	262.51
Employee Benefits Payable	-	7.21	-	14.21
<b>Total</b>	-	<b>402.90</b>	-	<b>325.27</b>

**26. REVENUE FROM OPERATIONS**

(₹ in Mn)

Particulars	For the Year Ended	For the Year Ended
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Freight, Demurrage, Logistics and Other Allied Services	37,789.99	32,552.53
Other Operating Income (i)	35.74	35.52
<b>Total</b>	<b>37,825.73</b>	<b>32,588.05</b>

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FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Changes in Contract Assets are as follows:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
At Beginning of the year	1,014.10	864.77
Invoices raised during the year included above	(1,014.10)	(864.77)
Revenue recognised during the year from performance obligations partially satisfied	1,102.69	1,014.10
<b>At the end of the year</b>	<b>1,102.69</b>	<b>1,014.10</b>

**Changes in Accrued Expenses are as follows:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
At Beginning of the year	728.21	635.12
Revenue recognised during the year included above	(728.21)	(635.12)
Increase due to revenue recognised during the year from performance obligations partially satisfied	758.17	728.21
<b>At the end of the year</b>	<b>758.17</b>	<b>728.21</b>

**27. OTHER INCOME**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Income From Investments</b>		
Dividend Income*	0.44	0.18
<b>Sub-total</b>	<b>0.44</b>	<b>0.18</b>
<b>Interest From</b>		
Others	104.86	18.57
<b>Sub-total</b>	<b>104.86</b>	<b>18.57</b>
<b>Other income</b>		
Business Support Services	119.21	102.93
Rent (i)	10.18	10.18
Unclaimed Balances and Excess Provisions Written Back	31.99	19.45
Bad Debts and Irrecoverable Balances Written off Earlier, Realized	14.62	7.91
Profit on Sale of Investment	-	0.92
Profit on Sale of Assets	9.70	4.62
Gain On Lease Modification Ind As 116	2.22	3.99
Gain on Exchange Difference	3.18	-
Government Grant / Scrip Issued (ii)	0.35	1.89
Sale of Renewal Energy Certificate/Carbon Credit	2.58	1.07
Sale of Scrap	3.29	6.17
<b>Sub-total</b>	<b>197.32</b>	<b>159.13</b>
<b>Total</b>	<b>302.62</b>	<b>177.88</b>

\*The Group did not receive any dividend from equity instruments designated as FVTOCI.

**NOTE:**

(i)	Break-up of Sale of Power		
	Sale of Power	35.74	35.52
	Rental Income due to Embedded Leases (included in Rent)	10.18	10.18
	<b>Gross Sale of Power</b>	<b>45.92</b>	<b>45.70</b>

- (ii) (a) Government grants are received from the Ministry of Food Processing Industries ('MoFPI'). There are no unfulfilled conditions or other contingencies attached to these grants.
- (b) Scrips under the scheme of SEIS from DGFT amounting to ₹ 1.54 Mn was received in FY 2021-22

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**28. COST OF RENDERING OF SERVICES**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
Freight	22,845.33	19,215.55
Voyage Expenses	2,972.07	2,650.67
Vehicles' Trip Expenses	2,309.71	1,961.74
Warehouse Expenses	1,121.75	1,025.52
Warehouse Rent	356.90	253.34
Other Transportation Expenses (Net of claims)	257.06	252.70
Clearing and Forwarding Expenses	258.51	233.33
Vehicles' and Ship Insurance	67.88	69.79
Tyres & Tubes etc.	67.22	59.37
Vehicles' Taxes	48.85	43.09
Commission	1.36	1.27
<b>Total</b>	<b>30,306.64</b>	<b>25,766.37</b>

**29. EMPLOYEE BENEFITS EXPENSE**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
Salaries, Wages and Bonus	1,662.34	1,450.74
Contribution to Gratuity, Provident Fund and Other Funds	158.76	140.97
Share Based Payments to Employees	50.14	41.63
Staff Welfare & Development Expenses	94.09	66.50
<b>Total</b>	<b>1,965.33</b>	<b>1,699.84</b>

**30. FINANCE COSTS**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
Interest on Borrowings	53.89	88.85
Interest on Lease Liabilities	31.47	25.60
Guarantee, Finance and Bank Charges	12.85	13.82
<b>Total</b>	<b>98.21</b>	<b>128.27</b>

**31. DEPRECIATION AND AMORTIZATION**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Depreciation on</b>		
Property, Plant and Equipment	1,138.13	1,033.16
Right of Use Assets	73.85	94.97
<b>Amortization on</b>		
Intangible Assets	2.09	2.08
<b>Total</b>	<b>1,214.07</b>	<b>1,130.21</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**32. OTHER EXPENSES**

(₹ in Mn)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>(A) Administrative Expenses</b>		
Rent (i)	168.80	143.14
Rates and Taxes	13.90	11.93
Insurance	52.25	50.98
Telephone Expenses	7.40	7.90
Printing and Stationery	35.01	31.13
Travelling Expenses	146.06	105.91
Legal Expenses	8.33	8.97
Postage and Courier	11.41	10.98
Electricity Expenses	99.09	82.38
Advertisement Expenses	3.97	1.61
Office Maintenance & Security exp.	70.78	55.70
E mail/Internet/Telex Expenses	11.94	10.20
Consultancy & Internal Audit fees	50.17	24.49
Conference & Seminar exp.	16.35	7.68
Commission & Fees to Directors	9.97	9.56
Remuneration to Auditors		
Audit Fees	2.27	2.05
Tax Audit Fees	0.80	0.62
Bad Debts and Irrecoverable Balances Written Off (ii)	64.19	43.14
Charity & Donations (Including CSR Expenses)	42.97	36.77
Assets Derecognized	4.11	5.54
Loss on Sale of Assets	13.56	9.78
Miscellaneous Expenses	76.76	53.60
<b>Sub-total</b>	<b>910.09</b>	<b>714.06</b>

(i) Includes impact of Ind AS 116- Leases, refer Note No. 4.14 for accounting policy on leases.

(ii) Includes provision of ₹ 11.64 Mns (31<sup>st</sup> March, 2022: ₹ Nil)

Particulars	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>(B) Repairs and Maintenance Expenses</b>		
Motor Trucks	135.00	96.96
Other Vehicles	35.30	30.26
Ships	111.88	79.99
Plant & Equipment	59.06	45.62
Computers	25.51	17.89
Buildings	36.84	28.44
<b>Sub-total</b>	<b>403.59</b>	<b>299.16</b>
<b>Total</b>	<b>1,313.68</b>	<b>1,013.22</b>

**33. EXCEPTIONAL ITEMS**

**For the year ended 31<sup>st</sup> March 2023 :**

The Group has made investment in "Cargo Exchange India Pvt. Ltd." ("the entity"), an associate, amounting to ₹ 62.29 Mn. Owing to certain indicators for diminution in value of investment, the management of the Group has assessed an diminution of ₹ 33.75 Mn in the recoverable amount of investments held in the entity. The management of the Group envisages that the aggregate amount of impairment recognized in the books is adequate and no further adjustment is required. The Group has treated the impairment loss as an exceptional item in the Statement of Profit and Loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**34. TAX EXPENSE**

**1. Provision for tax recognized in profit and loss**

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Current Tax	401.53	385.08
Deferred Tax	32.87	(8.61)
<b>Total</b>	<b>434.40</b>	<b>376.47</b>

The Major Components of Income Tax Expense and the Reconciliation of Expense Based on the Domestic Effective Tax Rate of at 25.17% and the Reported Tax Expense in Profit or Loss are as follows:

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Country's Statutory Income Tax Rates*	25.17%	25.17%
<b>Accounting Profit Before Income Tax</b>	<b>3,674.04</b>	<b>3,304.70</b>
Profit subject to Tonnage Tax Regime/Presumptive Taxation**	(1,643.26)	(1,768.76)
Others	(304.92)	(40.23)
<b>Taxable Income</b>	<b>1,725.86</b>	<b>1,495.71</b>
Tax Expense Provided in Statement of Profit and Loss	434.40	376.47
	<b>434.40</b>	<b>376.47</b>
<b>Effective Tax Rate</b>	<b>11.82%</b>	<b>11.39%</b>

\* The Holding Company has opted for the reduced corporate tax rates u/s 115BAA inserted by the Taxation Laws (Amendment) Ordinance, 2019.

\*\* The income of Seaways Division is assessed as per Chapter XII-G "Tonnage Tax" of Income Tax Act, 1961 except for the income not qualifying to be assessed under Tonnage Taxation Regime and hence, assessed as per normal provisions of Income Tax Act, 1961.

**2. Income Tax Recognized in Other Comprehensive income**

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Deferred Tax/Current Tax</b>		
Arising on Income and expenses recognized in other comprehensive income		
- Net fair value gain on investments in equity shares at FVTOCI	7.86	16.75
- Gain/(Loss) on sale of Investment classified at FVTOCI	(2.52)	-
- Remeasurements of defined benefit obligation	(13.57)	(5.96)
<b>Total income-tax expense recognized in Other Comprehensive Income</b>	<b>(8.23)</b>	<b>10.79</b>

**35. EARNINGS PER EQUITY SHARE**

The Group's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders of the Holding Company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Net Profit Attributable to Equity Shareholders for calculation of Basic Earnings Per Share (A) (₹ in Mn)	3,173.35	2,896.08
Effects of Dilution:		
Add: potential instrument that effect earning per share	-	-
Net Profit Attributable to Equity Shareholders for calculation of Diluted Earnings Per Share (B) (₹ in Mn)	3,173.35	2,896.08
Weighted-Average Number of Equity Shares for Computing Basic Earnings Per Share (C)	77,470,366	77,233,353
Effects of Dilution:		
Stock Option under Scheme of Employee's Stock Option	250,902	329,255
Weighted-Average Number of Equity Shares Adjusted for the Effect of Dilution for Computing Diluted Earnings Per Share (D)	77,721,267	77,562,608
<b>Basic Earnings Per Share (A/C)</b>	<b>40.96</b>	<b>37.50</b>
<b>Diluted Earnings Per Share (B/D)</b>	<b>40.83</b>	<b>37.34</b>

Diluted Earnings Per Share, when anti dilutive, is restricted to Basic Earnings Per Share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**36. FINANCIAL INSTRUMENTS**

**i) Fair values hierarchy**

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**ii) Financial assets and liabilities measured at fair value - recurring fair value measurements at:**

(₹ in Mn)

As at 31 <sup>st</sup> March 2023	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
<b>Investments at FVTOCI</b>					
Equity/Preference Investments & Mutual/Venture Funds	8	-	-	369.37	369.37
<b>Total Financial Assets</b>		-	-	<b>369.37</b>	<b>369.37</b>
<b>Financial Liabilities</b>		-	-	-	-
<b>Total Financial Liabilities</b>		-	-	-	-

(₹ in Mn)

As at 31 <sup>st</sup> March 2022	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Investments at FVTOCI</b>					
Equity/Preference Investments & Mutual/Venture Funds	8	-	-	268.31	268.31
<b>Total Financial Assets</b>		-	-	<b>268.31</b>	<b>268.31</b>
<b>Financial Liabilities</b>		-	-	-	-
<b>Total Financial Liabilities</b>		-	-	-	-

**iii) Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:**

(₹ in Mn)

