



TCI INDUSTRIES LIMITED

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Web : www.tciil.in

Ref. No.: TCIIL/BSE/015/23-24

June 26, 2023

Electronic Filing

To,

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Security ID: TCIIND; **Security Code:** 532262.

Sub.: Submission of Annual Report for the Financial Year 2022-23.

Ma'am/Dear Sir,

We would like to inform your esteemed Exchange that the **58th Annual General Meeting** (AGM) of the Company is scheduled to be held on Friday, **July 21, 2023** at **11:00 a.m.** through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report for the Financial Year 2022-23 sent to the Members of the Company by permitted mode on June 26, 2023.

The aforesaid Annual Report is also available on the website of the Company at www.tciil.in

The Exchange is hereby requested to take note of and disseminate the same on its website.

Thanking You,

For **TCI Industries Limited**

Amit A. Chavan
Company Secretary & Compliance Officer

Encl.: As above.

TCI

INDUSTRIES LIMITED



58th
Annual Report
2022-2023

**58th
Annual General Meeting**

Date : July 21, 2023
at 11:00 AM

Mode : Through Video Conferencing (VC) /
Other Audio Visual Means (OAVM).

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CORPORATE INFORMATION**CHAIRMAN EMERITUS**

Shri S. N. Agarwal

BOARD OF DIRECTORS

Shri Ravishanker Jhunjunwala (*Chairman*)

Shri Dharpal Agarwal

Shri Mahendra Agarwal

Dr. Ashok Kumar Agarwal

Shri Vikas Agarwal

Shri Siddhartha Agarwal

Shri Ashish Agarwal

Shri Utsav Agarwal

Shri Siddharth Mehta

Smt. Anuradha Bhalla

Shri Navneet Kumar Saraf

(*Appointed w.e.f. 26.08.2022*)

Shri Sunil K. Warkerkar (*Executive Director*)

COMPANY SECRETARY

Shri Amit A. Chavan

AUDITORS**Statutory Auditors**

V. Singhi & Associates

Chartered Accountants

Internal Auditors

Gokhale & Sathe

Chartered Accountants

Secretarial Auditors

Chandanbala Jain & Associates

Practicing Company Secretaries

REGISTRAR & TRANSFER AGENT

Bigshare Services Pvt. Ltd.

Unit: TCI Industries Limited

Office No. S6-2, 6th Floor,

Pinnacle Business Park,

Next to Ahura Centre,

Mahakali Caves Road,

Andheri (E), Mumbai - 400093.

Tel.: 022-6263 8200, Fax: 022 – 6263 8299

E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

BOARD COMMITTEES**1. Audit Committee**

Shri Siddharth Mehta (*Chairman*)

Shri Ravishanker Jhunjunwala

Shri Vikas Agarwal

2. Nomination And Remuneration Committee

Shri Siddharth Mehta (*Chairman*)

Shri Ravishanker Jhunjunwala

Shri Mahendra Agarwal

3. Stakeholders' Relationship Committee

Shri Siddhartha Agarwal (*Chairman*)

Shri Ashish Agarwal

Shri Sunil K. Warkerkar

4. Risk Management Committee

Shri Sunil K. Warkerkar (*Chairman*)

Shri Vikas Agarwal

Shri Ashish Agarwal

5. Share Allotment Committee

Shri Ravishanker Jhunjunwala (*Chairman*)

Shri Siddharth Mehta

Shri Vikas Agarwal

REGISTERED & CORPORATE OFFICE

N. A. Sawant Marg,

Near Colaba Fire Brigade,

Colaba, Mumbai – 400 005, Maharashtra.

Tel.: 022-2282 2340, Fax: 022-2282 5561

E-mail: inv.complaint@tcil.in / tci@mtnl.net.in

Website: www.tcil.in

CIN: L74999MH1965PLC338985

LISTED AT

BSE Limited

BANKERS

HDFC Bank Limited

NOTICE

Notice is hereby given that the **FIFTY EIGHTH ANNUAL GENERAL MEETING** (AGM) of the Members of **TCI INDUSTRIES LIMITED** will be held on Friday, the 21st day of July, 2023 at 11:00 AM (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue, in compliance with General Circular Nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 issued by Ministry of Corporate Affairs (MCA Circulars), to transact the businesses mentioned below.

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited Balance Sheet as at March 31, 2023 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Shri Dharmal Agarwal (DIN: 00084105), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Dharmal Agarwal (DIN: 00084105), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. To appoint a Director in place of Shri Vikas Agarwal (DIN: 00052738), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Vikas Agarwal (DIN: 00052738), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint a Director in place of Shri Utsav Agarwal (DIN: 03444844), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Utsav Agarwal (DIN: 03444844), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

5. **To appoint Shri Navneet Kumar Saraf (DIN: 00035686) as an Independent Director of the Company**

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to recommendation of the Nomination & Remuneration Committee and the Board of Directors, Shri Navneet Kumar Saraf (DIN: 00035686), who has been appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from August 26, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member and who holds office as such upto the date of ensuing 58th Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years with effect from August 26, 2022 till August 25, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

NOTES

1. In view of the impact of COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2022/62 & SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, May 13, 2022 & January 05, 2023 respectively, issued by the Securities and Exchange Board of India (collectively referred as "SEBI Circulars"), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio-visual means (OAVM).
2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars, SEBI Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 58th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "e-AGM"). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. The Company has appointed National Securities Depository Limited to provide Video Conferencing facility for the AGM and the attendance enablers for conducting of the AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. **Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorization should be sent electronically through their registered email address to the Scrutinizer at jainchandانبala@gmail.com with a copy marked to Company at tcimtnl.net.in
6. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tcii.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Tuesday, July 18, 2023 at 9:00 A.M. and ends on Thursday, July 20, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The

Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 14, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 14, 2023.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join Annual General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jainchandanbala@gmail.com or tcj@mtnl.net.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in
- 11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to tcj@mtnl.net.in.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN

card), AADHAR (self-attested scanned copy of Aadhar Card) to tcj@mtnl.net.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

12. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

13. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC link" placed under "**Join General meeting**" menu against company name. You are requested

to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number /folio number, email id, mobile number at tcil@mtnl.net.in. The same will be replied by the company suitably.
14. The Company is sending through email, the Annual Report including Notice of AGM to the shareholders whose name is recorded as on Friday, June 23, 2023 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires shares of the Company and becomes Member of the Company after Friday, June 23, 2023 being the date reckoned for the dispatch of the Annual Report and who hold shares as on the cut-off date i.e. July 14, 2023, may obtain the User Id and password by approaching the NSDL or Company.
15. Mrs. Chandanbala O. Mehta, Practicing Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
16. The Scrutinizer's decision on the validity of the vote shall be final.
17. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also

attend the e-AGM, however such Member shall not be allowed to vote again during the e-AGM.

18. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the e-AGM will make a consolidated Scrutinizer's Report and submit the same forthwith within two working days of conclusion of the e-AGM to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
19. The Results declared along with the consolidated report of the Scrutinizer shall be hosted on the website of the Company www.tciil.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
20. The Resolutions shall be deemed to be passed at the registered office of the Company on the date of the e-AGM, subject to receipt of the requisite number of votes in favour of the Resolutions.

GENERAL INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS

21. The members are requested to intimate any change in their address with PIN Code, immediately and quote Folio Number in all correspondence.
22. The shares of the Company have been dematerialized (ISIN No. INE920B01019) and presently traded in electronic form.
23. The Name of the Company has been changed from Transport Corporation of India Limited to TCI Industries Limited w.e.f. 29/01/1999.
24. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 14, 2023 to Friday, July 21, 2023 (both days inclusive).
25. The members are requested to note that the Company's Registrar and Share Transfer Agent (RTA) is **Bigshare Services Private Limited, Office No. S6-2 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (E), Mumbai 400 093**. The members are requested to lodge their shares for transmission, splitting, consolidation etc. directly to them. The members are also requested to register their e-mail ID with their depositories and / or with the RTA.
26. Pursuant to the amendments carried out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 01, 2019, except in case of transmission or transposition of securities, request for effecting transfer of shares shall not be processed unless the securities are held in the dematerialized form with a depository.

27. Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022:
- i. It is mandatory for all the listed companies to issue the securities in dematerialized form only while processing the following service request viz. issue of duplicate securities certificate, Claim from unclaimed suspense account, Renewal/ Exchange of Securities certificate, endorsement, sub-division/consolidation of securities certificate, transmission & Transposition.
 - ii. The securities holder/ claimant shall give the above said requests in Form ISR-4 along with documents/details specified therein to the RTA;
 - iii. The RTA shall verify & process the service requests and thereafter RTA shall issue a 'Letter of Confirmation' within 30 days.
 - iv. Thereafter, within 120 days from the date of the issuance of Letter of Confirmation, the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.
 - v. In case of failure to submit the demat request within the aforesaid period, the RTA shall credit the securities to the Suspense Escrow Demat Account of the Company.
- ii. The folios wherein any one of the above cited document/details are not available on or after October 01, 2023, will be frozen by the RTA.
- iii. The RTA shall revert the frozen folios to normal status upon receipt of all the required documents/details.
- Members holding shares in physical form are requested to take note of the above and update the PAN, KYC details and Nominations for your corresponding folios on or before September 30, 2023.
- For detailed information & requirements, kindly refer to the above said SEBI circular or you may contact the RTA of the Company.
29. The shares of the Company are at present listed on the BSE Limited.
30. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to the Special Business mentioned in the accompanying Notice is annexed hereto.
31. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to tcimtnl.net.in.

The Members are requested to take note of the above and make investor service requests accordingly.

For detailed information & requirements, kindly refer to the above said SEBI circular or you may contact the RTA of the Company.

28. Pursuant to the SEBI Circulars Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/ 655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023:

- i. It is mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and specimen signature for their corresponding folio numbers.

By Order of the Board
For **TCI Industries Limited**

Amit A. Chavan
Company Secretary &
Compliance Officer
M. No. A38369

Place: Mumbai
Date: May 23, 2023

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**Item No. 5:****To appoint Shri Navneet Kumar Saraf (DIN: 01763975) as an Independent Director**

The Board of Directors of the Company had appointed Mr. Navneet Kumar Saraf as an Additional Director of the Company in the capacity of Independent Director with effect from August 26, 2022. In accordance with the provisions of Section 161 of Companies Act, 2013 (the Act), Mr. Saraf shall hold office up to the date of this Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. Mr. Saraf has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Navneet Kumar Saraf fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his

appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Saraf's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 26, 2022.

In terms of Sections 160, 149 and 152 of the Act, the Nomination Remuneration Committee and the Board of Directors of the Company in their respective Meetings held on May 23, 2023, have recommended the appointment of Mr. Saraf as an Independent Director of the Company for a period of five years effective from August 26, 2022 to August 25, 2027.

A copy of the draft letter for the appointment of the above Director as Independent Director setting out the terms and conditions would be available for inspection on the website of the Company at www.tciil.in

A brief profile of Mr. Saraf, including nature of his expertise, are provided as Annexure to this Notice.

The Board recommends the Resolution for appointment of the Independent Director at item no. 5 of this Notice as a Special Resolution for your approval.