As at 31 <sup>st</sup> March 2023	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Investments in Preference Shares and Debt Securities	8	881.83	-	-	881.83
Security Deposits with Landlords & Others	9	-	-	103.56	103.56
Security Deposits with Related Parties	9	-	-	106.91	106.91
Security Deposits with Customers	9	-	-	103.16	103.16
Loans to Employees	14	-	-	11.92	11.92
Other Assets	9	-	-	72.49	72.49
Trade Receivables	12	-	-	5,609.10	5,609.10
Contract Assets	9	-	-	1,102.69	1,102.69
Cash and Cash Equivalents	13	-	-	1,699.36	1,699.36
Other Bank Balances	13	-	-	146.45	146.45
<b>Total Financial Assets</b>		<b>881.83</b>	-	<b>8,955.64</b>	<b>9,837.47</b>
<b>Financial Liabilities</b>					
Borrowings (Including Current Maturities)	18	-	-	625.22	625.22
Trade Payables	23	-	-	759.86	759.86
Lease Liabilities	19	-	-	293.52	293.52
Other Liabilities	24	-	-	1,006.85	1,006.85
<b>Total Financial Liabilities</b>		-	-	<b>2,685.45</b>	<b>2,685.45</b>

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**Assets and Liabilities which are Measured at Amortized Cost for which Fair Values are Disclosed:**

(₹ in Mn)

As at 31 <sup>st</sup> March 2022	Note No.	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>					
Investments in Preference Shares and Debt Securities	8	147.25	-	-	147.25
Security Deposits with Landlords & Others	9	-	-	99.41	99.41
Security Deposits with Related Parties	9	-	-	96.12	96.12
Security Deposits with Customers	9	-	-	66.19	66.19
Loans to Employees	14	-	-	12.45	12.45
Other Assets	9	-	-	21.52	21.52
Trade Receivables	12	-	-	5,082.49	5,082.49
Contract Assets	9	-	-	1,014.10	1,014.10
Cash and Cash Equivalents	13	-	-	678.91	678.91
Other Bank Balances	13	-	-	65.62	65.62
<b>Total Financial Assets</b>		<b>147.25</b>	<b>-</b>	<b>7,136.81</b>	<b>7,284.06</b>
<b>Financial Liabilities</b>					
Borrowings (Including Current Maturities)	18	-	-	619.31	619.31
Trade Payables	23	-	-	970.97	970.97
Lease Liabilities	19	-	-	342.95	342.95
Other Liabilities	24	-	-	889.38	889.38
<b>Total Financial Liabilities</b>		<b>-</b>	<b>-</b>	<b>2,822.61</b>	<b>2,822.61</b>

**iv) Valuation Process and Technique Used to Determine Fair Value**

Specific valuation techniques used to value financial instruments include:

- (a) The use of quoted market prices or dealer quotes for similar instruments
- (b) The fair value of the remaining financial instruments is determined based on the following methods:
  - (i) Net assets value method
  - (ii) Valuation of investment in unquoted equity shares has been made using the Discounted cash-flow method and Net assets value method, as deemed fit by the Group's management.

Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Group's internal credit risk management group.

**v) The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurements. See above (iv)b(ii) for the valuation techniques adopted. Sensitivity shows an increase/(decrease) in fair value due to increase/(decrease) in earnings growth rate based on probability weighted range :-**

(₹ in Mn)

Particulars	Fair Value as at		Significant Unobservable Inputs	Probability-Weighted Range		Sensitivity (+/-)	
	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022		31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Unlisted Equity Securities	6.73	6.93	Earnings Growth Rate	1%	5%	0.07	0.35
Unlisted Preference Shares	153.35	123.14	Earnings Growth Rate	5%	5%	7.67	6.16
Venture Capital Fund	209.29	138.24	Earnings Growth Rate	5%	5%	10.46	6.91

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
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vi) **The Following Table Presents the Changes in Level 3 Items for the Periods Ended 31<sup>st</sup> March 2023:**

(₹ in Mn)

Particulars	Unlisted Equity Securities	Unlisted Preference Shares	Venture Capital Fund
<b>As at 31<sup>st</sup> March 2022</b>	<b>6.93</b>	<b>123.14</b>	<b>138.24</b>
Acquisitions	-	9.79	70.37
Gain Recognized in Statement of Profit and Loss	-	-	-
Disposal	-	-	(11.13)
Gain Recognized in Other Comprehensive Income	(0.20)	20.42	11.81
<b>As at 31<sup>st</sup> March 2023</b>	<b>6.73</b>	<b>153.35</b>	<b>209.29</b>

**37. FINANCIAL RISK MANAGEMENT**

i) **Financial instruments by category**

For Amortized Cost Instruments, Carrying value Represents the Best Estimate of Fair Value.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023			As at 31 <sup>st</sup> March 2022		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
<b>Financial Assets</b>						
Investments	-	369.37	881.83	-	268.31	147.25
Trade Receivables	-	-	5,609.10	-	-	5,082.49
Loans	-	-	11.92	-	-	12.45
Cash and Cash Equivalents (including Other Bank Balances)	-	-	1,845.81	-	-	744.53
Other Financial Assets	-	-	386.12	-	-	283.24
<b>Total</b>	<b>-</b>	<b>369.37</b>	<b>8,734.78</b>	<b>-</b>	<b>268.31</b>	<b>6,269.96</b>
<b>Financial Liabilities</b>						
Borrowings	-	-	625.22	-	-	619.31
Trade Payables	-	-	759.86	-	-	970.97
Lease Liabilities	-	-	293.52	-	-	342.95
Other Financial Liabilities	-	-	1,006.85	-	-	889.38
<b>Total</b>	<b>-</b>	<b>-</b>	<b>2,685.45</b>	<b>-</b>	<b>-</b>	<b>2,822.61</b>

ii) **Risk management**

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure Arising from	Measurement	Management
Credit Risk	Cash And Cash Equivalents, Trade Receivables, Derivative Financial Instruments, Financial Assets Measured at Amortized Cost	Ageing Analysis	Bank Deposits, Diversification of Asset Base, Credit Limits and Collateral.
Liquidity Risk	Borrowings and Other Liabilities	Rolling Cash Flow Forecasts	Availability of Committed Credit Lines and Borrowing Facilities
Market Risk - Foreign Exchange	Recognized Financial Assets and Liabilities Not Denominated In Inr	Cash Flow Forecasting	Forward Contract/Hedging
Market Risk - Security Price	Investments in Equity Securities	Sensitivity Analysis	Portfolio Diversification

The Group's risk management is carried out by a central treasury department (of the Group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

### A) Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

#### a) Credit Risk Management

The finance function of the Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: No Risk

B: Low Risk

C: Medium Risk

D: High Risk

Assets Under Credit Risk –

(₹ in Mn)

Credit rating	Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
No Risk	Investments	2,858.96	1,927.05
Low Risk	Trade Receivables	5,609.10	5,082.49
No Risk	Loans	11.92	12.45
No Risk	Cash and Cash Equivalents (including Other Bank Balances)	1,845.81	744.53
No Risk	Other Financial Assets	1,488.81	1,297.34
	<b>Total</b>	<b>11,814.60</b>	<b>9,063.86</b>

The risk parameters are same for all financial assets for all period presented. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 180 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

#### b) Credit Risk Exposure

##### Provision for expected credit losses

The group provides for expected credit loss based on lifetime expected credit loss mechanism for trade receivables–

Particular	Years	Estimated Gross Carrying Amount at Default	Expected Probability of Default	Expected Credit Losses	Carrying Amount Net of Impairment Provision
Trade receivables	31 <sup>st</sup> March 2023	5,735.47	2.20%	126.37	5,609.10
	31 <sup>st</sup> March 2022	5,199.68	2.25%	117.19	5,082.49

### B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to the same as and when fall due.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
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**Maturities of Financial Liabilities**

The table below provides the details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments. (Balances due within 12 months are equal their carrying balances as the impact of discounting is not significant)

(₹ in Mn)

As at 31 <sup>st</sup> March 2023	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Financial Liabilities</b>					
Borrowings	229.64	133.89	94.64	167.05	625.22
Lease Liabilities	58.34	36.94	29.87	168.37	293.52
Trade Payable	759.86	-	-	-	759.86
Other Financial Liabilities	1,006.85	-	-	-	1,006.85
<b>Total</b>	<b>2,054.69</b>	<b>170.83</b>	<b>124.51</b>	<b>335.42</b>	<b>2,685.45</b>

(₹ in Mn)

As at 31 <sup>st</sup> March 2022	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Financial Liabilities</b>					
Borrowings	391.30	102.66	61.58	63.77	619.31
Lease Liabilities	78.23	54.96	31.34	178.42	342.95
Trade Payable	970.97	-	-	-	970.97
Other Financial Liabilities	889.38	-	-	-	889.38
<b>Total</b>	<b>2,329.88</b>	<b>157.62</b>	<b>92.92</b>	<b>242.19</b>	<b>2,822.61</b>

**C) Price risk exposure**

The Group's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments in equity securities, the Group diversifies its portfolio of assets.

**Sensitivity**

Below is the sensitivity of profit or loss and equity changes in fair value of investments in equity. The analysis is based on the assumption that price has increased/decreased by 1% with all other variables held constant, and that all the companies equities instruments moved in line with the price.

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>Price Sensitivity (Investment at FVTOCI &amp; FVTPL)</b>		
Price Increase by (1%)	12.51	13.42
Price Decrease by (1%)	(12.51)	(13.42)

\* Holding all other variables constant

**38. CAPITAL MANAGEMENT**

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

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(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Net debts (Net of Cash and Cash Equivalent) (A)	(901.54)	240.80
Total equity (B)	17,017.88	14,302.76
<b>Net Debt to Equity Ratio (Times) (C)=(A)/(B)</b>	<b>(0.05)</b>	<b>0.02</b>

(i) **Loan covenants**

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants:

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
- DSCR not to fall below 1.50 Times [Profit before tax, finance cost, depreciation and exceptional items divided by (Interest expense together with Current maturity of Long term Borrowings)]	14.00	10.17
- Term Debt (TD) to Net Cash Accruals (NCA) not to exceed 1.25 Times (NCA = (PAT+Depreciation-Dividend))	0.13	0.11

The Group has complied with these covenants throughout the reporting period.

(ii) **Dividends on equity shares**

(₹ in Mn)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Interim Dividend for the Year Ended (In CY 2022-23 ₹ 5 Per Share and PY 2021-22 ₹ 4 Per Share)	387.99	309.38
Recommended Final Dividend per Share for the FY 2022-23 (In CY 2022-23 ₹ 2 Per Share and PY 2021-22 ₹ 2 Per Share)	155.13	154.66

**39. NET DEBT RECONCILIATION**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Cash and Cash Equivalents (including Other Bank Balances excluding Unpaid Dividend account balance)	1,821.97	722.85
Borrowings - Current and Non Current	(625.22)	(619.31)
Lease Liability - Current and Non Current	(293.52)	(342.95)
Interest Payable	(1.69)	(1.39)
<b>Net Debt</b>	<b>901.54</b>	<b>(240.80)</b>

(₹ in Mn)

Particulars	Cash and Cash Equivalents and Bank Overdrafts	Borrowings - Current and Non Current	Lease Liability - Current and Non Current	Interest Payable	Total
<b>Net Debt as at 1<sup>st</sup> April 2022</b>	<b>722.85</b>	<b>(619.31)</b>	<b>(342.95)</b>	<b>(1.39)</b>	<b>(240.80)</b>
Net Cash Flows	1,099.12	-	-	-	1,099.12
Loan Taken / Movement in Liability	-	(389.93)	(5.99)	-	(395.92)
Finance Costs	-	-	(31.47)	(66.74)	(98.21)
Repayment of Loan/ Rent Paid / Interest Paid	-	384.02	86.89	66.44	537.35
<b>Net Debt as at 31<sup>st</sup> March 2023</b>	<b>1,821.97</b>	<b>(625.22)</b>	<b>(293.52)</b>	<b>(1.69)</b>	<b>901.54</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

**40. THE CONSOLIDATED FINANCIAL STATEMENT INCLUDE RESULTS OF ALL THE SUBSIDIARIES, STEP-DOWN SUBSIDIARIES AND JOINT VENTURES/ASSOCIATES OF THE GROUP**

Sl.	Name of the Company	Country of Incorporation	% of Shareholding	Consolidated as
1	Transsystem Logistics International Pvt. Ltd.	India	49.00%	Jointly Controlled Entity (Joint Venture)
2	TCI Global Pte Ltd.	Singapore	100.00%	Step-down Subsidiary
3	TCI Global Brazil Logistica Ltda	Brazil	100.00%	Step-down Subsidiary (Company liquidated as on 15 <sup>th</sup> June 2022)
4	TCI Holdings Netherlands B.V.	Netherlands	100.00%	Step-down Subsidiary (Company liquidated as on 12 <sup>th</sup> October 2022)
5	TCI Holdings Asia Pacific Pte. Ltd.	Singapore	100.00%	Subsidiary
6	TCI Holdings SA & E Pte Ltd	Singapore	100.00%	Subsidiary
7	TCI Bangladesh Ltd.	Bangladesh	100.00%	Subsidiary
8	TCI Nepal Pvt. Ltd.	Nepal	100.00%	Subsidiary
9	TCI Venture Ltd.	India	100.00%	Subsidiary
10	TCI Cold Chain Solutions Ltd.	India	80.00%	Subsidiary
11	Stratsol Logistic Pvt. Ltd.	India	100.00%	Step-down Subsidiary
12	TCI-CONCOR Multimodal Solutions Pvt. Ltd.	India	51.00%	Subsidiary
13	Cargo Exchange India Pvt. Ltd.	India	32.50%	Associate

(a) The financial statements of these companies are for the period as under:-

Sl.	Name of the Company	Period		Remarks
		From	To	
1	Transsystem Logistics International Pvt. Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
2	TCI Global Pte Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
3	TCI Global Brazil Logistica Ltda	1 <sup>st</sup> April 2022	15 <sup>th</sup> June 2022	Company liquidated as on 15 <sup>th</sup> June 2022
4	TCI Holdings Netherlands B.V.	1 <sup>st</sup> April 2022	12 <sup>th</sup> October 2022	Company liquidated as on 12 <sup>th</sup> October 2022
5	TCI Holdings Asia Pacific Pte. Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
6	TCI Holdings SA & E Pte Ltd	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
7	TCI Bangladesh Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
8	TCI Nepal Pvt. Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
9	TCI Cold Chain Solutions Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
10	TCI Venture Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
11	Stratsol Logistic Pvt. Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
12	TCI-CONCOR Multimodal Solutions Pvt. Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company
13	Cargo Exchange India Pvt. Ltd.	1 <sup>st</sup> April 2022	31 <sup>st</sup> March, 2023	Financial year of the company

(b) The consolidated financial statements have been prepared on the following principles:

- (i) In respect of Subsidiary Companies, the financial statements have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealized profits/losses on intra-group transactions as per Ind AS 110 "Consolidated Financial Statement".
- (ii) In case of Jointly Controlled Entity/Joint Venture and Associate, the financial statements have been consolidated considering the interest in the Jointly controlled entity/Joint venture and Associate using equity method as per the applicable Ind AS.
- (iii) In case of foreign subsidiaries, being Non-Integral Foreign Operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rate prevailing at the end of the year. Any exchange difference arising on consolidation is recognized as " Foreign Currency Translation Reserve"
- (iv) The Excess of cost to the Holding Company of its investment in Subsidiary, Joint Venture & Associates is recognized in the financial statements as a Goodwill, which is tested for impairment on every Balance Sheet date. The excess of Holding Company's share of equity and reserves of the Subsidiary and Joint Venture companies over the cost of acquisition is treated as Capital Reserve. The goodwill/capital Reserve arising from acquisition of an Associate is included in carrying amount of the investment in associates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**41. ADDITIONAL INFORMATION, AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT 2013, OF ENTERPRISES CONSOLIDATED AS SUBSIDIARIES/ASSOCIATES/JOINT VENTURES.**

Name of the Enterprise	Net Assets, i.e., Total Assets Minus Total Liabilities		Share in Profit or Loss (Including OCI)	
	As % of Consolidated Net Assets	Amount (In Mn)	As % of Consolidated Profit or Loss	Amount (In Mn)
<b>Holding Company</b>				
Transport Corporation of India Ltd.	90.52	15,677.58	93.81	2,994.70
<b>Subsidiary</b>				
Indian				
1 TCI-CONCOR Multimodal Solutions Pvt. Ltd.	1.54	266.04	1.72	54.90
2 TCI Cold Chain Solutions Ltd.	2.58	447.33	0.88	28.21
3 TCI Venture Ltd.	0.81	140.68	(0.67)	(21.43)
4 TCI Stratsol Logistic Pvt. Ltd.	(0.03)	(5.29)	(1.06)	(33.77)
Foreign				
1 TCI Global (Singapore) Pte Ltd.	(0.10)	(16.94)	(0.53)	(16.81)
2 TCI Holdings Asia Pacific Pte. Ltd.	0.24	41.29	(1.60)	(50.97)
3 TCI Holdings SA & E Pte. Ltd.	-	-	(0.80)	(25.44)
4 TCI Bangladesh Ltd.	0.19	32.09	0.66	21.18
5 TCI Nepal Pvt. Ltd.	0.01	2.16	0.01	0.42
Non-Controlling Interests in All Subsidiaries	1.74	301.17	1.02	32.54
<b>Joint Venture/Associate (As Per Equity Method)</b>				
Indian				
1 Transystem Logistics International Pvt. Ltd.	8.69	1,505.20	14.01	447.17
2 Cargo Exchange Pvt. Ltd.	0.05	7.86	(0.11)	(3.55)
Intercompany and Consolidation Adjustments	(6.24)	(1,080.12)	(7.36)	(234.94)
<b>Grand Total</b>	<b>100.00</b>	<b>17,319.05</b>	<b>100.00</b>	<b>3,192.21</b>

**42. RELATED PARTY INFORMATION**
**(a) Name of Key Managerial Personnel and their Relative**

Name of Key Managerial Personnel	Designation	Close Family Member
Mr. D.P. Agarwal	Chairman and Managing Director	
Mr. Vineet Agarwal	Managing Director	Mrs. Priyanka Agarwal
Mr. S. N. Agarwal	Non-Executive Director	
Mrs. Urmila Agarwal	Non-Executive Director	
Mr. Chander Agarwal	Non-Executive Director	
Mr. Ashish Bharat Ram*	Non-Executive Independent Director	
Mr. Vijay Sankar	Non-Executive Independent Director	
Mr. S Madhavan	Non-Executive Independent Director	
Ms. Gita Nayyar	Non-Executive Independent Director	
Mr. Ravikant Uppal	Non-Executive Independent Director	
Mr. Vikrampati Singhania**	Non-Executive Independent Director	
Mr. Ashish Tiwari	Group CFO	
Ms. Archana Pandey	Company Secretary	
Mr. Jasjit Singh Sethi	CEO-TCI Supply Chain Division	
Mr Ram Ujagar Singh	CEO-TCI Seaways Division	
Mr. Ishwar Singh Sigar	CEO-TCI Freight Division	

**(b) Joint Venture/Associate Entities**

Transystem Logistics International Pvt. Ltd.  
 Cargo Exchange India Pvt. Ltd.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**(c) Other Related Companies/Firms/Trust**

Bhoruka Supply Chain Solutions Holdings Ltd.	TCI Exim Pvt. Ltd.	TCI Warehousing (MH) – Partnership firm
Bhoruka Finance Corporation of India Ltd.	TCI India Ltd.	TCI Properties (South) – Partnership firm
TCI Industries Ltd.	TCI Foundation (Trust)	TCI Properties (NCR) – Partnership firm
Bhoruka International Pvt. Ltd.	TCI Institute of Logistics	TCI Properties (Guj) – Partnership firm
TCI Developers Ltd.	TCI Express Ltd.	TCI Properties (Delhi) – Partnership firm
TCI Properties (West) Ltd.	TCI Infrastructure Ltd.	SRF Ltd.*
XPS Cargo Services Ltd.	Gloxinia Farms Pvt. Ltd.	JK Agri Genetics Ltd.**
TCI Distribution Centres Ltd.	Surin Automotive Pvt. Ltd.	TCI Trading (Firm)
Log Labs Ventures Pvt. Ltd.	Bhoruka Express Consolidated Ltd.	JK Files (India) Ltd.
TDL Real Estate Holdings Ltd.	Steel Infra Solutions Pvt. Ltd.	JK Fenner Ltd.**
Bhoruka Power Corporation of India Ltd.	TCI Apex Pal Hospitality India Pvt. Ltd.	
Transport Corporation Of India Ltd. Gratuity Fund	TCI Group Employees Benevolent Fund Trust	

\* Upto 3<sup>rd</sup> August 2021

\*\* from 5<sup>th</sup> July 2021

**(d) Transactions during the year with related parties**

(₹ in Mn)

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Income</b>			
<b>Freight Income</b>	Joint Ventures	977.76	482.96
	Other Related Parties	45.51	48.00
<b>Logistic Services</b>	Joint Venture	9.49	15.98
<b>Business Support Services</b>	Joint Venture	75.01	64.16
	Other Related Parties	44.18	43.49
<b>Dividend Income</b>	Joint Venture	313.60	98.00
<b>Rent Received</b>	Other Related Parties	31.20	31.67

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Expenditure</b>			
<b>Freight Expenses</b>	Joint Venture	52.40	43.65
	Other Related Parties	18.07	22.02
<b>Fuel Purchase</b>	Other Related Parties	151.24	150.98
<b>Charity and Donation (Including CSR Expenditure)</b>	Other Related Parties	38.30	27.43
	Joint Venture	0.29	-
<b>Other Expenses</b>	Associate	4.65	3.42
	Other Related Parties	7.39	0.33
<b>Vehicle Maintenance</b>	Joint Venture	7.09	3.01
<b>Rent paid</b>	Joint Venture	2.52	2.92
	Other Related Parties	116.70	105.75
<b>Remuneration &amp; Commission</b>			
<b>Short Term Employee Benefits (Including Commission)</b>	Directors Executive & Other KMP	307.00	264.81
<b>Post-Employment Benefits</b>	Directors Executive & Other KMP	17.95	16.89
<b>Employee Stock Option benefits</b>	Directors Executive & Other KMP	55.31	29.26
<b>Commission &amp; Sitting Fees</b>	Directors Non-Executive	9.97	9.56