Mr. Navneet Kumar Saraf is concerned or interested in the resolution of the accompanying notice relating to his own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof are interested or concerned, financially or otherwise, in the resolution.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

Information regarding appointment and re-appointment of Director

Name of the Director	Shri Dharmpal Agarwal	Shri Vikas Agarwal	Shri Utsav Agarwal	Shri Navneet Kumar Saraf
Director Identification Number	00084105	00052738	03444844	00035686
Age	72 Years	50 Years	38 Years	45 Years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment	03/05/1972	13/03/1999	15/05/2013	26/08/2022
Qualifications	Mr. Dharmpal Agarwal is a Graduate.	Shri Vikas Agarwal is a Bachelor of Science in Industrial Management & Economics from Carnegie Mellon University, Pittsburgh, USA.	Mr. Utsav Agarwal has a major in Industrial Engineering and minor in Business Administration from Bradley University, Peoria Illinois, USA	Mr. Navneet Kumar Saraf is a Bachelor in Mechanical Engineering from the University of Manchester, UK. Also completed the Owner President Management Program (OPM) from Harvard Business School.
Expertise in specific Functional Areas	He is the Chairman and Managing Director of Transport Corporation of India Limited. Mr. Agarwal has been associated with transport & logistics industry for more than 54 years. He has been contributing towards developing the unorganized logistics sector into an organized one. Mr. Agarwal through TCI Foundation has initiated many social and philanthropic activities for common good in the areas of HIV/AIDS, Education, Sports and Skilling. He is also an active member of several other Trusts and philanthropic organisations.	He is the first-generation entrepreneur and the Founder – Director of Boruka Classic Finance Pvt Ltd. He has also founded a Telecom Company which is into building of Active and Passive Telecom Infrastructure for wireline and wireless Communication. He has over 20 years of extensive experience in the fields of Textiles, Telecom, Finance and Real estate and also holds directorships in some unlisted companies in these sectors.	He heads Boruka Fabcons Private Limited which is into aluminium machining. His work experience ranges from consulting, start-ups, manufacturing and investment banking (M&A). He spent about 3 years working in the financial derivative sector after completing undergraduate studies. He has been a part of CII – Yi, Bangalore Chapter since 2011 and it was this drive of doing something for the country that led him to start the Yi chapter in Mysore in July 2014. He is the current Chairman of the CII-Yi, Mysore Chapter.	In 2000, he founded Technosoft Engineering Projects Ltd which spearheads the Group's foray into Engineering Design services and Technosoft has grown over the years into a company employing more than 500 engineers and providing value added engineering services to the Industrial Machinery, Automotive and Oil and gas verticals across the world. He has also led Technosoft to acquire several companies in USA and Canada. He has also been instrumental in leading the diversification of the Group and development of international markets in USA, Canada, Europe, Australia and New Zealand.
Skills & Capabilities	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Industry Knowledge 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Financial Management & Economics 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Business Administration 	<ul style="list-style-type: none"> • Business Strategy, Brand Building and Leadership • Strategic Planning • Research & Innovation

TCI INDUSTRIES LIMITED

Remuneration last drawn (including sitting fees, if any)	NIL	NIL	NIL	Rs. 0.40 lakhs (sitting fess during the F.Y. 2022-23)
Remuneration proposed to be paid	Not Applicable	Not Applicable	Not Applicable	Sitting fees will be paid for attending Board/ Committee Meetings as approved by the Board in its Meeting held on November 03, 2014
Relationship with other Directors/Key Managerial Personnel	Brother of Mr. Mahendra Agarwal & Mr. Ashok Kumar Agarwal and not related to any other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of Board attended during the year	4	5	5	2
Directorships Held in other listed Companies in India	<ol style="list-style-type: none"> 1. Transport Corporation of India Limited 2. Jay Bharat Maruti Limited 3. TCI Developers Limited 4. TCI Express Limited 5. Indo Rama Synthetics (India) Limited 	NIL	NIL	<ol style="list-style-type: none"> 1. Technocraft Industries (India) Limited
Committee position held in other Companies	<p>Jay Bharat Maruti Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Stakeholders' Relationship Committee – Member 3. Nomination and Remuneration Committee – Member 4. Corporate Social Responsibility Committee – Member <p>Transport Corporation of India Limited:</p> <ol style="list-style-type: none"> 5. Corporate Social Responsibility Committee – Member 6. Share Transfer Committee - Chairman 	NIL	NIL	NIL

	<p>TCI Express Limited</p> <p>7. Nomination and Remuneration Committee - Member</p> <p>8. Corporate Social Responsibility Committee - Chairman</p> <p>Indo Rama Synthetics (India) Limited</p> <p>9. Audit Committee - Member</p> <p>10. Risk Management Committee - Member</p> <p>11. Banking & Finance Committee - Member</p>			
No. of Shares held in the company	15700	NIL	3980	NIL

DIRECTORS' REPORT

Dear Members,

The Board of Directors are pleased to present the Company's Fifty Eighth Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2023.

FINANCIAL RESULTS

The summarized standalone results of your Company are given in the table below.

(Rs. in lakhs)

Particulars	Financial Year ended	
	Standalone	
	31.03.2023	31.03.2022*
Total Income	222.79	151.22
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(39.44)	(71.42)
Finance Cost	7.34	6.05
Depreciation	19.55	17.40
Net Profit/(Loss) Before Tax	(66.33)	(94.87)
Tax Expense	-	-
Net Profit/(Loss) After Tax	(66.33)	(94.87)
Profit/(Loss) brought forward from previous year	(2898.27)	(2803.40)
Profit/(Loss) carried forward to Balance Sheet	(2964.60)	(2898.27)

*previous year figures have been regrouped/rearranged wherever necessary.

MANAGEMENT DISCUSSION AND ANALYSIS

Forward looking statements

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events.

Performance Review

During the financial year under review, your Company's revenue increased by 47.33% to Rs. 222.79 lakhs as compared to revenue of Rs. 151.22 lakhs in the previous financial year, which was mainly on account of revenue from Services income increasing from Rs. 142.61 lakhs to Rs. 192.09 lakhs and increase in other income from Rs. 8.61 lakhs to Rs. 30.70 lakhs due to receipt of insurance claim of Rs. 18.05 lakhs towards damage to sea retaining wall/platform/structure during cyclone Taukte. As a result of increased revenue, the net loss reduced to Rs. 66.33 lakhs against a net loss of Rs. 94.87 lakhs during the previous financial year after adjusting for increased expenses of Rs. 39.02 lakhs mainly on account of increase in Employee Benefit Expenses, Security Expenses, Legal & Professional Fees and other general expenses.

Company's Property at Colaba – Mumbai

The SLP filed by the Company in the Hon'ble Supreme Court of India, challenging the order of the Honorable Bombay High Court in the matter of refusal by Municipal Corporation of Greater Mumbai to the plans submitted by the company on the main ground of objection raised by Indian Navy, was listed on various dates during the year under review for final hearing before the Honorable Supreme Court. However, the matter did not reach for final hearing. It is expected that the Company's SLP may get listed for final hearing in near future post the summer vacation of the Honorable Supreme Court.

As apprised in the last year's Directors' Report, in May 2021 due to cyclone Taukte part of the sea-retaining wall on south-east side of the Company property was severally damaged, which resulted in part of platform behind the sea retaining wall getting washed away and some structures also getting damaged. During the year under review, the Company received in full & final settlement, claim amount of Rs. 18.05 lakhs from the Insurer The New India Assurance Company Ltd., against the said damage. The said cyclone also washed away part of the sea retaining wall & platform on outside of west side of Company property, belonging to the Mumbai Port Trust (MbPT). This resulted in part of Company land getting eroded with ingress of sea water. The Company & MbPT have been exchanging letters for repairs of their sea-retaining wall & platform which was damaged during earlier monsoons. However, MbPT did not carry out required repairs and they had taken a stand that they will not carry out repairs/reconstruction of their sea-retaining wall/platform and that they have no objection to our Company carrying out the same at our cost.

The Company had filed an Interlocutory Application with the Hon'ble Supreme Court for permitting the Company to carry out repairs/reconstruction of damaged sea retaining wall/compound wall/platform and the Hon'ble Supreme Court vide its order dated July 11, 2022, permitted the same at the Company's cost and under the supervision of the officer to be deputed by the commissioner of the Municipal Corporation of Greater Mumbai (MCGM).

In terms of the said Supreme Court Order, the Company has applied to the Municipal Corporation of Greater Mumbai (MCGM) for said reconstruction/restoration works. As directed by MCGM, the Company has filed an application with Maharashtra Coastal Zone Management Authority (MCZMA), for its NOC & on receipt of the same, MCGM is expected to process the Company's application. Upon receipt of approval from MCGM, the Company will undertake reconstruction/restoration works of sea retaining wall/sea site platform, which is estimated to cost over Rs. 200 lakhs.

Outlook

The management has made in last few years every possible effort to increase the revenue from services by upgrading the infrastructure at substantial investment and by reaching out to new segments & at the same time with a focus on the existing customer segments. The Company is planning to incur further expenditure for improving the infrastructure and carrying out the necessary repairs/renovations to some structures to make the location attractive for different segments, in order to enhance the customer base and revenue.

In view of the same, the Company looks forward positively to do better in the near future.

Internal Financial Controls

The Company has in place adequate financial controls 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 adequacy and completeness of accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

The Internal Financial Controls commensurate with the size and nature of business of the Company. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

The Company has appointed M/s. Gokhale & Sathé, Chartered Accountants, Mumbai, as Internal Auditors to carry the internal audit. The Internal Auditors' Reports are regularly reviewed by the Senior Management and the Audit Committee of the Board for its implementation and effectiveness.

Risk Management

The Company has developed and implemented the Risk Management system whereby a Risk Management Committee has been constituted to manage, monitor and report on the principal risks and uncertainties that can impact the ability to achieve the Company's strategic objectives. The Committee periodically briefs the Board on various issues along with its suggestions/recommendations, based on which the Board takes decisions.

Human Resources

The Company strongly believes its employees are the most valuable asset. Our endeavor is to provide a work environment where continuous learning and development takes place to meet the changing demands and priorities of the business. The Company have 5 (five) permanent employees on roll.

Key Financial Ratios

Particulars	2022-23	2021-22
i. Debtors Turnover	186.95	277.66
ii. Interest Coverage Ratio	(5.37)	(11.80)
iii. Current Ratio	1.13	0.41
iv. Net Debt Equity Ratio	0.07	0.06
v. Operating Profit Margin	(0.18)	(0.47)
vi. Net Profit Margin	(0.30)	(0.63)
vii. Return on Net worth	(0.07)	(0.12)

Details of significant movement in key financial ratios

- The debtors turnover ratio declined to 186.95 in FY 2022-23 as against 277.66 in the previous year, which is due to increase in revenue.
- The interest coverage ratio improved to (5.37) in FY 2022-23 as against (11.80) in the previous year due to improved EBIT.
- The net debt equity ratio increased to 0.07 in FY 2022-23 as against 0.06 in the previous year due to increase in long term borrowings.
- The operating profit margin declined to (0.18) in FY 2022-23 as against (0.47) in the previous year primarily due to increase in revenue for the year.
- The net profit margin (after exceptional items) improved to (0.30) in FY 2022-23 as against (0.63) in the previous year due to increase in revenue for the year.
- The return on net worth improved to (0.07) in FY 2022-23 as against (0.12) in the previous year as net worth increased on account of issue of Non-Convertible Redeemable Preference Shares and reduction in losses.

TRANSFER TO RESERVE

It is not proposed to transfer any amount to reserve during the financial year ended March 31, 2023.

DIVIDEND

In view of losses suffered by the Company, your Directors do not recommend any dividend for the year under review.

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

There was no significant and material order passed by the regulators or courts or tribunals which may impact the going concern status and Company's operations in future.

DEPOSITS

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**Resignation of Independent Director**

Mr. Sahir S. Patel, Independent Director of the Company, has resigned as a Director of the Company as he will not be able to devote the necessary time and attention that would be required of him due to personal reasons. The resignation is effective from May 27, 2022. The Board Places on record its appreciation for the service rendered and valuable contribution made by him to the Company during his tenure as Independent Director.

Appointment of Independent Director

In order to fill the vacancy of Independent Director on the Board of the Company created consequent to the Resignation of Mr. Sahir S. Patel, the then Independent Director, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Navneet Kumar Saraf as an Additional Director of the Company in the capacity of Independent Director with effect from August 26, 2022. In accordance with the provisions of Section 161 of the Companies Act, 2013 (the Act), Mr. Saraf shall hold office up to the date of the ensuing 58th Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years.

Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, recommended the appointment of Shri. Navneet Kumar Saraf, as an Independent Director of the Company for a period of 5 (five) years effective from August 26, 2022 to August 25, 2027, for approval of Members at the ensuing Annual General Meeting.

Directors Retiring by Rotation

In accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Dharmpal Agarwal, Shri Vikas Agarwal and

Shri Utsav Agarwal, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment. The Board recommends their re-appointment.

Brief Resume of Directors seeking Appointment/ Re-appointment

Brief Resume of the Directors, nature of expertise in specific functional areas, names of other listed companies in which the Directorship is held and the membership of the Committees of the Board and their shareholdings in the Company are given in Notice for the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the loss of the Company for the year ended on that date;
- (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 are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' REPORTS**Statutory Auditors and Auditors' Report**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. V. Singhi

& Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India under Firm registration no. 311017E, were appointed as the Statutory Auditors of the Company, for a second term of 5 (five) consecutive years starting from the conclusion of 57th Annual General Meeting held on August 10, 2022 till the conclusion of 62nd Annual General Meeting to be held in the year 2027. The Company has received a confirmation from the said Auditors that they are not disqualified from continuing as Auditors of the Company.

The Report given by M/s. V. Singhi & Associates, Chartered Accountants, on the financial statements of the Company is a part of the Annual Report. The notes on the financial statement referred to in the Auditors Report are self-explanatory and do not call for any further comments. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Chandanbala Jain & Associates, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2022-23.