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Finance and Investments</b>			
<b>Property Management Services</b>	Other Related Parties	7.73	4.47
<b>Payment to Gratuity Trust</b>	Other Related Parties	51.00	40.00
<b>Sale of Immovable Property</b>	Other Related Parties	-	29.00
<b>Purchase of Trucks &amp; Trailers</b>	Joint Venture	9.40	-
<b>Payment to Benevolent Fund Trust</b>	Other Related Parties	6.02	3.50
<b>Advances/Deposits Taken</b>	Joint Venture	10.85	-
	Other Related Parties	10.50	1.67
<b>Advances/Deposits Given</b>	Associate	3.35	3.00
	Key Managerial Personnel	5.70	1.95
	Other Related Parties	10.87	-
<b>Advances Given Recovered</b>	Associate	3.87	2.31
	Key Managerial Personnel	5.69	1.57

## (e) Balances at the end of the year

(₹ in Mn)

Description	Nature of Relation	For the Year Ended 31 <sup>st</sup> March 2023	For the Year Ended 31 <sup>st</sup> March 2022
<b>Advances /Deposit Given</b>	Other Related Parties	106.91	96.12
<b>Advances /Deposit Taken</b>	Joint Venture	10.85	-
	Joint Venture	153.13	48.37
<b>Trade Receivables &amp; Others</b>	Other Related Parties	65.64	23.11
	Associate	0.15	0.64
<b>Advances Recoverable</b>	Other Related Parties	1.30	1.67
	Directors & Key Managerial Personnel	2.65	0.38
	Joint Venture	8.38	4.79
<b>Trade Payables &amp; Others</b>	Associate	0.28	-
	Other Related Parties	7.87	9.77
	Directors & Key Managerial Personnel	107.20	87.60

**43. SEGMENT INFORMATION**
**Operating segments:**

- a) Freight Division
- b) Supply Chain Solutions Division
- c) Seaways Division
- d) Energy Division

**Identification of segments:**

The chief operating decision maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/services and have been identified as per the quantitative criteria specified in the Ind AS.

**Segment revenue and results:**

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income).

**Segment assets and liabilities:**

Segment assets include all operating assets used by the operating segment and mainly consist of property plant and equipment, trade receivables, cash and cash equivalents etc. Segment liabilities primarily includes Current liabilities except for borrowings. Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Inter segment transfer:**

Profit or loss on inter segment transfers are eliminated at Group level.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>Revenue</b>		
Freight Division	19,197.36	16,895.07
Supply Chain Solutions Division	13,404.57	10,638.95
Seaways Division	5,989.50	5,577.81
Energy Division	60.43	52.86
Unallocated Income	214.93	126.99
<b>Total</b>	<b>38,866.79</b>	<b>33,291.68</b>
Less: Inter Segment Revenue	738.44	525.75
<b>Net Income from Operations</b>	<b>38,128.35</b>	<b>32,765.93</b>
Freight Division	784.14	674.63
Supply Chain Solutions Division	817.98	648.78
Seaways Division	1,644.83	1,789.62
Energy Division	29.29	29.99
Unallocated Income	214.93	126.99
Unallocated Expenditure	(162.54)	(113.72)
Less: Interest Expenses	98.21	128.27
<b>Profit Before Tax</b>	<b>3,230.42</b>	<b>3,028.02</b>
Exceptional items (Refer Note No. 33)	33.75	-
Share of Profit/(Loss) from Joint Ventures	443.62	276.68
<b>Less: Provision for Taxes</b>		
Current Tax	408.38	390.10
MAT Credit Entitlement	(6.85)	(5.02)
Deferred Tax	32.87	(8.61)
<b>Net Profit for the Year</b>	<b>3,205.89</b>	<b>2,928.23</b>
<b>Other Information</b>		
Freight Division	3,678.90	3,321.31
Supply Chain Solutions Division	5,280.28	4,961.68
Seaways Division	3,861.32	4,123.22
Energy Division	57.86	54.24
Unallocated Corporate Assets	8,130.80	5,809.84
<b>Total Assets</b>	<b>21,009.16</b>	<b>18,270.29</b>

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Freight Division	730.56	898.77
Supply Chain Solutions Division	1,397.93	1,316.07
Seaways Division	268.67	342.77
Energy Division	5.25	1.90
Unallocated Corporate Liabilities	362.23	239.33
<b>Total Liabilities</b>	<b>2,764.64</b>	<b>2,798.84</b>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

(₹ in Mn)

Particulars		As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Capital Expenditure	Freight Division	64.27	40.00
	Supply Chain Solutions Division	653.73	427.17
	Seaways Division	411.82	59.16
	Unallocated Capital Expenditure	430.56	233.79
<b>Total Capital Expenditure</b>		<b>1,560.38</b>	<b>760.12</b>
Depreciation and Amortization	Freight Division	45.44	45.43
	Supply Chain Solutions Division	464.13	506.38
	Seaways Division	700.31	573.15
	Energy Division	2.71	2.72
	Unallocated Corporate Expenditure	1.48	2.53
<b>Total Depreciation and Amortization</b>		<b>1,214.07</b>	<b>1,130.21</b>

\* The Group operates mainly in India and therefore there are no separate geographical segments.

\*\* There are no customers having revenue exceeding 10% of total revenues

**Reconciliation of Segment Assets & Liabilities**

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Segment Operating Assets	21,009.16	18,270.29
<b>Total Assets</b>	<b>21,009.16</b>	<b>18,270.29</b>
Segment Operating Liabilities	2,764.64	2,798.84
Deferred Tax Liabilities & Others	300.25	275.61
Borrowing (including Current Maturities of Long-Term Borrowings)	625.22	619.31
<b>Total Liabilities</b>	<b>3,690.11</b>	<b>3,693.76</b>

**44. A) EMPLOYEE BENEFIT OBLIGATIONS (ON THE BASIS OF ACTUARIAL VALUATION)**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023		As at 31 <sup>st</sup> March 2022	
	Current	Non-Current	Current	Non-Current
Gratuity (Funded)	417.97	-	333.83	-
Leave Obligations	11.49	56.63	6.82	46.27
<b>Total</b>	<b>429.46</b>	<b>56.63</b>	<b>340.65</b>	<b>46.27</b>

**Leave obligations**

The leave obligations cover the Group liability for earned leaves. The amount of provision of ₹ 68.12 Mn (31<sup>st</sup> March 2022 ₹ 53.67 Mn) has been recognized as an actuarially determined liability at the present value of the defined benefit obligation at the balance sheet date

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Liability Expected to be Settled Within the Next 12 Months	11.49	6.82
Non-Current Liability Expected to be Settled beyond Next 12 Months	56.63	46.27
<b>Total Liability</b>	<b>68.12</b>	<b>53.12</b>

**Service cost**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	11.91	9.84
Past Service Cost (including curtailment Gains/Losses)	-	-
Gains or Losses on Non Routine Settlements	-	-
<b>Total Service Cost (Income)</b>	<b>11.91</b>	<b>9.84</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Interest cost**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Interest Cost on Defined Benefit Obligation	3.75	3.42
Interest Income on Plan Assets	-	-
<b>Total Interest Cost (Income)</b>	<b>3.75</b>	<b>3.42</b>

**Movement in the liability recognized in the balance sheet is as under:**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Present Value of Defined Benefit Obligation as at the Start of the Year	53.09	53.12
Current Service Cost	11.91	9.84
Interest Cost	3.75	3.42
Actuarial Loss/(Gain) Recognized During the Year	26.40	11.37
Benefits Paid	(27.03)	(24.66)
<b>Present Value of Defined Benefit Obligation as at the End of the Year</b>	<b>68.12</b>	<b>53.09</b>

**Amount recognized in the statement of profit and loss is as under:**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	11.91	9.84
Interest Cost	3.75	3.42
Net Actuarial (Gain)/Loss	26.40	11.37
<b>Amount Recognized in the Statement of Profit and Loss</b>	<b>42.06</b>	<b>24.63</b>

**Actuarial assumptions**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Discount Rate	7.47%	6.98%
Future Salary Increase	8.00%	6.50%
Average Future Service (in Years)	26.91 Years	27.36 Years

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

**Gratuity**

The Group has a defined benefit gratuity plan, which is regulated as per the provisions of Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded by the Group and is managed by a separate Approved Trust. The liability for the same is recognized on the basis of actuarial valuation.

The weighted average duration of the defined benefit obligation as at 31<sup>st</sup> March 2023 is 9 years (31<sup>st</sup> March 2022: 9 years).

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

**Changes in Defined Benefit Obligation**

(₹ in Mn)		
Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Present Value Obligation as at the Start of the Year	333.83	294.14
Interest Cost	23.30	18.91
Service Cost	32.29	26.40
Benefits Paid	(20.03)	(26.52)
Actuarial Loss/(Gain) on Obligations	48.58	20.90
<b>Present Value Obligation as at the End of the Year</b>	<b>417.97</b>	<b>333.83</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**Service cost**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	32.29	26.40
Past Service Cost (including curtailment Gains/Losses)	-	-
Gain or Losses on Non routine settlements	-	-
<b>Net Service Cost (Income)</b>	<b>32.29</b>	<b>26.40</b>

**Net interest cost**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Interest Income on Defined Benefit Obligations	23.30	18.91
Interest Income on Plan Assets	(19.98)	(16.65)
<b>Net Interest Cost (Income)</b>	<b>3.32</b>	<b>2.26</b>

**Change in fair value of plan assets**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Fair Value of Plan Assets as at the Start of the Year	286.30	258.96
Return on Plan Assets	14.63	13.86
Contribution	51.00	40.00
Benefits Paid	(20.03)	(26.52)
<b>Fair Value of Plan Assets as at the End of the Year</b>	<b>331.90</b>	<b>286.30</b>

**Breakup of actuarial gain/loss:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Actuarial (Gain)/Loss for the year on Present Benefits Obligation	48.58	20.90
Actuarial (Gain)/Loss for the year on Plan Assets	5.36	2.79
<b>Total Amount Recognized in Other Comprehensive Income</b>	<b>53.94</b>	<b>23.69</b>

**Reconciliation of present value of defined benefit obligation and the fair value of plan assets**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Present Value Obligation as at the End of the Year	417.97	333.83
Fair Value of Plan Assets as at the End of the Year	331.90	286.30
<b>Net Asset Recognized in Balance Sheet</b>	<b>(86.07)</b>	<b>(47.53)</b>

**Amount recognized in the statement of profit and loss**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Service Cost	32.29	26.40
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	3.32	2.26
<b>Amount Recognized in the Statement of Profit and Loss</b>	<b>35.61</b>	<b>28.66</b>

**Amount recognized in the statement of other comprehensive income**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Net Cumulative Unrecognized Actuarial Gain/(Loss) Opening		
Actuarial (Gain)/Loss for the Year on PBO	48.58	20.90
Actuarial (Gain)/Loss for the Year on Asset	5.36	2.79
<b>Unrecognized Actuarial (Gain)/Loss at the End of the Year</b>	<b>53.94</b>	<b>23.69</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

**Assumptions**

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Discount Rate	7.47%	6.98%
Future Salary Increase	8.00%	6.50%
Rate of Return on Plan Assets	6.98%	6.43%
Average Future Service (in Years)	26.91 Years	27.36 Years

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

**Sensitivity analysis for gratuity liability**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Impact of the Change in Discount Rate		
Present Value of Obligation at the End of the Year	417.97	333.83
a) Impact Due to Increase of 0.50 %	(16.64)	(12.71)
b) Impact Due to Decrease of 0.50 %	17.99	13.71
Impact of the Change in Salary Increase		
Present Value of Obligation at the End of the Year	417.97	333.83
a) Impact Due to Increase of 1 %	34.72	26.87
b) Impact Due to Decrease of 1 %	(30.54)	(23.57)
Impact of the Change in Withdrawal Rate		
Present Value of Obligation at the End of the Year	417.97	333.83
a) Impact Due to Increase of 5 %	(5.26)	(4.13)
b) Impact Due to Decrease of 5 %	10.08	8.62

**The major categories of plan assets are as follows:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023			
	Quoted	Unquoted	Total	In%
Equity Instruments	39.43	-	39.43	12%
Debt Instruments	286.64	-	286.64	86%
Cash and Cash Equivalents (Including Other bank Balances)	-	5.84	5.84	2%

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2022			
	Quoted	Unquoted	Total	In%
Equity Instruments	4.81	-	4.81	2%
Debt Instruments	215.57	-	215.57	75%
Cash and Cash Equivalents (Including Other bank Balances)	-	65.92	65.92	23%

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**
**B) Employee stock option plan**

The Holding Company during the year has granted 139,000 Stock Options to its eligible employees. The Holding Company in accordance with the Employee Stock Option Plan-2017 (5<sup>th</sup> Tranche), vesting period being 1, 2, and 3 years from the date of grant and the exercise period being one year from the date on which the options are eligible for exercise. Holder of each option is eligible for one fully paid equity share of the Holding Company of the face value of ₹ 2 each on payment of ₹ 365 per share, the exercise price. The fair value of option determined on the date of grant is ₹ 426.14 based on black scholes methodology. The impact of above for the years is ₹ 59.23 Mn, accordingly provision and disclosure have been considered in the financial statements.

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Outstanding options at the beginning of year	486,025	445,650
Face value of share (₹)	2	2
No. of Options granted during the year	139,000	281,000
Vesting Period of Option granted during the year (graded)	1,2 & 3 Years	1,2 & 3 Years
Exercise Price of option granted during the year (₹)	365.00	155.00
Fair Value of the Option (₹)	426.14	173.08
No. of Options exercised during the year	235,525	228,175
No. of Options cancelled during the year (included Forfeited option due to Resignation)	-	12,450
Outstanding options at the end of year	389,500	486,025

**45. CONTINGENT LIABILITIES AND COMMITMENTS:-**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
<b>(i) Contingent Liabilities</b>		
(a) Claims Against the Group not Acknowledged as Debt		
Sales Tax/Goods and Service Tax/Excise/Entry Tax/Trade Tax/Octroi/Stamp Duty	100.04	28.63
Other demands under Dispute not acknowledged as debt	35.43	24.67
(b) Guarantees excluding Financial Guarantees; and Counter Guarantees Outstanding	274.33	190.70
<b>(ii) Commitments</b>		
Estimated Amount of Contracts Remaining to be Executed on Capital Account and Not Provided for (Net of Advance on Tangible Assets)	327.85	154.77

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**46. ADDITIONAL REGULATORY INFORMATION**

**a) Analytical Ratios**

Ratio	Numerator	Denominator	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022	% Variance	Reason for Variance
Current Ratio (in times)	Total current assets	Total current liabilities	3.85	2.85	35.22%	Increase in cash and cash equivalents and current investments due to higher cash generated
Debt- Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	0.05	0.07	(19.76%)	Higher growth in net worth with strong PAT
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses (Dep and Amortization) + Interest + Other non-cash adjustments (loss on sale of Fixed Assets)	Debt service = Interest and lease payments + Principal repayments	14.00	10.17	37.68%	Lower debt balances and higher cash profits
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	20.47%	22.52%	(9.12%)	-
Inventory Turnover Ratio	Sales	Average Inventory	89.46	72.10	24.08%	Increase due to lower inventory base
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	7.08	6.39	10.66%	Increase led by higher revenue
Trade payables turnover ratio (in times)	Cost of rendering of Services + Other expenses	Average trade payables	36.54	27.99	30.54%	Reduced payables amidst high cash availability
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	4.94	6.16	(19.81%)	Reduction due to high cash availability
Net profit ratio (in %)	Profit for the year	Revenue from operations	8.41%	8.94%	(5.92%)	-
Return on capital employed (in %)	Profit before tax +finance costs -interest income	Capital employed = Net worth + Borrowings + Lease liabilities + Deferred tax liabilities - Current Investment - Cash and Cash Equivalents - Other Bank Balances	23.65%	23.31%	1.45%	-
Return on investment (in %)	Net Profit after taxes	Average Total Assets = Average of Opening Total Assets and Closing Total Assets excluding revaluation impact	16.32%	16.42%	(0.61%)	-

\* Inventory Turnover ratio has been calculated for Seaways Division only  
Changes below 10% are considered Negligible

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**b) Relationship with struck off companies**

(₹ in Mn)

Name of Struck off Company	Nature of transactions with struck off company	Balance outstanding as at 31 <sup>st</sup> March 2022	Transaction	Balance outstanding as at 31 <sup>st</sup> March 2023	Relationship with the struck off company
Pushkar Financial Services Ltd.	Shares held by struck off company	-*	-	-*	Shareholder
Fairtrade Securities Ltd	Shares held by struck off company	-*	-	-*	Shareholder
Vaishak Shares Ltd.	Shares held by struck off company	-*	-	-*	Shareholder
Sharmila Manpower Solutions Pvt. Ltd.	Manpower Supply	0.15	-	0.15	Vendor
Life Spring Enterprises Pvt. Ltd.	Lorry Hire	-	0.05	-	Vendor
Oms HR Facility Services Pvt. Ltd.	Manpower Supply	-	0.44	0.08	Vendor
Anmol HR Solutions Pvt. Ltd.	Manpower Supply	-	5.34	0.38	Vendor
Advs Natural Tea Pvt. Ltd.	Lorry Hire	-	0.12	-	Vendor
Net Storm Pvt. Ltd.	IT Services	-	0.01	-	Vendor
Pansuriya Logistics Pvt. Ltd.	Lorry Hire	-	0.10	-	Vendor
Hi Tech Insulators Pvt Ltd	Freight Income	-	0.49	-	Customer
B G Shirke Construction Technology Pvt. Ltd.	Freight Income	-	0.07	-	Customer
Godwin Resorts & Hotels Pvt. Ltd.	Freight Income	-	-*	-	Customer
Nabkishan Bio Technologies Pvt. Ltd.	Freight Income	-	-*	-	Customer
Ritajya Industry Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Precision Engineers Pvt Ltd	Freight Income	-	0.15	-	Customer
Andhra Cylinders A Unit Of Envy Cylinders Pvt Ltd	Freight Income	-	0.01	-	Customer
Ananya Drugs & Health Services Pvt. Ltd.	Freight Income	-	-*	-	Customer
Acmevet Life Pvt. Ltd.	Freight Income	-	-*	-	Customer
Novotas Biotech Pvt. Ltd.	Freight Income	-	0.02	-	Customer
Virupana Pharmaceuticals Pvt. Ltd.	Freight Income	-	-*	-	Customer
Tocis Pvt. Ltd.	Freight Income	-	-*	-	Customer
Asp Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Unique Compusoft Pvt. Ltd.	Freight Income	-	-*	-	Customer
A. G. Industries Pvt. Ltd.	Freight Income	-	-*	-	Customer
Sathi Battery Pvt. Ltd.	Freight Income	-	0.04	-	Customer
Idika Tools Pvt. Ltd.	Freight Income	-	-*	-	Customer
Kanthal Incorp Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Ppm Hydro Technologies Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Vetrivel Paper Mill Pvt. Ltd.	Freight Income	-	-*	-	Customer
Tirupattur Co-Op Sugar Mills Ltd.	Freight Income	-	0.03	-	Customer
Cocoterops Hospitality Pvt. Ltd.	Freight Income	-	0.01	-	Customer
V M Extrusions Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Jahannagar Textile Mill Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Qi Bikes International Pvt. Ltd.	Freight Income	-	-*	-	Customer
Kunshiv Enterprises Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Vlaval Engineering Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Sugandhsmart Business Pvt. Ltd.	Freight Income	-	-*	-	Customer
Dey & Dey Initiatives Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Red Moon Labs Pvt. Ltd.	Freight Income	-	-*	-	Customer
H M Tubes And Containers Pvt. Ltd.	Freight Income	-	-*	-	Customer
La Hometel Hotels Pvt. Ltd.	Freight Income	-	-*	-	Customer
Golden Shine Energy Engineering Pvt. Ltd.	Freight Income	-	-*	-	Customer
Medicive Pharmaceutical Pvt. Ltd.	Freight Income	-	-*	-	Customer

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

(₹ in Mn)

Name of Struck off Company	Nature of transactions with struck off company	Balance outstanding as at 31 <sup>st</sup> March 2022	Transaction	Balance outstanding as at 31 <sup>st</sup> March 2023	Relationship with the struck off company
Subha Marketing (Opc) Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Agranye Technolgies Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Flavours Ice Cream Pvt. Ltd.	Freight Income	-	0.01	-	Customer
Viva Concrete Technologies Pvt. Ltd.	Freight Income	-	0.04	-	Customer
Aashalini Hospitality Industry India Pvt Ltd	Freight Income	-	-*	-	Customer
S S Flourmills (Khopoli) Pvt. Ltd.	Freight Income	-	-*	-	Customer

\*Less than ₹ 10,000

**c) Details of transactions of advances or loans or investments of funds (either from the borrowed funds or share premium or any other sources or kind of funds), as prescribed to any other person(s) or entity (ies), including foreign entities (intermediaries)**

The Holding Company makes strategic investment in various entities through its wholly owned subsidiary TCI Ventures Ltd.. In compliance with Rule 11 (e) of Companies (Audit and Auditors) Rules, 2014, as amended, the investment made by the Holding Company through equity shares or loans into TCI Ventures Ltd. and subsequent investment by TCI Ventures Ltd. in other entities is disclosed below:-

**Date and amount of investments by the Holding Company in TCI Ventures Ltd.**

(₹ in Mn)

Year	Investment	Loan	Total	Intermediary Party
FY 2016-17	16.20	-	16.20	TCI Ventures Ltd. (Wholly owned subsidiary) CIN U65999DL2016PLC303211 Registered Address : DPT 625/626 DLF Prime Tower Okhla Phase 1 New Delhi 110020
FY 2017-18	18.75	-	18.75	
FY 2018-19	49.10	-	49.10	
FY 2019-20	-	50.50	50.50	
FY 2020-21	2.50	47.00	49.50	
FY 2021-22	-	35.00	35.00	
FY 2022-23	-	100.00	100.00	

**Date and amount of fund further advanced or loaned or invested by TCI Ventures Ltd.**

(₹ in Mn)

Year	Investment	Loans	Total	Intermediary Party
FY 2016-17	15.50	-	15.50	TCI Ventures Ltd. has further invested in the form of Equity and Preference Shares, Ventures Capital Funds and Loans in various Strategic ventures
FY 2017-18	15.08	-	15.08	
FY 2018-19	40.90	11.50	52.40	
FY 2019-20	29.08	22.50	51.58	
FY 2020-21	37.84	5.00	42.84	
FY 2021-22	39.25	-	39.25	
FY 2022-23	80.16	0.50	80.66	

The Group has complied with all the provisions of the Companies Act for such transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002

- d)** The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e)** The Group is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).
- f)** The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- g)** The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
 FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

**47. LEASES:**

**A) Group as lessor:**

The Group has given its Wind-power plants on lease under non-cancellable operating leases expiring in future. The leases have varying terms, escalation clauses and renewal rights. On renewal, the terms of the leases are renegotiated.