The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith as **Annexure 1**, to this report.

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

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

SHARE CAPITAL

A) Bonus Shares

No bonus shares were issued during the financial year 2022-23.

B) Issue of equity shares with differential rights

There were no shares issued with differential rights during the financial year 2022-23.

C) Issue of sweat equity shares

No sweat equity shares were issued during the financial year 2022-23.

D) Issue of employee stock options

No employee stock option was given or issued during the financial year 2022-23.

E) Issue of preference shares

- a. During the year 2022-23 under review, pursuant to the Members approval accorded by passing Special Resolution through Postal Ballot on May 28, 2021, the Share Allotment Committee of the Board of Directors of the Company has issued and allotted 4,556 nos. of 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Face Value Rs. 100/- (Rupees One Hundred only) each at an issue price of Rs. 400/- (Rupees Four Hundred only) each including premium of Rs. 300/- (Rupees Three Hundred only) each to the Promoters and Promoter Group Companies for cash.

During the offer period from 28.05.2021 to 27.05.2022, the Share Allotment Committee of the Board of Directors of the Company has issued and allotted total 30,841 nos. of NCRPS out of 1,07,602 nos. of NCRPS to the Promoters and Promoter Group Companies for cash and in lieu of conversion of unsecured loan.

The below were the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated April 20, 2021:

- i. To meet working capital requirements of the Company; and
- ii. General corporate purpose including repayment and/or conversion of unsecured loans.

The proceeds of the issue have/had been utilised towards the aforesaid objects of the issue. There is no deviation or variation in the utilisation of proceeds of the said Issue between projected utilisation of funds made by the Company as mentioned aforesaid and the actual utilisation of funds.

- b. Upon expiry of validity of the above said issue, the Members have accorded their approval by passing Special Resolution through Postal Ballot on July 06, 2022, for issue of upto 76,761 nos. of 0% Non-Convertible Redeemable Preference Shares (NCRPS) of Face Value Rs. 100/- each at an issue price of Rs. 400/- each including premium of Rs. 300/- each to the Promoters and Promoter Group Companies for Cash or in lieu of conversion of

unsecured loans received/ to be received from Promoter(s)/ Promoter Group Companies.

Accordingly, the Share Allotment Committee of the Board of Directors, during the year under review and offer period from 06.07.2022 to 10.02.2023, has issued and allotted 45,008 nos. of NCRPS to the Promoters and Promoter Group Companies for cash.

The below were the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated May 28, 2022:

- i. To meet working capital requirements of the Company; and
- ii. General corporate purpose including repayment and/or conversion of unsecured loans.

The Board of Directors in their Meeting held on February 11, 2023, withdrawn the unsubscribed offered portion of NCRPS i.e. 31753 nos. of NCRPS against the said approved 76,761 nos. of NCRPS. The same was effected from even date of the Board Meeting.

- c. Further, the Board in the said Meeting dated February 11, 2023, subject to Members approval, approved the Issue of 2,50,000 nos. of 0% Non-Convertible Redeemable Preference Shares of Face Value Rs. 100/- each at an issue price of Rs. 400/- each (including premium of Rs. 300/- each), on a private placement basis, to the Promoter(s) & Promoter Group Entities (including Associate Companies) and Related Parties of the Company from time to time, for cash.

Accordingly, the Company has obtained the approval of Members by passing a Special Resolution through Postal Ballot dated March 25, 2023.

The below are the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated February 11, 2023:

- i. To meet working capital requirements of the Company;
- ii. To carry out major repairs/ reconstruction of structure/wall/platform work at the Company's property situated at Colaba, Mumbai; and
- iii. General corporate purpose including repayment of unsecured loans.

The validity of the issue is till the allotment of NCRPS done by the Company upto the said limit approved by the Members. The Company has not made any allotment pursuant to the said approval and the proceeds to be raised through issue of NCRPS will be utilised towards the objects of the issue as mentioned in the explanatory statement to the Postal Ballot Notice dated February 11, 2023.

NCRPS are redeemable at premium of maximum 18% [simple] p.a. on the issue price, i.e. maximum Rs. 400/- per share, as the Company may deem fit, in accordance with the relevant provisions of the Companies Act, 2013 out of profits available for distribution as dividend and/or by issue of fresh shares, in one or more tranches at the option of the Company only. The said NCRPS are redeemable within the maximum permissible time period under the provisions of Section 55 of the Companies Act, 2013, which period is presently 20 years from the date of issue of NCRPS, or such other extended period which may be provided by any subsequent modification or amendment to the Companies Act, 2013 OR on an earlier date only at the discretion of the Company.

Further, as the Company will be allotting Non-Convertible Redeemable Preference Shares, there will be no change in the paid-up equity share capital of the Company. The said shares shall not be convertible into equity shares and the same shall not be listed with any Stock Exchange.

F) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

There was no provision made of the money by the Company for purchase of its own shares by employees or by trustees for the benefit of employees.

During the year under review, as a result of issue of 49,564 numbers of 0% Non-Convertible Redeemable Preference Shares, the issued, subscribed and paid up share capital of your Company increased to Rs. 8,57,92,610/-, comprising of 8,96,791 Equity shares of Rs. 10/- each and 7,68,247 Preference Shares of Rs. 100/- each.

EXTRACT OF ANNUAL RETURN

The Annual Return of the Company as on March 31, 2023 is available on the Company's website and can be accessed at the link: <https://www.tciil.in/file-basket/ANNUAL-RETURN---2022-23-1685950562.pdf>

DETAILS OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2023, the Company had no subsidiary, joint ventures, and associate companies.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Particulars of contracts or arrangements made with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure 2** to the Board's Report.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans, guarantees and investment made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

MANAGERIAL REMUNERATION

A) Details of the ratio of the remuneration of each Director to the median remuneration of the employees and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Name of Director/KMP and Designation	Ratio of remuneration of each Director to the median remuneration of employees	% increase in Remuneration in the financial year 2022-23
1	Shri Ravishanker Jhunjhunwala, Chairman & Independent Director	**	**
2	Shri Dharmpal Agarwal, Non-Executive Director	Not Applicable	NIL
3	Shri Mahendra Agarwal, Non-Executive Director	Not Applicable	NIL
4	Dr. Ashok Kumar Agarwal, Non-Executive Director	Not Applicable	NIL
5	Shri Vikas Agarwal, Non-Executive Director	Not Applicable	NIL

6	Shri Siddhartha Agarwal, Non-Executive Director	Not Applicable	NIL
7	Shri Ashish Agarwal, Non-Executive Director	Not Applicable	NIL
8	Shri Utsav Agarwal, Non-Executive Director	Not Applicable	NIL
9	Shri Siddharth Mehta, Independent Director	**	**
10	Smt. Anuradha Bhalla, Independent Director	**	**
11	Shri Sahir S. Patel, Independent Director#	Not Applicable	**
12	Shri Navneet Kumar Saraf, Additional-Independent Director*	**	**
13	Shri Sunil K. Warkerkar, Executive Director	8.26:1	37.78
14	Shri Amit A. Chavan, Company Secretary, Compliance Officer & CFO	1.03:1	28.13

#Resigned as a Director of the Company effective from May 27, 2022.

*Appointed as Additional Director in the capacity of Independent Director w.e.f. August 26, 2022.

**Independent Directors are paid remuneration only by way of sitting fees for attending Board/Committee Meetings. Hence ratio is not provided.

Notes:-

i) Median remuneration of employees of the Company during the financial year 2022-23 was Rs. 8,80,728/-. The remuneration of the employees who worked for part of the year has been annualized for the purpose of calculation of Median remuneration.

- ii) Median remuneration of employees of the Company during the financial year 2021-22 was Rs.8,27,080/-. In the financial year under review, there was an increase of 6.49% in the median remuneration of employees as increments were granted to few employees based on the performance of the employees.
- iii) There were 5 confirmed employees on the rolls of the Company as on 31st March 2023.
- iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out of there are any exceptional circumstances for increase in the managerial remuneration:
- In the financial year 2022-23 there was an average increase of 13.23% in the fixed remuneration of the employees (other than the managerial personnel) as compared to an increase of 36.36% in the fixed remuneration of the Executive Director.
- v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- B) Details of top ten employees in terms of remuneration drawn and other employees of the Company as required pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

During the year under consideration, none of the employees of the Company was in receipt of remuneration in excess of limits prescribed under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, hence, particulars as required under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not given.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy: N.A.

- (i) the steps taken or impact on conservation of energy;
- (ii) the steps taken by the company for utilising alternate sources of energy;

- (iii) the capital investment on energy conservation equipments;

B) Technology absorption: N.A.

- (i) the efforts made towards technology absorption;
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution;
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
 - (a) the details of technology imported;
 - (b) the year of import;
 - (c) whether the technology been fully absorbed;
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- (iv) the expenditure incurred on Research and Development.

C) Foreign exchange earnings and Outgo:

The Company had no foreign exchange earnings and outgo during the financial year.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since the CSR norms are not applicable to the Company, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 are not required to be made.

OTHER DISCLOSURES

Details of Board Meetings:

The Board of Directors must meet at least four times a year, with a maximum time gap of 120 days between two Board Meetings. During the financial year 2022-23, the Board met 6 (six) times i.e. on May 28, 2022, August 10, 2022, August 26, 2022, November 11, 2022, February 11, 2023 and March 24, 2023.

The below table gives the details of the attendance of the Directors at the Board meetings held during the year and at the previous Annual General Meeting (AGM) held on August 10, 2022:

Name	Designation	Attendance Particulars	
		Board Meetings	Last AGM
Shri Ravishanker Jhunjhunwala	Chairman & Independent Director	6	Yes
Shri Dharpal Agarwal	Non-Executive Director	4	Yes
Shri Mahendra Agarwal	Non-Executive Director	5	Yes
Dr. Ashok Kumar Agarwal	Non-Executive Director	5	No
Shri Vikas Agarwal	Non-Executive Director	5	Yes
Shri Siddhartha Agarwal	Non-Executive Director	4	Yes
Shri Ashish Agarwal	Non-Executive Director	4	Yes
Shri Utsav Agarwal	Non-Executive Director	5	No
Shri Siddharth Mehta	Independent Director	6	Yes
Smt. Anuradha Bhalla	Independent Director	3	No
Shri Sahir S. Patel*	Independent Director	N.A.	N.A.
Shri Navneet Kumar Saraf#	Additional-Independent Director	2	N.A.
Shri Sunil K. Warekar	Executive Director	6	Yes

*Resigned as a Director of the Company effective from May 27, 2022.

#Appointed as Additional Director in the capacity of Independent Director w.e.f. 26.08.2022.

Committees of Board:

The details of composition of the Committees of the Board of Directors, meetings of the Committees and the attendance of the Committee Members, are as under:

a. Audit Committee

During the financial year 2022-23, the Audit Committee met 5 (Five) times i.e. on May 28, 2022, August 10, 2022, November 11, 2022, February 11, 2023 and March 24, 2023. The below table gives the composition and attendance record of the Audit Committee:

Sl. No.	Name	Position	Number of meetings during the financial year	
			Held	Attended
1.	Shri Siddhartha Agarwal	Chairman	5	5
2.	Shri Ravishanker Jhunjhunwala	Member	5	5
3.	Shri Sahir S. Patel*	Member	N.A.	N.A.
4	Shri Vikas Agarwal	Member	5	5

*Ceased to be a Director of the Company effective from May 27, 2022.

b. Stakeholders' Relationship Committee

During the financial year 2022-23, the Stakeholders' Relationship Committee met once on May 28, 2022. The below table gives the composition and attendance record of the Stakeholders' Relationship Committee:

Sl. No.	Name	Position	Number of meetings during the financial year	
			Held	Attended
1.	Shri Siddhartha Agarwal	Chairman	1	-
2.	Shri Ashish Agarwal	Member	1	1
3.	Shri Sunil K. Warekar	Member	1	1

c. Nomination and Remuneration Committee

During the financial year 2022-23, the Nomination and Remuneration Committee met 2 (two) times i.e. on May 28, 2022 and August 26, 2022. The below table gives the composition and attendance record of the Nomination and Remuneration Committee:

Sl. No.	Name	Position	Number of meetings during the financial year	
			Held	Attended
1.	Shri Siddharth Mehta	Chairman	2	2
2.	Shri Ravishanker Jhunjhunwala	Member	2	2
3.	Shri Mahendra Agarwal	Member	2	2

d. Risk Management Committee

During the financial year 2022-23, the Risk Management Committee met once on March

30, 2023. The below table gives the composition and attendance record of the Risk Management Committee:

Sl. No.	Name	Position	Number of meetings during the financial year	
			Held	Attended
1.	Shri Sunil K. Warkerkar	Chairman	1	1
2.	Shri Vikas Agarwal	Member	1	1
3.	Shri Ashish Agarwal	Member	1	1

e. Share Allotment Committee

During the financial year 2022-23, the Committee met 13 (Thirteen) times mainly to issue & allot 0% Non-Convertible Redeemable Preference Shares i.e. on May 12, 2022, July 12, 2022, July 25, 2022, October 07, 2022, October 18, 2022, November 10, 2022, November 24, 2022, November 29, 2022, December 02, 2022, December 06, 2022, December 09, 2022, December 26, 2022 and February 08, 2023. The below table gives the composition and attendance record of the Share Allotment Committee:

Sl. No.	Name	Position	Number of meetings during the financial year	
			Held	Attended
1.	Shri Ravishanker Jhunjhunwala	Chairman	13	10
2.	Shri Siddharth Mehta	Member	13	11
3.	Shri Vikas Agarwal	Member	13	10

VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower policy to enable the Directors, employees and all the stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Whistle Blower Policy (Vigil Mechanism) of the Company may be accessed on its website at the link: <http://www.tciil.in/file-basket/Whistle-Blower-Policy-1458742359.pdf>

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has constituted the Internal Complaints Committee to consider and resolve all sexual harassment complaints. During the year under review, no cases of sexual harassment against women employees at any of its work place were filed under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 had adopted by the Board and can be accessed on the Company's website at the link: <http://www.tciil.in/file-basket/Nomination-&-Remuneration-Policy-1458742293.PDF>

We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

DECLARATION BY INDEPENDENT DIRECTORS (IDS)

The Company has received declarations from all the Independent Directors of the Company, confirming that, they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. Further, they have registered themselves with Indian Institute of Corporate Affairs for empanelment in the databank of Independent Directors.

BOARD EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

On the basis of the Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors.

COST AUDIT

As per the Cost Audit Orders, Cost Audit is not applicable to the Company for the FY 2022-23.

MATERIAL CHANGES

There were no material changes and commitments affecting the financial position of the company, which have occurred between the end of the financial year of the Company to which this report relates and the date of the report except as otherwise, if any, mentioned in this Director's Report.

There had been no changes in the nature of Company's business. To the best of information and assessment there has been no material changes occurred during the financial year generally in the classes of business in which the Company has an interest except as otherwise mentioned in this Directors' Report.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Also, the provisions of the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 are not applicable to the Company.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their appreciation of the trust and confidence reposed by you in the Company and all others, who are connected with the Company in any manner.

For and on behalf of the
**Board of Directors of
TCI Industries Limited**

Ravishanker Jhunjhunwala
Chairman & Independent Director
DIN: 00231379

Place: Mumbai
Date : May 23, 2023

Annexure 1**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,
TCI Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "TCI Industries Limited" (CIN: L74999MH1965PLC338985) (hereinafter called the company). 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 audit period covering the financial year ended on March 31, 2023 ("the Audit period") complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by TCI Industries Limited for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the company during the Audit period)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the company during the Audit Period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the Audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the Audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the company during the Audit period)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the Audit period) and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- (vi) Apart from the above, no other laws were applicable specifically to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (SS – 1 & SS – 2).
- (ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted 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.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except one meeting which was held on 24th March, 2023 with short notice, but necessary permission was taken from all the Directors of the company. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on the information provided by the company, its officers and authorized representatives during the conduct of the audit, in our opinion, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines including labour laws viz. Employees Provident Fund and Miscellaneous Provisions Act, 1952, Employees' State Insurance Act, 1948 and The Payment of Gratuity Act, 1972.

We further report that during the audit period,

1. The Members through Postal Ballot, vide resolution passed on July 06, 2022 granted their approval for Issue of up to 76761, Non-Convertible Redeemable Preference Shares of Face Value Rs. 100/- (Rupees One Hundred only) at an issue price of Rs. 400/- (Rupees Four Hundred only) per share including premium of Rs. 300/- (Rupees Three Hundred Only) per share, for an aggregate value not exceeding Rs. 3,07,04,400/- (Rupees Three Crore Seven Lakhs Four Thousand Four Hundred only), on preferential basis to the Promoters and Promoter Group Companies, for cash or in lieu of conversion of unsecured loans received / to be received from Promoter(s) / Promoter Group Companies.

2. The Share Allotment Committee of the Board of Directors of the Company has during the year under review, issued and allotted 49,564 numbers of 0% Non-Convertible Redeemable Preference Shares of Face Value Rs. 100/- (Rupees One Hundred Only) at an issue price of Rs. 400/- (Rupees Four Hundred Only) per share including premium of Rs. 300/- (Rupees Three Hundred Only) per share on preferential basis to the Promoters and Promoter Group Companies, for cash only.
3. The Members through Postal Ballot, vide resolution passed on March 25, 2023 granted their approval for the following:
- (i) Re-classification of unissued portion of the Authorised Share Capital and consequent alteration in the Capital Clause of Memorandum of Association of the Company;
 - (ii) Alteration of the Capital Clause in the Articles of Association of the Company; and
 - (iii) Issue of upto 2,50,000, Non-Convertible Redeemable Preference Shares of Face Value Rs. 100/- (Rupees One Hundred only) at an issue price of Rs. 400/- (Rupees Four Hundred only) per share including premium of Rs. 300/- (Rupees Three Hundred Only) per share, for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crore only), on Private Placement basis to the Promoter(s)/ Promoter Group entities (including Associate Companies) and Related Parties of the Company from time to time, for cash

For **Chandanbala Jain and Associates**
Practising Company Secretaries

Chandanbala O. Mehta

FCS: 6122

C.P. No.: 6400

PR: 1517/2021

UDIN: F006122E000358507

Place: Mumbai

Date: May 23, 2023

Annexure to Secretarial Audit Report

The Members,
TCI Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "TCI Industries Limited" (CIN: L74999MH1965PLC338985) (the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon. Further, our Secretarial Audit Report of even date is to be read along with this annexed letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Chandanbala Jain and Associates**
Practising Company Secretaries

Chandanbala O. Mehta

FCS: 6122

C.P. No.: 6400

PR: 1517/2021

UDIN: F006122E000358507

Place: Mumbai

Date: May 23 2023

FORM NO. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis during the financial year 2022-23 - NIL
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) date(s) of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188

2. Details of material contracts or arrangement or transactions at arm's length basis during the financial year 2022-23- NIL.
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts / arrangements / transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:

For and on behalf of the **Board of Directors of
TCI Industries Limited**

Place: Mumbai
Date: May 23, 2023

Ravishanker Jhunjunwala
Chairman & Independent Director
DIN: 00231379

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF TCI INDUSTRIES LIMITED

Report on the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS Financial Statements of TCI Industries Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, the Statement of Changes in Equity for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Ind AS Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its loss (including other comprehensive income), the changes in Equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind AS 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 financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS Financial Statements for the financial year ended 31st March, 2023. These matters were addressed in the context of our audit of the Ind AS 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 matters described below to be the key audit matters to be communicated in our report. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor’s responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Sr. No.	Key Audit Matter	Auditor’s Response
1.	<p>Litigation Matters</p> <p>(as described in Note 30 to the accompanying Ind AS Financial Statements)</p> <p>The Company is involved in various taxes and other legal disputes for which final outcomes cannot be easily predicted and which may or may not result in significant liabilities as the disputes are pending before authorities/ court. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgement and such judgement relates, primarily, to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the financial statements.</p>	<p>Our audit approach included:</p> <ul style="list-style-type: none"> • Inquiry with the concerned department / officials regarding the status of the most significant disputes and inspection of the key relevant documents. • Assessment of assumptions used in the evaluation of potential legal and tax risks by the Company considering the legal precedence and advice received by the Company from its lawyers. • Analysis of opinion received from the experts where available. • Review of the adequacy of the disclosures in the notes to the financial statements.
2.	<p>Property, Plant and Equipment</p> <p>There are areas where management judgement impacts the carrying value of property, plant and equipment, and their respective depreciation rates. These include the decision to capitalise or expense costs; the annual asset life review; the timeliness</p>	<p>We tested controls in place over the fixed asset cycle, evaluated the appropriateness of capitalisation process, performed tests of details on costs capitalised, assessed the timeliness of the capitalisation of the assets and assessed the de-recognition criteria for assets retired from active use.</p>

<p>of the capitalisation of assets and the measurement and recognition criteria for assets retired from active use.</p> <p>The Company had filed a claim with the insurer New India Assurance Company Limited and has received a claim of 18.05 Lakhs during the current year presented as Other Income in Note 23 of the Financial Statements.</p>	<p>In performing these procedures, we reviewed the judgements made by management including the nature of underlying costs capitalised; determination of realisable value of the assets retired from active use; the appropriateness of asset lives applied in the calculation of depreciation; and the useful lives of assets prescribed in Schedule II to the Act.</p>
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true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

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

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report Including Annexures to Board's Report and Shareholder's information, but does not include the Ind AS Financial Statements and our Auditor's Report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

Responsibilities of Management and Those Charged with Governance for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a

If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS Financial Statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure A" 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, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account;
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
- g) In our opinion, the managerial remuneration for the year ended 31st March 2023 has been paid/ provided by the Company to the directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in the Ind AS financial statements - Refer Note 30 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, during the year;
- b) 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 entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries, during the year; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not proposed, declared or paid any dividend during the year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended 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 1st April, 2023. Accordingly, reporting under Rule 11(g) of companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Sundeep Singhi
Partner

Place: Mumbai
Date: 23rd May, 2023

Membership No.: 063785
UDIN: 23063785BGXJMC3681

Annexure - A to the Independent Auditor's Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of TCI Industries Limited of even date on the Ind AS Financial Statements for the year ended 31st March, 2023.

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of business, we report that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Asset:

a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

B) The Company does not have any intangible asset. Accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable.

b) The Company has a program of physical verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were identified on such physical verification.

c) According to the information and explanations given to us, and on the basis of our examination of the records provided to us, we report that, the title deeds, comprising all the immovable properties which are freehold, are held in the name of the Company as at the balance sheet date. In respect of leasehold land that have been taken on lease and disclosed under Right of Use asset under Note 3 in the financial statements, the lease agreements are in the name of the Company.

d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company

for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, as at 31st March, 2023.

ii. a) The Company does not have any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable.

b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. (a) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantee or security to companies, firms and Limited Liability Partnerships or any other parties during the year. The Company has granted unsecured loans and advances in the nature of loans to companies and firms during the year.

A) The Company does not have any subsidiaries, joint ventures and associates. Hence, there is no balance outstanding at the balance sheet date with respect to subsidiaries, joint ventures and associates.

B) Details with respect to loans and advances provided to parties other than subsidiaries, joint ventures and associates is as follows:

Particulars of Loans and Advances	Amount (in Rs. Lakhs)
Aggregate amount during the year	60.00
Balance outstanding as at 31 st March, 2023	60.00

b) According to the information and explanations given to us and on the basis of examination of the records of the Company, the terms and conditions for grant of loans and advances in the nature of loans are not prejudicial to the Company's interest.

c) According to the information and explanations given to us, the above loans are repayable on demand.

d) No amount of principal or interest is overdue for more than ninety days as on the reporting date.

- e) According to the information and explanations given to us and based on our examination of the records of the Company, there are no loans or advances in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- f) The Company has granted loans and advances in the nature of loans repayable on demand. The aggregate amount of such loans as at 31st March, 2023 is Rs. 60.00 Lakhs out of which Rs 20.00 has been granted to related parties as defined in the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, the provisions of Section 185 and 186 of the Act in respect of loans given have been complied with, wherever applicable. The Company has not made and investments in body corporates or issued any guarantees and security during the year.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or deemed to be deposits within the meaning of section 73 to 76 of the Companies Act and the rules made thereunder to the extent applicable during the year and therefore, the provisions of the clause 3(v) of the Order is not applicable to the Company.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act in respect of any activities of the Company. Therefore, the provision of Clause 3(vi) of the said Order is not applicable to the Company.
- vii. a) According to the information and explanations given to us and on the basis of our examination the records, the Company is generally regular in depositing undisputed applicable statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax and any other statutory dues to the appropriate authorities and there are no undisputed dues outstanding as on 31st March, 2023 for a period of more than six months from the date they become payable.
- b) In our opinion and according to the information and explanations given to us, there are no statutory dues referred in sub-clause(a) which have not been deposited on account of any dispute except property tax, as reported below.