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Future Minimum Lease Rental Receivable in relation to Non-Cancellable Operating Leases:		
Within One Year	6.55	10.18
Later Than One Year but not Later than Five Years	2.67	9.22
Later than Five Years	-	-
<b>Total</b>	<b>9.22</b>	<b>19.40</b>

**B) Group as lessee:**

The Group lease asset primarily consist of leases for land and buildings for branch offices and warehouses having the various lease terms. At the date of commencement of the lease, the Group recognises a right of use asset and a corresponding lease liability for all lease arrangement in which it is a lessee, except for short term leases and leases of low value leases. The Group applies the 'short-term lease' & 'low value lease' recognition exemptions for these leases.

**Following are the changes in the carrying value of right of use assets for the year ended 31st March 2023:**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023			As at 31 <sup>st</sup> March 2022		
	Leasehold Building	Leasehold land	Total	Leasehold Building	Leasehold land	Total
Opening	327.19	445.57	772.76	198.41	439.30	637.71
Addition	45.94	0.20	46.14	237.23	11.67	248.90
Deletion	37.72	-	37.72	18.88	-	18.88
Depreciation	68.49	5.36	73.85	89.57	5.40	94.97
<b>Closing</b>	<b>266.92</b>	<b>440.41</b>	<b>707.33</b>	<b>327.19</b>	<b>445.57</b>	<b>772.76</b>

**Movement in lease liabilities**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
At Beginning of the Year	342.95	208.03
Addition	45.94	237.23
Deletions	39.95	16.05
Finance Cost accrued	31.47	25.60
Payment of lease liabilities	86.89	111.86
<b>At the end of the Year</b>	<b>293.52</b>	<b>342.95</b>

**Break-up of current and non current lease liabilities**

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Current Lease Liabilities	58.34	78.23
Non Current Lease Liabilities	235.18	264.72

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)

### Contractual maturities (undiscounted)

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Less than one year	79.60	94.60
One to five years	277.81	195.87
More than five years	934.43	245.31
<b>Total</b>	<b>1,291.84</b>	<b>535.78</b>

The incremental borrowing rate applied to lease liabilities is 9%.

Rent expense recorded for Short term and Low Value Leases was ₹ 525.70 Mn (Previous year ₹ 396.48 Mn)

### 48. CORPORATE SOCIAL RESPONSIBILITY (CSR)

- (a) As per Section 135 of the Companies Act, 2013, a CSR committee has been formed by the Holding Company. The areas for CSR activities are Promoting education, preventive healthcare, special education and employment enhancing vocation skills, rural / nationally recognised/Paralympic and Olympic sports, and Rural Development. The funds were primarily allocated to a corpus and utilized throughout the year on those activities which are specified in Schedule VII of the Companies Act, 2013

#### (b) Details of Corporate Social Responsibility (CSR) Expenditure:

(₹ in Mn)

Particulars	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
Amount Required to be Spent as per Section 135 of the Act	41.11	31.34
Amount Spent During the Year on:		
(i) Construction / Acquisition of an Asset	-	-
(ii) On Purpose other than (i) Above	43.30	34.18
<b>Total</b>	<b>43.30</b>	<b>34.18</b>

### 49. DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013

Investments made are given under the respective heads (Refer Note No. 8)

Corporate Guarantees given by the Holding Company as at 31<sup>st</sup> March, 2023

(₹ in Mn)

SI No	Name of the Company	As at 31 <sup>st</sup> March 2023	As at 31 <sup>st</sup> March 2022
1	ABC India Ltd.*	74.21	74.21

\* The Group has created a charge on its property situated at "P-10, New C.I.T. Road, Kolkata-700073 for abovementioned corporate guarantee

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023 (Contd.)**

**50.** (a) ₹ 67.31 Mn outstanding as at 31<sup>st</sup> March 2023 due to Micro and Small Enterprises registered under Micro, Small and Medium Enterprises development Act, 2006, (MSME) ( 31<sup>st</sup> March 2022: ₹ 38.90 Mn).

(b) Interest paid/payable to the enterprises registered under MSMED Act is ₹ 0.30 Mn ( 31<sup>st</sup> March 2022: ₹ 0.01 Mn).

**51.** In case of TCI-CONCOR Multimodal Solutions Pvt. Ltd. (TCMSPL), a subsidiary of the Company, balances of some of the customers / suppliers / receivables / payables and deposits with others are subject to confirmation / reconciliations and consequential adjustments, if any, which in the opinion of the management of TCMSPL would not be material.

**52.** Previous year figure's have been regrouped /rearranged wherever considered necessary

In terms of our Report of even date

For and on behalf of the Board

For **Brahmayya & Co.**  
Chartered Accountants  
Firm Regn No 0005115

**Ravikant Uppal**  
(Chairman of Audit Committee)  
(DIN: 00025970)

**D. P. Agarwal**  
(Chairman & Managing Director)  
(DIN: 00084105)

**Vineet Agarwal**  
(Managing Director)  
(DIN: 00380300)

**Lokesh Vasudevan**  
(Partner)  
(Membership No.222320)

**Archana Pandey**  
(Company Secretary & Compliance Officer)  
(Membership No: A23884)

**Ashish Tiwari**  
(Group Chief Financial Officer)  
(Membership No. 502579)

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

Place: Gurugram  
Date: 18<sup>th</sup> May, 2023

# FORM AOC-I

Pursuant to First Proviso to Sub-Section (3) of Section 129 Read With Rules 5 of Companies (Accounts) Rules, 2014  
Statement Containing Salient Features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

## PART "A" : SUBSIDIARIES

(₹ in Mn)

SI No	Name of the Subsidiary	Reporting Currency and Exchange Rate as on the last date of the Financial Year in Case of Foreign Subsidiaries	Equity Share Capital	Other Equity	Total Assets	Total Liabilities	Investments (a)	Turnover	Profit Before Taxation	Provision for Taxation	Profit after Taxation	% of Shareholding
1	TCI Global (Singapore) Pte Ltd.	SGD 1 = ₹ 61.76	129.22	(146.16)	38.95	55.89	Nil	-	(16.81)	-	(16.81)	100%
2	TCI Holdings Asia Pacific Pte. Ltd.	SGD 1 = ₹ 61.76	423.97	(382.69)	41.60	0.31	Nil	0.72	(50.97)	-	(50.97)	100%
3	TCI Holdings SA & E Pte Ltd.	SGD 1 = ₹ 61.76	34.53	(34.53)	-	-	Nil	-	(25.43)	0.01	(25.44)	100%
4	TCI Bangladesh Ltd.	BDT 1 = ₹ 0.77	2.99	29.10	60.62	28.53	Nil	833.63	32.16	10.99	21.18	100%
5	TCI Nepal Pvt. Ltd.	NC 1 = ₹ 0.62	3.11	(0.96)	14.61	12.45	Nil	81.15	0.42	-	0.42	100%
6	TCI-CONCOR Multimodal Solutions Pvt. Ltd.		70.00	196.05	473.73	207.69	Nil	3,047.22	73.36	18.46	54.90	51%
7	TCI Cold Chain Solutions Ltd.		12.63	434.70	509.17	61.84	Nil	600.87	39.62	11.42	28.21	80%
8	TCI Ventures Ltd.		86.55	54.13	407.53	266.85	367.93	0.44	(48.12)	-	(48.12)	100%
9	Stratsol Logistics Pvt. Ltd.		29.25	(34.54)	34.23	39.52	33.75	-	(33.77)	-	(33.77)	100%

(a) Excluding investment in subsidiaries

(b) The annual accounts of subsidiaries and step down subsidiaries with related detailed information are available for inspection by the members at the registered/corporate office of the Company

## PART "B" : ASSOCIATES AND JOINT VENTURES

Pursuant to First Proviso to Sub-Section (3) of Section 129 read with Rules 5 of Companies (Accounts) Rules, 2014

SI No	Name of Joint Venture/ Associate	1. Latest Audited Balance Sheet Date	2. Shares of Associate/ Joint Ventures Held By The Company On The Year End			3. Description of how there is Significant Influence	4. Reason Why the Associate/Joint Venture is Not Consolidated	5. Networth Attributable to Shareholding as Per Latest Audited Balance Sheet	6. Profit /Loss for the year Including OCI	
			No of Shares (In Mn)	Amount of Investment in Joint Venture/ Associate (NAV)	Extend of Holding %				Considered in Consolidation (Adjusted Profit)	Not Considered in Consolidation (Adjusted Profit)
1	Transystem Logistics International Pvt. Ltd.	31 <sup>st</sup> March 2023	3.92	1,582.78	49.00%	N.A.	N.A.	1505.20	447.17	419.05
2	Cargo Exchange Pvt. Ltd.	31 <sup>st</sup> March 2023	0.41	24.98	32.50%	N.A.	N.A.	7.86	(3.55)	(7.36)

## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eight Annual General Meeting of the Company will be held on Monday, 31<sup>st</sup> July 2023 at 10:00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business(es):

### ORDINARY BUSINESSSES:

1. To consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31<sup>st</sup> March 2023 together with the Reports of Directors and Auditors thereon.
2. To declare a Final Dividend of ₹ 2/- per Equity Share, if any for FY 2022-23.
3. To appoint a Director in place of Mr. D P Agarwal (DIN: 00084105), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. S N Agarwal (DIN: 00111187), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSSES:

#### 5. **Re-appointment of Mr. D P Agarwal as Chairman & Managing Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 2(54), 2(78), 196, 197 and 203 of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Compensation/Nomination and Remuneration Committee and the Board of Directors, the Company hereby approves re-appointment of Mr. D P Agarwal (DIN: 00084105) as Chairman & Managing Director for a period of 5 (five) years with effect from 1<sup>st</sup> August 2023, liable to retire by rotation, upon the terms and conditions as set out in the explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with the liberty to the Board of Directors to alter and vary terms and conditions of said re-appointment in such manner as may be agreed between the Board and Mr. D P Agarwal.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be expedient to give effect to this resolution.”

#### 6. **Re-appointment of Mr. Vineet Agarwal as Managing Director**

To consider and, if thought fit, to pass, with or without

modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 2(54), 2(78), 196, 197 and 203 of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Compensation/Nomination and Remuneration Committee and the Board of Directors, the Company hereby approves re-appointment of Mr. Vineet Agarwal (DIN: 00380300) as Managing Director for a period of 5 (five) years with effect from 1<sup>st</sup> July 2023, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, upon the terms and conditions as set out in the explanatory statement annexed hereto, including minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with the liberty to the Board of Directors to alter and vary terms and conditions of said re-appointment in such manner as may be agreed between the Board and Mr. Vineet Agarwal.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be expedient to give effect to this resolution.”