Name of the Statute	Nature of Dues	Amount (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Bombay Municipal Corporation Act	Property Tax	37.44	2010-2023	Municipal Corporation of Greater Mumbai
Bombay Municipal Corporation Act	Property Tax	3,257.68	2010-2023	Municipal Corporation of Greater Mumbai

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a) 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 defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- 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 not been declared a wilful defaulter by any bank or financial institution 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, the Company applied the term loan for the purpose for which the loan was obtained.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the funds raised on short-term basis have not been utilised for long term purposes.
- e) According to the information and explanations given to us and on an overall examination of the records of the company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- x. a) According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments).
- b) The Company has made preferential allotment of non-convertible redeemable preference shares during the year. The provisions of Section 42 of the Act have been complied with in this regard and amount has been utilised for the purpose for which it was raised. The Company has not made any private placement of shares or fully or partly paid convertible debentures during the year.
- xi. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented us by the management, no whistle-blower complaints have been received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a), (b) and (c) of the Order are not applicable.
- b) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi) (c) of the Order is not applicable.
- c) In our opinion and according to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. In our opinion and according to the information and explanations given to us, the Company has incurred cash losses in the financial year and in the immediately preceding financial year. The details of cash losses incurred is as follows:
- | Financial Year | Cash Losses (Rs. in Lakhs) |
|----------------|----------------------------|
| 2022-23 | 47.09 |
| 2021-22 | 77.47 |
- xviii. There has been no resignation of Statutory Auditors of the Company during the year.
- xix. On the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of 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 will get discharged by the company as and when they fall due.

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xx. The Company is not required to spend amount in pursuance of the Corporate Social Responsibility as stipulated under Section 135 of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

xxi. The Company is not required to prepare Consolidated Financial Statements. Accordingly, clause 3(xxi) of the Order is not applicable.

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Sundeep Singhi
Partner

Place: Mumbai
Date: 23rd May, 2023

Membership No.: 063785
UDIN: 23063785BGXJMC3681

Annexure - B to the Independent Auditor's Report

Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of TCI Industries Limited of even date on the Ind AS Financial Statements for the year ended March 31, 2023.

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

We have audited the internal financial controls over financial reporting of TCI Industries Limited ("the Company") as of 31st March, 2023 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, 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 controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st 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 on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Sundeep Singhi
Partner

Place: Mumbai
Date: 23rd May, 2023

Membership No.: 063785
UDIN: 23063785BGXJMC3681

TCI INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2023

(All amounts in INR lakhs, unless otherwise stated)

	Notes	As at 31st March 2023	As at 31st March 2022
ASSETS			
Non-current Assets			
a) Property, Plant and Equipment	3	588.86	548.08
b) Capital Work-in-Progress	3	521.40	487.09
c) Financial Assets			
- Other Financial Assets	4	6.38	0.96
d) Other Non-current Assets	5	52.50	52.50
Total Non-current Assets (A)		1,169.14	1,088.63
Current Assets			
a) Financial Assets			
- Trade Receivables	6	1.11	1.06
- Cash and Cash Equivalents	7	32.41	19.75
- Loans	8	60.00	-
- Other Financial Assets	9	0.10	-
b) Other Current Assets	10	30.99	28.60
Total Current Assets (B)		124.61	49.41
TOTAL ASSETS (A+B)		1,293.75	1,138.04
EQUITY AND LIABILITIES			
Equity			
a) Equity Share capital	11	90.67	90.67
b) Other Equity	12	996.24	869.61
Total Equity (A)		1,086.91	960.28
Liabilities			
Non-current Liabilities			
a) Financial Liabilities			
- Borrowings	13	32.22	2.42
- Lease Liabilities	14	1.65	1.82
b) Provisions	15	10.30	4.92
c) Other Non-current Liabilities	16	52.22	47.86
Total Non-current Liabilities (B)		96.39	57.02

BALANCE SHEET

Contd....

(All amounts in INR lakhs, unless otherwise stated)

	Notes	As at 31st March 2023	As at 31st March 2022
Current Liabilities			
a) Financial Liabilities			
- Borrowings	17	36.11	47.96
- Lease Liabilities	18	0.14	0.07
- Trade Payables	19		
(i) total outstanding dues of micro enterprises and small enterprises; and		-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		16.49	18.19
b) Other Current Liabilities	20	53.66	50.81
c) Provisions	21	4.05	3.71
Total Current Liabilities (C)		110.45	120.74
Total Liabilities (B+C)		206.84	177.76
TOTAL EQUITY AND LIABILITIES (A+B+C)		1,293.75	1,138.04
See accompanying notes to the financial statements	1-42		

As per our report of even date

For **V. Singhi & Associates**
Chartered Accountants
Firm Registration No.: 311017E

For and on behalf of the Board of Directors
TCI Industries Limited

Sundeep Singhi
Partner
Membership No.: 063785

Ashish Agarwal
Director
DIN: 00351824

Sunil K. Warekar
Executive Director
DIN: 02088830

Place: Mumbai
Date: May 23, 2023

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in INR lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
REVENUE FROM OPERATIONS			
Revenue from Operations	22	192.09	142.61
Other Income	23	30.70	8.61
Total Income		222.79	151.22
Expense			
Employee Benefits Expense	24	106.84	88.21
Finance Costs	25	7.34	6.05
Depreciation and Amortisation Expense	3	19.55	17.40
Other Expenses	26	155.39	134.43
Total Expenses		289.12	246.09
Profit/ (loss) before tax for the Year		(66.33)	(94.87)
Tax expense			
a) Current tax		-	-
b) Deferred tax		-	-
Profit/ (loss) for the year		(66.33)	(94.87)
OTHER COMPREHENSIVE INCOME			
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>		-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>		-	-
-Remeasurement of post-employment benefit obligations	27	(5.29)	0.99
Other comprehensive income for the year, net of tax		(5.29)	0.99
Total comprehensive income for the year, net of tax <i>(Profit/ loss + other comprehensive income)</i>		(71.62)	(93.88)

STATEMENT OF PROFIT AND LOSS

Contd....

(All amounts in INR lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2023	For the year ended 31 March 2022
Earnings per equity share (INR)	28		
a) Basic		(7.40)	(10.58)
b) Diluted		(7.40)	(10.58)
See accompanying notes to the financial statements	1-42		

As per our report of even date

For **V. Singhi & Associates**
Chartered Accountants
Firm Registration No.: 311017E

For and on behalf of the Board of Directors
TCI Industries Limited

Sundeep Singhi
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Membership No.: 063785

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Executive Director
DIN: 02088830

Place: Mumbai
Date: May 23, 2023

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

A. Equity Share Capital

(Amount in INR Lakhs)

Balance as at 1st April, 2022	Changes in equity share capital during the year	Balance as at 31st March, 2023
90.67	-	90.67

(Amount in INR Lakhs)

Balance as at 1st April, 2021	Changes in equity share capital during the year	Balance as at 31st March, 2022
90.67	-	90.67

B. Other Equity

(All amounts in INR lakhs, unless otherwise stated)

	NCRPS termed as Equity (Note 12) (Refer note below)	Share Premium (Note 12)	Revaluation Reserve (Note 12)	Retained Earnings (Note 12)	Total Equity
At 1st April 2022	718.69	2,774.15	170.77	(2,794.00)	869.61
Issue of NCRPS (49,564 shares issued)	49.56	148.69	-	-	198.25
Adjusted for depreciation pertaining to Building	-	-	(2.48)	2.48	-
Profit/(loss) for the year	-	-	-	(66.33)	(66.33)
Other comprehensive income	-	-	-	(5.29)	(5.29)
At 31st March 2023	768.25	2,922.84	168.29	(2,863.14)	996.24

C. Reconciliation of the number of shares outstanding

Non Cummulative Redeemable Preference Shares	31st March 2023		31st March 2022	
	No. of Shares	Rupees (In Lakhs)	No. of Shares	Rupees (In Lakhs)
NCRPS outstanding at the beginning of the year	7,18,683	718.68	6,89,898	689.90
Add: Addition during the year	49,564	49.56	28,785	28.79
NCRPS outstanding at the end of the year	7,68,247	768.25	7,18,683	718.68

TCI INDUSTRIES LIMITED

D. Details of NCRPS shareholding of Promoters as on 31st March 2023

S. No	Promoter Name	Shares held by promoters at the end of the year		Shares held by promoters at the end of the year		% Change during the year
		As at 31st March 2023		As at 31st March 2022		
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
1	ABC India Limited	69,194	9.01	67,944	9.45	1.84
2	Transcorp Estates Private Limited	65,048	8.47	56,557	7.87	15.01
3	Ashok Kumar Agarwal (On behalf of Nandi Advisory Partnership Firm)	57,935	7.54	-	-	100.00
4	Mahendra Kumar Agarwal	-	-	57,935	8.06	-100.00
5	Bhoruka Aluminium Limited	54,175	7.05	54,175	7.54	-
6	Kanika Agarwal	53,600	6.98	50,725	7.06	5.67
7	Nidhi Agarwal	53,600	6.98	48,225	6.71	11.15
8	Dharpal Agarwal	51,672	6.73	50,080	6.97	3.18
9	Vineet Agarwal	50,853	6.62	43,262	6.02	17.55
10	Chander Agarwal	50,534	6.58	42,887	5.97	17.83
11	Ved Prakash & Sons HUF	49,500	6.44	49,500	6.89	-
12	Mahendra Investment Advisors Private Limited	29,360	3.82	29,360	4.09	-
13	Umah Agarwal	29,128	3.79	23,385	3.25	24.56
14	Bhoruka Investment Limited	28,614	3.72	28,614	3.98	-
15	Bhoruka Capital Limited	27,130	3.53	27,130	3.77	-
16	Pushpa Agarwal	26,250	3.42	26,250	3.65	-
17	Utsav Agarwal	26,206	3.41	26,206	3.65	-
18	Ayan Fintrade Private Limited	21,423	2.79	12,423	1.73	72.45
19	Bunny Investments & Finance Pvt Ltd	10,000	1.30	10,000	1.39	-
20	Transcorp Enterprises Limited	6,200	0.81	6,200	0.86	-
21	RK & Sons HUF	3,750	0.49	3,750	0.52	-
22	Vikas Agarwal	2,825	0.37	2,825	0.39	-
23	Ayan Agarwal	1,250	0.16	1,250	0.17	-
	Total	7,68,247		7,18,683		

As per our report of even date

For V. Singhi & Associates
Chartered Accountants
Firm Registration No.: 311017E

Sundeep Singhi
Partner
Membership No.: 063785

Ashish Agarwal
Director
DIN: 00351824

Sunil K. Warerkar
Executive Director
DIN: 02088830

Place: Mumbai
Date: May 23, 2023

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Background

TCI Industries Limited (the Company) is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange (BSE) in India. The registered office of the Company is located at N. A. Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai - 400005, Maharashtra.

The Company is principally engaged in rendering services by providing space for film shooting, TV serials and advertisements.

1. Significant Accounting Policies**1.1 Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The financial statements have been prepared on a historical cost basis, except for the freehold land, buildings and Plant & equipment which were revalued under the previous GAAP (Indian GAAP) and shown at revalued price deemed as cost.

1.2 Summary of significant accounting policies**a) Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle

- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The company has identified twelve months as its -operating cycle.

b) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

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

Rendering of services

Revenue from rendering of services by providing space for shooting of films, TV serials and advertisements is recognized by reference to the stage of completion. Stage of completion is measured by reference to work done till date as a percentage of total work for each contract. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Rental income

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

c) Retirement and other employee benefits**Short-term employee benefits:**

All employee benefits payable within 12 months of service such as salaries, wages, bonus, ex-gratia, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations within the Balance Sheet. Termination benefits are recognised as an expense as and when incurred.

Short-term leave encashment is provided at undiscounted amount during the accounting period based on service rendered by employees.

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company recognizes contribution payable to the provident fund scheme as an expense, when they are due.

Defined Benefit Plan

The Company provides for gratuity, a defined benefit retirement plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972, the Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability or asset recognised in the Balance Sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company is a participant of group gratuity scheme with Life Insurance Corporation of India and the required premium under the scheme is paid to meet the liability as and when it accrues for payment in future. Any shortfall in the value of assets over the defined benefit obligation is recognised as a liability with a corresponding charge to the Statement of Profit and Loss.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement 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. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Short Term Provisions

Further, the Company is also in practice of providing Leave Travel Allowance to its employees, as per the CTC of the respective employees. LTA is being paid on receipt of claim/bills from the employees and the employee having availed the required leave for claiming the LTA. For unclaimed LTA, short term provision is made on monthly basis pro rata as per annual eligibility of the employee and shown as liability which is reversible/payable on submission of claim/bills.

d) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

e) Property, plant and equipment

Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the major repairs enhancing life thereof and replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Expenses incurred on legal fees, architectural fees or any other consulting fees in relation to proposed property development are transferred to 'Capital work-in-progress'.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on the straight-line method to allocate the cost of assets, net of their residual values, over their estimated useful lives.