#### 7. **Authorize Borrowings by way of Issuance of Non-Convertible Debentures/Bonds/Other similar Instruments**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and subject to all the applicable laws and Regulations, including but not limited to SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time by making offer(s) or invitation(s) to subscribe or issuance of redeemable Non-Convertible Debentures (NCD)/Bonds/Other similar instruments, whether secured or unsecured, on a private

## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

placement basis, in one or more tranches, upto an amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores Only) during a period of one year from the date of passing of this resolution, on such terms and conditions, as the Board may, from time to time, determine and consider proper and that the said borrowing shall be within the overall borrowing limits of the Company as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

### By Order of the Board

For **Transport Corporation of India Ltd.**

### ARCHANA PANDEY

Place: Gurugram      Company Secretary & Compliance Officer  
Date: 18<sup>th</sup> May 2023      Membership No. 23884

### Registered Office:

Flat Nos. 306 & 307, 1-8-201 to 203, 3<sup>rd</sup> Floor,  
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
Phone: +91 40 2784-0104,  
Email: [secretarial@tcil.com](mailto:secretarial@tcil.com) | Website: [www.tcil.com](http://www.tcil.com)  
CIN: L70109TG1995PLC019116

### NOTES:

- Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020 followed by Circular No. 2/2022, 10/2022 dated 5<sup>th</sup> May 2022 and 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 and (hereinafter referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 28<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”)/ other audio visual means (“OAVM”) (hereinafter called as “E-AGM” or “AGM”). The registered office of the Company shall be deemed to be the venue for the AGM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI Listing Regulations”), read with aforesaid MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Ltd. (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- The Members can join the E-AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the E-AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation/Nomination and Remuneration Committee and Stakeholders’ Relationship Committee and the Auditors etc. who are allowed to attend the E-AGM without restriction on account of first come first served basis.
- The attendance of members attending the E-AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum for the AGM as per Section 103 of the Act.
- To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in the physical form.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a member of the Company. Since the AGM is being held through VC/OAVM, the facility for the appointment of proxies by the Members will not be available. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
- The Board of Directors of the Company has appointed Mr. V K Bajaj, Practicing Company Secretary as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner. Post receiving the Scrutinizer’s report, the Company shall communicate the voting results within two working days from the conclusion of the Meeting to the Stock Exchanges. The results declared along with the Scrutinizer’s report shall be placed on the website of

## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING

the Company [www.tcil.com](http://www.tcil.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

8. Corporate Members of the Company are encouraged to attend the AGM through their Authorized Representatives through VC. They are requested to send an email at [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com), enclosing the certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.
9. The related Explanatory Statement pursuant to Section 102 of the Act, in respect of Special Businesses at Item Nos. 5 to 7 as set out above; to be transacted at the Meeting is annexed hereto.
10. Information with regard to the Directors proposed to be re-appointed, is annexed to this Notice in terms of the SEBI Listing Regulations and the Secretarial Standard on General Meetings.
11. Since the AGM will be held through VC, the Route Map is not relevant and not annexed to this Notice.
12. The Share Transfer Books and the Register of Members shall remain closed from Wednesday, 26<sup>th</sup> July 2023 to Monday, 31<sup>st</sup> July 2023 (Both Days Inclusive).
13. Members holding shares in electronic form may contact their respective Depository Participants to register/update bank mandate.
14. SEBI, vide its Circular dated 3<sup>rd</sup> November 2021, as amended from time to time, had made it mandatory for holders of physical securities to furnish PAN, KYC and Nomination/Opt-out of Nomination details to avail any investor service. The timeline provided by SEBI to furnish/ update the above details is 30<sup>th</sup> September 2023. Folios wherein any one of the above mentioned details are not registered by 1<sup>st</sup> October 2023 shall be frozen. Members who are yet to update their KYC details are therefore urged to furnish PAN, KYC and Nomination/Opt-out of Nomination by submitting the prescribed forms duly filled, by email from their registered email id to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by sending a physical copy of the prescribed forms duly filled and signed by the registered holders to Registrar and Share Transfer Agent (RTA), KFin Technologies Ltd. Members holding shares in electronic form are requested to notify the change in above particulars directly to their DP. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website at [www.tcil.com](http://www.tcil.com).
15. The Members are requested to address all their communications to the RTA or to the Company for prompt redressal.
16. Pursuant to Section 124 of the Act, the unclaimed interim dividend for the FY 2016-17 will be transferred to the "Investor Education and Protection Fund" (IEPF) on expiry of 7 years

from the date of transfer to the unclaimed dividend account. It may be noted that after the expiry of the said period of 7 years i.e. on 11<sup>th</sup> December 2023, no claim shall lie in respect of unclaimed dividend. Further, Section 124(6) of the Act mandates transfer of all those shares, in respect of which unpaid or unclaimed dividend have been transferred by the Company to IEPF. Thus, all the shares against which dividend has not been claimed, shall also stand transferred to IEPF. Accordingly, members who have not claimed their Unpaid Dividend for the said financial year and any of subsequent years are requested to write to the Company Secretary of the Company at [secretarial@tcil.com](mailto:secretarial@tcil.com).

17. As per Regulation 40 of the SEBI Listing Regulations, the securities of the listed companies can be transferred only in the dematerialized form and transmission or transposition of securities held in physical or dematerialized form shall be effected only in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.

Further, Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at [www.tcil.com](http://www.tcil.com).

18. Pursuant to Section 72(1) of the Act, individual shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares of the Company shall vest in the event of death of the sole / all joint shareholders.

19. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). In view of the said MCA Circulars, the Company has published a notice on Wednesday, 21<sup>st</sup> June 2023 in Financial Express (English Language) and Nava Telangana (Vernacular Language) inter-alia, advising the Shareholders whose e-mail address are not registered with the Company or the Depository Participant(s), as the case may be, to register their e-mail address. The Notice can also be accessed on the websites of the Stock Exchanges i.e. BSE Ltd. and National Stock Exchange of India Ltd. at

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[www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of E-voting agency; CDSL at [www.evotingindia.com](http://www.evotingindia.com).

- 20.** The requisite Registers as required under the Act are available for inspection by the members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at [archana.pandey@tcil.com](mailto:archana.pandey@tcil.com).
- 21.** If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend (subject to deduction of tax at source) will be made as under:
- I. To all Beneficial Owners in respect of shares held in dematerialized form:** as per the data, as may be made available by the National Securities Depository Ltd. ("NSDL") and CDSL, collectively "Depositories", as of end of day on Tuesday, 25<sup>th</sup> July 2023;
  - II. To all Members in respect of shares held in physical form:** after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, 25<sup>th</sup> July 2023.
- 22.** Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- 23.** Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write

to the Company on or before 28<sup>th</sup> July 2023 through email to [archana.pandey@tcil.com](mailto:archana.pandey@tcil.com).

#### THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, 28<sup>th</sup> July 2023 at 09:00 A.M. and ends on Sunday, 30<sup>th</sup> July 2023 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Tuesday, 25<sup>th</sup> July 2023, may cast their vote electronically. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, 25<sup>th</sup> July 2023.

#### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 28<sup>th</sup> July 2023 at 09:00 A.M. and ends on 30<sup>th</sup> July 2023 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25<sup>th</sup> July 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility of remote e-voting to its members. The details of the process and manner of e-voting are explained hereinbelow.
 

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible Companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, relevant links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile Number &amp; Email ID as registered in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at the link <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. 022-4886 7000 and 022-2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

**For Physical shareholders and other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by the Company/ RTA or contact Company/RTA.
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**For Physical shareholders and other than individual shareholders holding shares in Demat.**

Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the Depository or Company, please enter the folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Transport Corporation of India Ltd.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians– For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING (CONTD.)

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer @ [vasanth@vkbajajassociates.com](mailto:vasanth@vkbajajassociates.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system, for the scrutinizer to verify the same.

### INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. The shareholders who have queries may send their queries latest by 28<sup>th</sup> July 2023 mentioning their name, demat

account number/folio number, email id, mobile number @ [archana.pandey@tcil.com](mailto:archana.pandey@tcil.com). These queries will be replied by the Company suitably by email.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders will be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

- 1. For Physical Shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), Aadhar Card (self-attested scanned copy of Aadhar Card) by email to RTA.
- 2. For Demat Shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Ltd., A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call toll free no. 1800 22 55 33.

### EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013 ("the ACT")

As required under Section 102(1) of the Act, the following statement sets out material facts relating to the special businesses mentioned under Item Nos. 5 to 7 of this Notice.

#### ITEM NO. 5

Pursuant to the recommendations of the Compensation/ Nomination and Remuneration Committee, the Board of Directors at their meeting held on 18<sup>th</sup> May 2023 have re-appointed Mr. D P Agarwal (DIN: 00084105) as Chairman & Managing Director with effect from 1<sup>st</sup> August 2023 for a period of 5 years. The principal terms and conditions of re-appointment of

NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING (CONTD.)

Mr. D P Agarwal as Chairman & Managing Director inter alia contain the following:

- I. Subject to supervision and control of the Board of Directors of the Company, Mr. D P Agarwal, Chairman & Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- II. **Period of Agreement:** 5 years effective from 1<sup>st</sup> August 2023.
- III. **Remuneration:**
  - a. **Basic Salary:** ₹ 45 Lakhs per month (in the range of ₹ 45 Lakhs to ₹ 1 Crore per month with the liberty to the Board or Committee thereof, in its absolute discretion to fix basis salary and annual increment within the above range).
  - b. **Commission:** @ 2% of the net profit.
  - c. **Perquisite and other allowances:**
    - i. **Housing:** Furnished/unfurnished residential accommodation or house rent allowance as may be applicable. Expenses incurred on gas, electricity, water and furniture etc. shall be valued as per Income Tax Rules.
    - ii. **Medical reimbursement/allowance:** Reimbursement of actual expenses for self and family and/or allowances will be paid as per the rules of the Company.
    - iii. **Leave travel concession/allowance:** For self and family in accordance with the rules of the Company.
    - iv. **Club Fees:** Fee payable subject to the rules of the Company.
    - v. **Personal accident insurance:** As per the rules of the Company.
    - vi. **Provision of driver/allowance for driver's salary:** As per the rules of the Company.
    - vii. **Company car and telephone:** Expenses in relation to use Company car and telephone for official purpose.
    - viii. Any other expenses incurred/reimbursed not specifically included hereinabove.
  - d. **Other benefits:**
    - i. **Earned/privilege leave:** As per the rules of the Company.
    - ii. **Company's contribution to provident fund and superannuation fund:** As per the rules of the Company.
    - iii. **Gratuity:** As per the rules of the Company.
    - iv. **Encashment of leave:** As per the rules of the Company.

The aggregate of the salary, commission, perquisite and allowances and other benefits taken together in respect of payment to Mr. D P Agarwal shall always be subject to the compliance with applicable statutory requirements.

- IV. **Termination:** The Company or Mr. D P Agarwal shall be entitled at any time to terminate this appointment by giving six months written notice or by any shorter notice as may be mutually agreed to, by both the parties. If any time, he ceases to be a Director of the Company for any cause whatsoever, the appointment shall forthwith be terminated.
- V. **Duties:** Mr. D P Agarwal shall perform such duties as may, from time to time, be entrusted to him, subject to the superintendence and control of the Board of Directors.
- VI. **Minimum Remuneration:** Notwithstanding the foregoing, if in any financial year during the currency of the tenure of Mr. D P Agarwal, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Act.
- VII. **Overall Remuneration:** The remuneration payable to Mr. D P Agarwal, in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the Act, as may be prescribed from time to time.

Mr. D P Agarwal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as Chairman & Managing Director of the Company.

The terms and conditions of his appointment shall be open for inspection and any Member interested in the same may write to the Company Secretary.

His brief resume, nature of expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and other details are annexed to this notice.

Except Mr. S N Agarwal, Ms. Urmila Agarwal, Mr. Vineet Agarwal and Mr. Chander Agarwal being related to Mr. D P Agarwal and Mr. D P Agarwal himself, no other Director and/or Key Managerial Personnel (KMP) or relatives of Director and/or KMP are interested/concerned in this resolution.

The Board of Directors of your Company recommends this resolution for your approval as a Special Resolution.

**ITEM NO. 6**

Pursuant to recommendation of the Compensation/ Nomination and Remuneration Committee, the Board of Directors at their meeting held on 18<sup>th</sup> May 2023 have re-appointed Mr. Vineet Agarwal (DIN: 00380300) as Managing Director with effect from

## NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING (CONTD.)

1<sup>st</sup> July 2023 for a period of 5 years. The principal terms and conditions of re-appointment of Mr. Vineet Agarwal as Managing Director inter alia contain the following:

- I. Subject to supervision and control of the Board of Directors of the Company, Mr. Vineet Agarwal, Managing Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- II. **Period of Agreement:** 5 years effective from 1<sup>st</sup> July 2023.
- III. **Remuneration:**
  - a. **Basic Salary:** ₹ 40 Lakhs per month (in the range of ₹ 40 Lakhs to ₹ 1 Crore per month with the liberty to the Board or Committee thereof, in its absolute discretion to fix basis salary and annual increment within the above range).
  - b. **Commission:** @ 2% of the net profit.
  - c. **Perquisite and other allowances:**
    - i. **Housing:** Furnished/unfurnished residential accommodation or house rent allowance as may be applicable. Expenses incurred on gas, electricity, water and furniture etc. shall be valued as per Income Tax Rules.
    - ii. **Medical reimbursement/allowance:** Reimbursement of actual expenses for self and family and/or allowances will be paid as per the rules of the Company.
    - iii. **Leave travel concession/allowance:** For self and family in accordance with the rules of the Company.
    - iv. **Club Fees:** Fee payable subject to the rules of the Company.
    - v. **Personal accident insurance:** As per the rules of the Company.
    - vi. **Provision of driver/allowance for driver's salary:** As per the rules of the Company.
    - vii. **Company car and telephone:** Expenses in relation to use Company car and telephone for official purpose.
    - viii. Any other expenses incurred/reimbursed not specifically included hereinabove.
  - d. **Other benefits:**
    - i. **Earned/privilege leave:** As per the rules of the Company.
    - ii. **Company's contribution to provident fund and superannuation fund:** As per the rules of the Company.
    - iii. **Gratuity:** As per the rules of the Company.
    - iv. **Encashment of leave:** As per the rules of the Company.

The aggregate of the salary, commission, perquisite and allowances and other benefits taken together in respect of payment to Mr. Vineet Agarwal shall always be subject to the compliance with applicable statutory requirements.

- IV. **Termination:** The Company or Mr. Vineet Agarwal shall be entitled at any time to terminate this appointment by giving six months written notice or by any shorter notice as may be mutually agreed to, by both the parties. If any time, he ceases to be a Director of the Company for any cause whatsoever, the appointment shall forthwith be terminated.
- V. **Duties:** Mr. Vineet Agarwal shall perform such duties as may, from time to time, be entrusted to him, subject to the superintendence and control of the Board of Directors.
- VI. **Minimum Remuneration:** Notwithstanding the foregoing, if in any financial year during the currency of the tenure of Mr. Vineet Agarwal, the Company has no profits or its profits are inadequate, the remuneration will be subject to Schedule V to the Act.
- VII. **Overall Remuneration:** The remuneration payable to Mr. Vineet Agarwal, in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197 (1) read with other relevant provisions of the Act, as may be prescribed from time to time.

The Company has, in terms of Section 160 of the Act, received in writing, notice from a Member, proposing his candidature for the office of Director. Mr. Vineet Agarwal is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as Managing Director of the Company.

The terms and conditions of his appointment shall be open for inspection and any Member interested in the same may write to the Company Secretary.

His brief resume, nature of expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and other details are annexed to this notice.

Except Mr. D P Agarwal, Ms. Urmila Agarwal and Mr. Chander Agarwal being related to Mr. Vineet Agarwal and Mr. Vineet Agarwal himself, no other Director and/or KMP or relatives of Director and/or KMP are interested / concerned in this resolution.

The Board of Directors of your Company recommends this resolution for your approval as a Special Resolution.

### ITEM NO. 7

In order to give the Company flexibility to manage its borrowing program, the Company proposes to pass a suitable resolution enabling the Company to offer NCDs/Bonds/Other similar

**NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING (CONTD.)**

instruments not exceeding ₹ 200 Crores (Rupees Two Hundred Crores Only), on private placement basis, at an interest rate that will be determined by the prevailing money market conditions at the time of the borrowing. NCDs/Bonds/Other similar instruments are a significant and cost effective source of borrowings for corporates and your Company would like to avail this option as well.

In terms of the provisions of Section 42 of the Act as amended from time to time, a Company offering or making an invitation to subscribe to NCDs/ Bonds/ Other similar instruments on a private placement basis, is required to obtain prior approval of its Members by way of a Special Resolution. Accordingly, it is hereby proposed to seek an approval from shareholders enabling the Board to issue NCDs/Bonds/ other similar Instruments, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board upto an amount not exceeding ₹ 200 Crores, during the period of one year from the date of passing of the Resolution, within the overall borrowing limits of the Company, as approved by the Members from time to time with the authority to the Board of Directors to determine the

terms and conditions, including the issue price of NCDs / Bonds/ other similar instruments.

None of the Directors and/or KMPs of the Company and/or their relatives, are in any way, concerned or interested, financially or otherwise in this resolution.

The Board of Directors of your Company recommends this resolution for your approval as a Special Resolution.

**By Order of the Board**

For **Transport Corporation of India Ltd.**

**ARCHANA PANDEY**

Place: Gurugram                      Company Secretary & Compliance Officer  
Date: 18<sup>th</sup> May 2023                      Membership No. 23884

**Registered Office:**

Flat Nos. 306 & 307, 1-8-201 to 203, 3<sup>rd</sup> Floor,  
Ashoka Bhoopal Chambers, S.P. Road, Secunderabad-500003,  
Phone: +91 40 2784-0104,  
Email: [secretarial@tcil.com](mailto:secretarial@tcil.com) | Website: [www.tcil.com](http://www.tcil.com)  
CIN: L70109TG1995PLC019116

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**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM**

[(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)]

Particulars	Mr. D P Agarwal	Mr. S N Agarwal	Mr. Vineet Agarwal
<b>Age</b>	72 Years	78 Years	50 Years
<b>Qualifications</b>	Graduate	MBA, Davenport College of Business, US	BSC from Carnegie Mellon University
<b>No. of equity shares held in the Company</b>	828,628	-	3,043,980
<b>Expertise in specific Functional Area*</b>	He has been associated with the transport industry for more than 50 years and contributing in developing the unorganized logistics sector into an organized one.	Over four decades of rich experience in various industries including logistics. He also serves as the Chairman of Boruka Gases Ltd. & Boruka Power Corporation Ltd.	He has been associated with TCI since 1996 and actively transforming the organization towards value- added services in the area of supply chain management and multimodal logistics. He is also Ex-President of ASSOCHAM.
<b>Date of first appointment on the Board</b>	11 <sup>th</sup> September 1998	2 <sup>nd</sup> January 1995	18 <sup>th</sup> June 1998
<b>Directorship held in other Companies<sup>#</sup></b>	i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI Industries Ltd. iv. Jay Bharat Maruti Ltd. v. Indo Rama Synthetics (India) Ltd. vi. Boruka Power Corporation Ltd.	i. Kirloskar Electric Co. Ltd. ii. Pharmed Ltd. iii. Boruka Gases Ltd. iv. Boruka Power Corporation Ltd. v. Boruka Agro Business Pvt. Ltd. vi. Boruka Cogen Power Pvt. Ltd. vii. Prabhu Structures Investment India Pvt. Ltd. viii. Boruka Gases Investments India Pvt. Ltd. ix. Prabhu Structures Pvt. Ltd. x. Boruka Power Investments India Pvt. Ltd. xi. Boruka Speciality Gases Pvt. Ltd.	i. TCI Express Ltd. ii. TCI Developers Ltd. iii. TCI-CONCOR Multimodal Solutions Pvt. Ltd. iv. Somany Ceramics Ltd. v. TCI Cold Chain Solutions Ltd. vi. Loglabs ventures Pvt. Ltd. vii. Gloxinia Farms Pvt. Ltd. viii. Transystem Logistics International Pvt. Ltd. ix. The Associated Chambers of Commerce and Industry of India
<b>Memberships/ Chairmanships of Committees of other Companies</b>	<b>Jay Bharat Maruti Ltd.</b> i. Audit Committee ii. Nomination & Remuneration Committee iii. Stakeholders' Relationship Committee iv. CSR Committee v. Risk Management Committee <b>TCI Express Ltd.</b> i. Nomination & Remuneration Committee ii. CSR Committee <b>Indo Rama Synthetics (India) Ltd.</b> i. Audit Committee ii. Risk Management Committee iii. Banking and Finance Committee <b>TCI Developers Ltd.</b> i. CSR Committee	<b>Kirloskar Electric Company Ltd.</b> i. Audit Committee ii. Nomination & Remuneration Committee <b>Bhoruka Power Corporation Ltd.</b> i. Corporate Social Responsibility Committee ii. Remuneration Committee	<b>TCI Express Ltd.</b> i. Audit Committee ii. Share Transfer Committee iii. Stakeholders' Relationship Committee <b>TCI Developers Ltd.</b> i. Audit Committee ii. Nomination & Remuneration Committee iii. Stakeholders' Relationship Committee iv. Share Transfer Committee <b>Somany Ceramics Ltd.</b> i. Audit Committee ii. Risk Management Committee

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Particulars	Mr. D P Agarwal	Mr. S N Agarwal	Mr. Vineet Agarwal
<b>Name of Listed Companies from which the Director has resigned in the past three years</b>	Nil	Nil	Nil
<b>Relationship with other Directors/ Key Managerial Personnel</b>	Related to Ms. Urmila Agarwal, Director, Mr. Chander Agarwal, Director and Mr. Vineet Agarwal, Managing Director	Related to Mr. D P Agarwal, Chairman & Managing Director	Related to Mr. D P Agarwal, Chairman & Managing Director, Ms. Urmila Agarwal, Director, Mr. Chander Agarwal, Director

\* Please refer Company's [website www.tcil.com](http://www.tcil.com) for detailed Profile of the Directors.

# Excluding Foreign Companies and Section 8 Companies.

For other details such as the number of meetings of the Board attended during the year, remuneration drawn, relationship with other Directors and KMPs, No. of shares held etc. in respect of above Directors, please refer to the Corporate Governance Report which is a part of this Annual Report.





# e-presence



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## TCI's health and safety programme

[www.tcisafesafar.com](http://www.tcisafesafar.com)



[tcisafesafar](https://www.instagram.com/tcisafesafar)

## TCI Publications

<https://tcil.com/tcil/publications.html>

## Study Reports

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## Transport Corporation of India Limited

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Website: [www.tcil.com](http://www.tcil.com)

CIN: L70109TG1995PLC019116