Depreciation is calculated on a pro-rata basis from the date of acquisition/installation till the date the assets are sold or disposed of:

Asset category	Estimated useful life
Buildings	30 years
Plant and equipment	15 years
EDP Equipment	3 years
Vehicle	8 years
Furniture & Fixture	10 years
Office equipment	5 years

The residual values are not more than 5% of the original cost of the asset. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

The carrying amount of an asset is written down immediately to its recoverable amount if the carrying amount of the asset is greater than its estimated recoverable amount.

Impairment of assets

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal/external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

f) Taxes

Current income tax

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. The Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid will be recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date.

Deferred tax

Deferred tax is provided using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted or substantially enacted regulations. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

In addition, the various transitional adjustments lead to different temporary differences. According to the accounting policies, the company has to account for such differences.

Goods and Service Tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognized net of the amount of GST, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet. The tax paid under Reverse Charge Mechanism basis on legal fees which are capitalized, is carried forward as receivable in balance sheet.

g) Leases

Leases as Lessee (Assets taken on lease)

The Company assesses whether a contract

contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using

the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Leases as Lessor (Assets given on lease)

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

h) Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about product and services, geographical areas, and major customers. The management evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments.

i) Provisions and contingent liabilities

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation

and a reliable estimate can be made of the amount of the obligation. These are reviewed at each year end and reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

j) Earnings per share

Earnings per share (EPS) is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of Equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period.

2. Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

Note 3

Property, Plant and Equipment (Refer Note 38)

(All amounts in INR lakhs, unless otherwise stated)

Description of Assets	Freehold Land	Right of Use Asset	Buildings	Furniture and Fixtures	Vehicles	Office Equipment	Air-Conditioners	Computers	Capital WIP	Total
Year ended 31 March 2022										
Gross carrying amount										
Opening gross carrying cost	0.11	318.44	461.36	7.70	28.81	11.46	31.68	3.26	461.81	1,324.63
Additions	-	-	22.83	0.26	-	0.28	-	0.17	25.28	48.82
Closing gross carrying amount	0.11	318.44	484.19	7.96	28.81	11.74	31.68	3.43	487.09	1,373.45
Accumulated depreciation as at 01 April 2021	-	14.78	252.62	5.99	9.98	9.69	25.21	2.62	-	320.89
Additions	-	0.41	8.37	0.28	3.42	0.59	4.07	0.25	-	17.39
Closing accumulated depreciation	-	15.19	260.99	6.27	13.40	10.28	29.28	2.87	-	338.28
Net carrying amount as at 31 March 2022	0.11	303.25	223.20	1.69	15.41	1.46	2.40	0.56	487.09	1,035.17
Year ended 31 March 2023										
Gross carrying amount										
Opening gross carrying cost	0.11	318.44	484.19	7.96	28.81	11.74	31.68	3.43	487.09	1,373.45
Additions	-	-	5.22	0.46	52.87	0.27	0.42	1.09	34.31	94.64
Closing gross carrying amount	0.11	318.44	489.41	8.42	81.68	12.01	32.10	4.52	521.40	1,468.09
Accumulated depreciation as at 01 April 2022	-	15.19	260.99	6.27	13.40	10.28	29.28	2.87	-	338.28
Additions	-	0.41	8.55	0.30	7.08	0.53	2.31	0.37	-	19.55
Closing accumulated depreciation	-	15.60	269.54	6.57	20.48	10.81	31.59	3.24	-	357.83
Net carrying amount as at 31 March 2023	0.11	302.84	219.87	1.85	61.20	1.20	0.51	1.28	521.40	1,110.26

The capital work in progress ageing schedule for the year ended 31st March 2023

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in Progress	34.31	25.28	0.91	460.90
Projects temporarily suspended	-	-	-	521.40

The capital work in progress ageing schedule for the year ended 31st March 2022

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects in Progress	25.28	0.91	66.63	394.27
Projects temporarily suspended	-	-	-	487.09

Notes:

- Capital Work-in-Progress includes expenditure towards legal expenses incurred where the Company has preferred SLP in the Hon. Supreme Court against the order of Bombay High Court, which has been admitted and is pending for final hearing. Earlier, in the matter of proposed property development, the Hon. Bombay High Court rejected the writ petition filed by the Company upholding the rejection by Municipal Corporation, of the plans submitted by the Company on the ground of absence of "No Objection" from the Defence/ Navy. Due to uncertainty of the outcome of the legal proceedings, the expenditure incurred towards legal fees has been included in Capital Work-in-Progress. The same has not been charged to the Statement of Profit and Loss as the same does not pertain to the current operations of the Company.
- In 1979, the Company entered into an agreement of assignment to obtain a land on leasehold basis from Turghhadra Sugar Works Private Limited (formerly known as Mukesh Textile Mills Private Limited). The lease assignment was entered into on 06th August 1979 for a residual lease period of 903 years and 5 months. Right of Use Asset (ROU) includes INR 317.81 lakhs transferred from Leasehold Land as per IND AS 116 for lease agreements.
- In 1999, the Company has obtained a warehouse on leasehold basis from Mumbai Port Trust for a period of 30 years commencing from 01st July 1999. Right of Use Asset (ROU) includes INR 0.63 lakhs created as per IND AS 116 for lease agreements.
- In accordance with the Ind AS 36 on 'Impairment of Assets', the Company has reassessed the carrying amounts of its Property, plant and equipment and is of the view that no further impairment / reversal is considered to be necessary in view of its expected realisable value.
- The Company has not revalued any Property, Plant and Equipment during the Financial Year 2022-23 and Financial Year 2021-22.
- The Company does not have any immovable property, whose title deeds are not held in the name of the company during the year ended 31 March 2023 and 31 March 2022.

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

	As at 31st March 2023	As at 31st March 2022
Note 4		
Other Financial Assets		
Security Deposits	1.38	0.96
Fixed Deposit with Bank with maturity beyond 12 months (The above, bank deposit of Rs. 5 Lakhs is lien against guarantee issued on behalf of the Company)	5.00	-
	6.38	0.96
Note 5		
Other Non-current Assets		
Advances other than capital advances (Unsecured, considered good)		
Deposit with Cotton Corporation of India Ltd [Refer Note 30 (a)]	50.00	50.00
Advance payment to BEST against past dues [Refer Note 30 (b)]	2.50	2.50
	52.50	52.50
Note 6		
Trade Receivables (Current)		
Trade Receivables Considered good - Secured	1.04	0.97
Trade Receivables Considered good - Unsecured	0.07	0.09
	1.11	1.06

Ageing for Trade Receivables outstanding for following period from the date of the transaction as at 31st March, 2023

Particulars	Outstanding for following periods from the date of the transaction				Total
	Less than 6 months	6 months - 1 year	1-2 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1.11	-	-	-	1.11
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-

TCI INDUSTRIES LIMITED

Ageing for Trade Receivables outstanding for following period from the date of the transaction as at 31st March, 2022

Particulars	Outstanding for following periods from the date of the transaction				Total
	Less than 6 months	6 months - 1 year	1-2 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1.06	-	-	-	1.06
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-

Note: Neither trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

(All amounts in INR lakhs, unless otherwise stated)

	As at 31st March 2023	As at 31st March 2022
Note 7		
Cash and Cash Equivalents		
Balances with Banks:		
- In current account	31.16	17.57
Cash on hand	1.25	2.18
	32.41	19.75
Note 8		
Loans		
(Unsecured, considered good)		
- Inter Corporate Deposit given to Related Party (Refer Note 33)	20.00	-
- Others	40.00	-
	60.00	-

Loans repayable on demand	As at 31st March, 2023		As at 31st March, 2022	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Related Party (Refer note below)	20.00	33.33	-	-

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

Name of the Company	Amount Outstanding as at		Rate of Interest	Purpose for which loan has been given
	31st March, 2023	31st March, 2022		
Bhoruka Investment Limited (Related Party)	20.00	-	12%	Business Purpose
Gati Academy	40.00	-	12%	Business Purpose
Total	60.00			

(All amounts in INR lakhs, unless otherwise stated)

	As at 31st March 2023	As at 31st March 2022
Note 9		
Other Financial Assets		
Interest accrued on Fixed Deposits	0.05	-
Interest accrued on Inter-Corporate Deposits	0.05	-
	0.10	-
Note 10		
Other Current Assets		
(Unsecured, considered good)		
Other Advances	2.81	0.11
Prepaid Expenses	6.01	8.82
Balance with Government Authorities	22.17	19.67
	30.99	28.60

Note 11
Share Capital

(All amounts in INR lakhs, unless otherwise stated)

Authorised share capital:	As at 31st March 2023		As at 31st March 2022	
	No. of shares	Rupees (In Lakhs)	No. of shares	Rupees (In Lakhs)
i) Equity shares of INR 10 each				
Equity outstanding at the beginning of the year	80,00,000	800.00	80,00,000	800.00
Increase/(decrease) during the year	(44,00,000)	(440.00)	-	-
Equity outstanding at the end of the year	36,00,000	360.00	80,00,000	800.00
ii) Preference Shares of INR 100 each				
Preference Shares outstanding at the beginning of the year	8,00,000	800.00	8,00,000	800.00
Increase/(decrease) during the year	4,40,000	440.00	-	-
Preference Shares outstanding at the end of the year	12,40,000	1,240.00	8,00,000	800.00
		1,600.00		1,600.00

TCI INDUSTRIES LIMITED

(All amounts in INR lakhs, unless otherwise stated)

Issued, Subscribed and Paid up capital:		As at 31st March 2023	As at 31st March 2022
i)	8,96,791 Equity Shares of INR 10 each	89.68	89.68
ii)	Amount received on forfeited shares	0.99	0.99
		90.67	90.67

Issued, Subscribed and Paid up capital:		As at 31st March 2023	As at 31st March 2022
i)	7,68,247 Preference Shares of INR 100 each (Previous Year 7,18,683 Preference Shares of INR 100 Each) (Refer Note 24)	768.25	718.69
		768.25	718.69

A) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a par value of INR 10 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.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

B) Terms/rights attached to preference shares:

Each preference share has a par value of INR 100 per share issued at premium of Rs.300/- each. The preference shares (NCRPS) rank ahead of the equity shares in the event of liquidation. The Preference shares issued are 0% Non-Convertible Redeemable Preference Shares. Each Preference shares shall be non-participating in the surplus-funds, not carry any dividend do not carry voting rights except in accordance with the provisions of Sec. 47 (2) of the Companies Act, 2013, be non-convertible and be redeemed within 20 years from the date of issue or on an earlier date only at the discretion of the issuer company, at a premium of 18% (Simple) p.a. on the issue price, payable at the time of redemption.

C) Reconciliation of the number of shares outstanding

Equity shares	31st March 2023		31st March 2022	
	No. of shares	Rupees (In Lakhs)	No. of shares	Rupees (In Lakhs)
Shares outstanding at the beginning of the year	8,96,791	90.67	8,96,791	90.67
Shares outstanding at the end of the year	8,96,791	90.67	8,96,791	90.67

D) Details of shareholders holding more than 5% shares in the Company

Name of the shareholders	31st March 2023		31st March 2022	
	No. of shares	% Holding	No. of shares	% Holding
Equity shares of INR 10 each fully paid				
Mahendra Kumar Agarwal	66,002	7.36	66,002	7.36
Bhoruka Extrusions Pvt. Ltd.	50,250	5.60	50,250	5.60
Vikas Agarwal (On behalf of Vikas Family Trust)	49,291	5.50	49,291	5.50

E) During the financial year 2004-05, the Company had introduced a scheme duly approved by Hon'ble High Court of Andhra Pradesh at Hyderabad for consequential reduction of Capital whereby the Company proposed the reduction, cancellation and extinguishments of small-lot of Shareholdings (Shareholders holding less than 10 no. of shares) subject to such terms and conditions as specified in the scheme at a predetermined price. At the same time the Company had created the liability for making the repayment to shareholders called as "Payable as per Scheme of Arrangement 2003". The Company is still making payments to the shareholders as and when the request is received.

F) Details of Equity shares shareholding of Promoters as on 31st March 2023

S. No	Promoter Name	Shares held by promoters at end of the year		Shares held by promoters at end of the year		% Change during the year
		As at 31st March 2023		As at 31st March 2022		
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
1	MAHENDRA KUMAR AGARWAL	66,002	7.36	66,002	7.36	-
2	VIKAS AGARWAL (On behalf of Vikas Family Trust)	49,291	5.50	49,291	5.50	-
3	BHORUKA GASES INVESTMENTS INDIA PRIVATE LIMITED	44,000	4.91	44,000	4.91	-
4	BHORUKA FINANCE CORPORATION OF INDIA LIMITED	32,875	3.67	32,875	3.67	-
5	TCI FINANCE LIMITED	30,236	3.37	30,236	3.37	-
6	UMAH AGARWAL (On behalf of Pragya Enterprises Partnership Firm as a Partner)	24,665	2.75	24,665	2.75	-
7	TRANSCORP ESTATES PVT. LTD	24,000	2.68	24,000	2.68	-
8	SWETA FINANCIAL SERVICES PVT. LTD.	-	0.00	23,177	2.58	-100.00
9	ASHISH AGARWAL	22,138	2.47	22,138	2.47	-
10	BHORUKA CAPITAL LTD.	20,649	2.30	20,649	2.30	-
11	PUSHPA AGARWAL	19,822	2.21	19,822	2.21	-
12	MANISHA AGARWAL (On behalf of Ashok Kumar Ayan Kumar Partnership Firm)	19,006	2.12	19,006	2.12	-
13	TCI BHORUKA PROJECTS LIMITED	17,000	1.90	17,000	1.90	-
14	CHANDER AGARWAL	15,871	1.77	15,871	1.77	-
15	VINEET AGARWAL	15,800	1.76	15,800	1.76	-
16	DHARAM PAL & SONS (HUF)	15,742	1.76	15,742	1.76	-
17	DHARMPAL AGARWAL	15,700	1.75	15,700	1.75	-
18	URMILA AGARWAL	15,700	1.75	15,700	1.75	-
19	BHORUKA INVESTMENT LTD	15,000	1.67	15,000	1.67	-
20	SIDDHARTHA AGARWAL	12,497	1.39	12,497	1.39	-
21	KANIKA AGARWAL	12,482	1.39	12,482	1.39	-
22	VIVEK AGARWAL	12,141	1.35	12,141	1.35	-
23	SWETA AGARWAL	11,850	1.32	11,850	1.32	-
24	VISHRUT AGARWAL	10,000	1.12	10,000	1.12	-

TCI INDUSTRIES LIMITED

S. No	Promoter Name	Shares held by promoters at end of the year		Shares held by promoters at end of the year		% Change during the year
		As at 31st March 2023		As at 31st March 2022		
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
25	NIDHI AGARWAL	9,499	1.06	9,499	1.06	-
26	UMAH AGARWAL	6,386	0.71	6,386	0.71	-
27	NIRMAL AGARWAL	5,850	0.65	5,850	0.65	-
28	AYAN AGARWAL	10,010	1.12	10,010	1.12	-
29	AVANI KANOI	5,000	0.56	5,000	0.56	-
30	JUBILEE COMMERCIAL & TRADING PVT LTD	4,580	0.51	4,580	0.51	-
31	UTSAV AGARWAL	3,980	0.44	3,980	0.44	-
32	BHORUKA CLASSIC FINANCE PVT LTD	-	0.00	3,975	0.44	-100.00
33	SATYANARAYAN AGARWAL	3,422	0.38	3,422	0.38	-
34	BUNNY INVESTMENTS & FINANCE PVT LTD	3,359	0.37	3,359	0.37	-
35	PRIYANKA AGARWAL	3,020	0.34	3,020	0.34	-
36	ASHOK KUMAR AGARWAL	3,000	0.33	3,000	0.33	-
37	MANISHA AGARWAL	3,000	0.33	3,000	0.33	-
38	VED PRAKASH & SONS HUF	2,700	0.30	2,700	0.30	-
39	SATYANARAYAN AGARWAL (On behalf of Pragya Enterprises Partnership Firm as a Partner)	1,950	0.22	1,950	0.22	-
40	RAJKUMAR AGGARWAL (On behalf of R K & Sons HUF)	1,704	0.19	1,704	0.19	-
41	MANISH AGARWAL BENEFIT TRUST	1,420	0.16	1,420	0.16	-
42	ASHISH AGARWAL (On behalf of Assam Bengal Carrier Partnership Firm as a Partner)	126	0.01	1,000	0.11	-87.40
43	SATYANARAYAN AGARWAL (On behalf of Satyanarayan Vivek Kumar HUF)	770	0.09	770	0.09	-
44	MAHENDRA KUMAR AGARWAL (Mahendra Kumar Agarwal & Sons HUF)	630	0.07	630	0.07	-
45	DHRUV AGARWAL	327	0.04	327	0.04	-
46	BHORUKA POWER INVESTMENTS INDIA PRIVATE LIMITED	100	0.01	100	0.01	-
47	TRANSCORP ENTERPRISES LIMITED	13	0.00	13	0.00	-
48	ABC FINANCIAL SERVICES PVT. LTD.	23,187	2.59	10	0.00	2,31,770.00
49	ABC INDIA LIMITED	10	0.00	10	0.00	-
50	MAHENDRA INVESTMENT ADVISORS PRIVATE LIMITED	10	0.00	10	0.00	-
51	VIKAS AGARWAL (On behalf of Vikas and Children Trust)	3,975	0.44	-	0.00	100.00
Total		6,20,495	69.19	6,21,369	69.29	

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

Note 12

Other Equity

(All amounts in INR lakhs, unless otherwise stated)

	As at 31st March 2023	As at 31st March 2022
i) Revaluation Reserve		
Balance at the beginning of the year	170.77	175.02
Adjusted for depreciation pertaining to Building	(2.48)	(4.25)
Balance at the end of the year	168.29	170.77
ii) Securities Premium		
Balance at the beginning of the year	2,774.15	2,687.79
Issue of Preference Shares	148.69	86.36
Balance at the end of the year	2,922.84	2,774.15
iii) Retained Earnings		
Balance at the beginning of the year	(2,794.00)	(2,704.37)
Profit/(loss) for the year	(66.33)	(94.87)
Other comprehensive income	(5.29)	0.99
- Adjusted for depreciation pertaining to Building for FY 22-23 & Earlier Years	2.48	4.25
Balance at the end of the year	(2,863.14)	(2,794.00)
Note 13		
Borrowings (Secured)		
a) Car Loan From HDFC Bank (Honda CR-V)	2.42	8.38
Less: Current Maturities of Long Term Borrowings (Refer Note 17)	(2.42)	(5.96)
	-	2.42
Notes:		
i) Secured by hypothecation of car		
ii) Interest rate of 8.26% p.a. and payable on EMI basis up to 05/08/2023		
b) Car Loan From HDFC Bank (Camry)	39.91	-
Less: Current Maturities of Long Term Borrowings (Refer Note 17)	(7.69)	-
	32.22	-
Notes:		
i) Secured by hypothecation of car		
ii) Interest rate of 7.90% p.a. and payable on EMI basis up to 05/09/2027		
	32.22	2.42

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

	As at 31st March 2023	As at 31st March 2022
Note 14		
Lease Liabilities		
Unsecured		
Lease Obligation (Refer Note 40)	1.65	1.82
	1.65	1.82
Note 15		
Provisions		
Provision for Gratuity (Refer Note 27)	10.30	4.92
	10.30	4.92
Note 16		
Other Non-current Liabilities		
Payable as per Scheme of Arrangement - 2003 (Refer Note 10 E)	6.90	6.90
Property Tax Payable (Refer Note 30)	45.32	40.96
	52.22	47.86
Note 17		
Borrowings		
Unsecured		
Loan repayable on demand (from related parties) (Refer note 33)		
- From Directors (interest free)	9.00	-
Loan repayable on demand		
- From Related Party (interest bearing)	17.00	17.00
- From Others	-	25.00
Current Maturities of Long Term Borrowings (Refer Note 13)	10.11	5.96
	36.11	47.96
Note 18		
Lease Liabilities		
Unsecured		
Lease Obligation (Refer Note 40)	0.14	0.07
	0.14	0.07
Note 19		
Trade Payables (Refer Note 35)		
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	16.49	18.19
	16.49	18.19

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

Ageing for Trade Payables outstanding at 31st March, 2023

(INR in Lakhs)

Particulars	Outstanding for following periods from the date of the transaction			Total
	Less than 1 year	1-2 years	More than 3 years	
(i) MSME	-	-	-	-
(ii) Others	15.93	0.56	-	16.49
(iii) Disputed Dues - MSME	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-

Ageing for Trade Payables outstanding at 31st March, 2022

(INR in Lakhs)

Particulars	Outstanding for following periods from the date of the transaction		More than 3 years	Total
	Less than 1 year	1-2 years		
(i) MSME	-	-	-	-
(ii) Others	16.34	0.28	1.57	18.19
(iii) Disputed Dues - MSME	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-

(All amounts in INR lakhs, unless otherwise stated)

	As at 31st March 2023	As at 31st March 2022
Note 20		
Other Current Liabilities		
Advance from Customers	1.19	4.20
Security Deposit from Customers	16.18	6.30
Dues to Statutory Authorities	5.67	3.15
Payable to Employees	1.00	7.93
Others (Refer Note 35)		
- total outstanding dues of micro enterprises and small enterprises	1.16	1.29
- total outstanding dues of creditors other than micro enterprises and small enterprises	6.61	6.09
Advance towards Sale of Land (Refer Note 37)	21.85	21.85
	53.66	50.81
Note 21		
Provisions		
- Provisions for Leave Travel Allowance	1.51	1.73
- Provision for Gratuity (Refer Note 27)	2.54	1.98
	4.05	3.71

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

	For the year ended 31st March 2023	For the year ended 31st March 2022
Note 22		
Revenue from Operations		
Sale of Services		
- Rendering of Services	192.09	142.61
	192.09	142.61
Note 23		
Other Income		
Interest Income		
- on Income Tax Refund	0.58	1.96
- on Fixed Deposit	0.05	-
- on Loan	0.07	-
Proceeds from Insurance Claim	18.05	-
Liabilities no longer required written back	1.20	2.10
- Rental Income	10.75	4.55
	30.70	8.61
Note 24		
Employee Benefits Expense		
Salaries, wages and bonus*	101.39	83.03
Contributions to Provident and Other Funds	4.24	3.47
Gratuity Expense (Refer Note 28)	0.86	1.56
Staff Welfare Expense	0.35	0.15
* Includes Remuneration of Key Managerial Personnel of Rs 81.80 Lakhs (PY 59.87 Lakhs)		
	106.84	88.21
Note 25		
Finance Costs		
Interest Expense		
- on Car Loans	2.13	0.94
- on Unsecured Loan	4.87	4.41
- on Lease Liability	0.34	0.35
- on delay in payment of Statutory dues	-	0.35
	7.34	6.05

NOTES TO THE FINANCIAL STATEMENTS (Contd...)

(All amounts in INR lakhs, unless otherwise stated)

	For the year ended 31st March 2023	For the year ended 31st March 2022
Note 26		
Other Expenses		
Advertisement Expenses	0.78	0.65
Commission and Brokerage	9.11	9.06
Travelling and Conveyance And Motor Car Expenses	16.02	13.05
Electricity Charges	6.24	5.90
Insurance charges:		
- Building	9.52	8.37
- Motor Car	1.15	0.55
- Others	0.53	0.50
Legal and Professional Fees	19.18	12.65
Listing Fees (Stock Exchange)	3.00	3.00
Rent	2.16	0.66
Rates and Taxes	11.84	11.97
Repairs and Maintenance:		
- Building	15.25	6.24
- Others	11.06	20.78
Security Expenses	35.31	26.20
Directors Sitting Fees	3.40	3.80
Computer Expenses	1.24	1.19
Office Maintenance Expenses	5.28	5.08
Printing & Stationery	0.50	0.72
Telephone Expenses	0.50	0.60
Website Maintenance Expenses	0.18	0.18
Payment to Auditors:		
- Statutory Audit Fees	1.06	0.90
- Reimbursement of Expenses	-	0.01
Miscellaneous Expenses	2.08	2.37
	155.39	134.43

Note 27: Employee benefit obligations

Defined benefit plans:

Gratuity

The Company operates a gratuity plan through the 'TCI Industries Ltd Employees Group Gratuity Assurance Scheme'. Employees are entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after 5 years of continuous service.

Balance Sheet amount (Gratuity)

31st March 2023: Changes in defined benefit obligation and plan assets

(INR in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1st April 2022	15.74	(8.84)	6.90
Current Service Cost	0.43	-	0.43
Interest expense/ (income)	1.14	(0.64)	0.50
Total amount recognised in profit & loss	1.57	(0.64)	0.93
Remeasurement			
Return on plan assets, excluding amount included in interest expense/ (income)	-	0.05	0.05
(Gain)/Loss from change in financial assumptions	(0.15)	-	(0.15)
Experience (gain) / loss	5.39	-	5.39
Total amount recognised in Other Comprehensive Income	5.24	0.05	5.29
Employer contributions	-	0.27	0.27
Benefit payments	-	-	-
31st March 2023	22.54	(9.70)	12.84

31st March 2022: Changes in defined benefit obligation and plan assets

(INR in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1st April 2021	14.62	-8.28	6.34
Current Service Cost	1.13	-	1.13
Interest expense/ (income)	1.00	-0.56	0.43
Total amount recognised in profit & loss	2.13	-0.56	1.56

(INR in Lakhs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Remeasurement			
Return on plan assets, excluding amount included in interest expense/ (income)	-	0.02	0.02
(Gain)/Loss from change in financial assumptions	(0.19)	-	(0.19)

TCI INDUSTRIES LIMITED

Particulars	Present value of obligation	Fair value of plan assets	Net amount
Experience (gain) / loss	(0.82)	-	(0.82)
Total amount recognised in Other Comprehensive Income	(1.01)	0.02	(0.99)
Employer contributions	-	(0.01)	(0.01)
Benefit payments	-	-	-
31st March 2022	15.74	(8.84)	6.90

The net liability disclosed above relates to funded and unfunded plans are as follows:

(INR in Lakhs)

Particulars	As at 31 st March 2023	As at 31 st March 2022
Present value of funded obligations	22.54	15.74
Fair value of plan assets	(9.70)	(8.84)
Deficit of funded plan	12.84	6.90
Unfunded plans	-	-
Deficit of gratuity plan	12.84	6.90

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	As at 31 st March 2023	As at 31 st March 2022
Discount rate	7.52%	7.23%
Attrition rate	2.00%	2.00%
Rate of return on plan assets	7.52%	7.23%
Salary escalation rate	7.50%	7.50%

Major Category of Plan Assets are as follows:

(INR in Lakhs)

Particulars	As at 31 st March 2023	As at 31 st March 2022
Government of India Assets	-	-
State Government Securities	-	-
Special Deposits Scheme	-	-
Debt Instruments	-	-
Corporate Bonds	-	-
Cash and Cash Equivalents	-	-
Insurance Fund	9.70	8.84
Asset-Backed Securities	-	-
Structured Debt	-	-
Other	-	-
Total	9.70	8.84

Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Interest rate risk: A fall in the discount rate which is linked to the G. Sec. rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

(INR in Lakhs)

Expenses Recognized in the Statement of Profit or Loss for Next Year		
	2023-24	2022-23
Current Service Cost	0.44	0.43
Net Interest Cost	0.97	0.50
(Expected Contributions by the Employees)	-	-
Expenses Recognized	1.41	0.93

The weighted average duration of the defined benefit obligation is 5 years. The expected maturity analysis of gratuity is as follows:

(INR in Lakhs)

Maturity Analysis of the Benefit Payments: From the Fund		
Projected Benefits Payable in Future Years from the Date of Reporting		
1 st Following Year	19.26	13.02
2 nd Following Year	0.08	0.06
3 rd Following Year	0.08	0.06
4 th Following Year	0.09	0.07
5 th Following Year	0.09	0.07
Sum of Years 6 To 10	0.54	0.42
Sum of Years 11 and above	11.18	9.35

Maturity Analysis of the Benefit Payments: From the Employer		
Projected Benefits Payable in Future Years from the Date of Reporting		
1 st Following Year	-	-
2 nd Following Year	-	-
3 rd Following Year	-	-

4 th Following Year	-	-
5 th Following Year	-	-
Sum of Years 6 To 10	-	-
Sum of Years 11 and above	-	-

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

(INR in Lakhs)

Projected Benefit Obligation on Current Assumptions	22.54	15.74
Delta Effect of +1% Change in Rate of Discounting	(0.46)	(0.40)
Delta Effect of -1% Change in Rate of Discounting	0.56	0.48
Delta Effect of +1% Change in Rate of Salary Increase	0.55	0.48
Delta Effect of -1% Change in Rate of Salary Increase	(0.47)	(0.40)
Delta Effect of +1% Change in Rate of Employee Turnover	0.00	(0.02)
Delta Effect of -1% Change in Rate of Employee Turnover	0.00	0.02

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Note 28: Earnings Per share (EPS)

Particulars	For the year ended 31 st March 2023 (INR in Lakhs)	For the year ended 31 st March 2022 (INR in Lakhs)
Profit/(Loss) attributable to equity holders	(66.33)	(94.87)
Profit/(Loss) attributable to equity holders for basic earnings	(66.33)	(94.87)
Weighted average number of equity shares for basic & Diluted EPS	8,96,791	8,96,791
Nominal value of Equity Shares	INR 10	INR 10
Basic EPS (Rs.)	(7.40)	(10.58)
Diluted EPS (Rs.)	(7.40)	(10.58)

Note 29: Non-Convertible Redeemable Preference Shares

During the year, the Company has issued 49,564 (31st March 2022: 28,785) 0% Non-Convertible Redeemable Preference Shares of Rs. 100/- each at an issue price of Rs. 400/- each including premium of Rs. 300/- for consideration in cash, which are redeemable within 20 years from the date of issue or on an earlier date only at the discretion of the issuer Company, at a premium of 18% (simple) p.a. on the issue price, payable at the time of redemption.

As per Ind-AS 32, a financial instrument may be classified as an equity or financial liability based on its substance rather than its legal form. The said Ind-AS 32 also explains when a financial instrument can be classified as equity or financial liability. To determine the classification of the said preference shares issued, the Company has taken a legal opinion relying on which the said preference shares have been classified as Equity and accordingly presented as "Other Equity" in the Balance Sheet.

Note 30: Contingent liability and commitments (to the extent not provided for)

Claim against the company not acknowledged as debt:

- a) The Hon'ble Bombay High Court, by a judgment dated 1st March 2012, awarded a decree in favour of Cotton Corporation of India Ltd. For Rs. 22,78,578/- which together with interest amount to Rs. 89,26,844/- as on 31st March 2013. The Company has filed in earlier year SLP before the Hon'ble Supreme Court, against the said judgement, which has been admitted and stay has been granted on the execution of impugned decree. As directed by the Hon'ble Supreme Court an amount of Rs. 50 lakhs has been deposited with Cotton Corporation of India Ltd. The SLP is pending for hearing.
- b) The Brihanmumbai Electric Supply & Transport Undertaking (BEST) of The Brihan Mumbai Mahanagar Palika has filed a writ petition in The Hon'ble Bombay High Court in respect of electricity charges of the Ex Workers of the Company. As per the directions given by the Hon'ble Bombay High Court, BEST calculated and demanded a sum of Rs. 8,55,168/- comprising energy charges of Rs. 83,366/- and interest charges of Rs. 7,71,802/-. The Company has paid the energy charges and challenged the interest demand by way of a writ petition in the Hon'ble Bombay High Court and also deposited with BEST Rs. 2.50 lakhs as per Court order. The writ petition is pending for hearing.
- c) Municipal Corporation of Greater Mumbai (MCGM) in earlier year of 2012 revised property taxes in Mumbai with retrospective effect from 1st April 2010 by migrating to capital value system from erstwhile rateable value system. Writ petitions were filed subsequent to the said revision, in Hon'ble Bombay High Court by certain parties challenging the said revision in property taxes and by an interim order, the property owners were allowed to pay taxes at old rate plus 50% of the difference between old and revised rates, pending disposal of the writ petitions. The company has been paying property taxes in terms of the said interim order. The total demand raised by MCGM for various structures for the period 1-4-2010 to 31-3-2023 amounts to Rs. 110.62 lakhs against which the company has paid amount aggregating to Rs. 73.18 lakhs, thereby Rs. 37.44 Lakhs remaining unpaid as on 31-3-2023. This has been fully provided for in the financial statements.
- d) The Company has also received notices, in the year 2015 for the period 1-4-2010 to 31-3-2015 & in each subsequent years, from MCGM demanding property tax under the capital value system treating the property as open land instead of structures. As per the various notices, MCGM has raised demand amounting to Rs. 3257.68 lakhs for the period 01st April 2010 to 31st March 2023. The company had filed written objections with MCGM. However, no order has yet been passed by the competent authority of MCGM in the matter, even though the competent authority has conducted hearing in the earlier year.
- e) The Hon'ble Bombay High Court vide its judgment dated 24 April 2019 has disposed-off all above mentioned petitions referred in (c) above filed by the various parties and struck down certain rules regarding fixing of Capital Value of lands & buildings, made by the Corporation. The said order of the Hon'ble Bombay High Court was challenged in Hon'ble Supreme Court by the MCGM and the Hon'ble Supreme Court by its Interim order, confirmed that the property owners can continue to pay the property taxes in terms of the aforesaid interim order of the Hon'ble Bombay High Court. The said appeal of MCGM was subsequently dismissed by Hon'ble Supreme Court upholding the order of Hon'ble Bombay High Court. Against the same dismissal, MCGM had filed a Review Petition in Hon'ble Supreme Court, which has also since been dismissed on 14-03-2023. The company estimates that, in view of the court decisions & the representations made in the past by the company, the demand of MCGM shall reduce. The exact quantum of same will be known when MCGM does reassessment of the demands in view of the said orders & company's representations.

Note 31: Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market Risk - Interest rate

Risk management framework

The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors have authorized respective business Managers to establish the processes, who ensure that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company's Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company as a policy do not extend credit to its customers to mitigate the credit risk. The Company's review includes market check, industry feedback, past financials and external ratings, if they are available, and in some cases bank references.

The Company's exposure to credit risk for trade receivables is as follows:

(INR in Lakhs)

Unsecured Trade Receivables carrying credit risk	Security Deposits received from Trade receivables	Net Trade Receivables carrying credit risk
0.07	-	0.07

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of Securities/ credit facilities to meet obligations when due and to close out market positions.

Liquidity risk results from the Company's potential inability to meet the obligations associated with its financial liabilities, for example settlement of financial debt and paying suppliers. The aim is to ensure effective liquidity management, which primarily involves obtaining sufficient committed securities/ credit facilities to ensure adequate financial resources.

Net financial debt is used internally by Company to monitor the Company's credit resources available. Net financial debt is the Company's net interest-bearing debt, excluding interest-bearing assets, as these assets are not actively managed in relation to liquidity risk.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings:

(INR in Lakhs)

As at 31 March 2023	Carrying Amount	Contractual Cash Flows				Total
		Less than 6 months	6 months to 12 months	1 year to 5 years	More than 5 years	
Non derivative financial liabilities						
Borrowings	68.33	23.19	12.92	32.22	-	68.33
Current financial liabilities						
Trade payables	16.49	10.32	-	6.17	-	16.49
Total	84.82	33.51	12.92	38.39	-	84.82

(iii) Market risk

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly interest rate risk which in the case of the company is mitigated due to securities issued on a long term basis at a fixed rate of return payable at the time of redemption of the securities.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rate is very low due to issuance of securities on a long term basis at a fixed rate of return.

Exposure to interest rate risk

The Company's interest rate risk arises majorly from the carrying fixed rate of interest. These obligations expose the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

(INR in Lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Fixed rate liabilities		
Borrowings	68.33	50.38
Total	68.33	50.38

Note 32: Segment Information

During the year, the Company operated in a single segment- "Income from rendering services by providing space for film shooting, TV serials and advertisements". Therefore, separate segment disclosures are not applicable to the Company.

Note 33: Related Party Disclosures*

1. Key Managerial Personnel:

S. No.	Name of KMP	Designation
1	Mr. Sunil K. Warerkar	Executive Director
2	Mr. Amit A. Chavan	Chief Financial Officer and Company Secretary

2. Other Related Parties:

a. Other Directors and relatives:

S. No.	Name of Director	Designation
1	Mr. Ravishanker Jhunjhunwala	Chairman & Independent Director
2	Mr. Dharpal Agarwal	Non –Executive Director
3	Mr. Mahendra Kumar Agarwal	Non –Executive Director
4	Mr. Ashok Kumar Agarwal	Non –Executive Director
5	Mr. Vikas Agarwal	Non –Executive Director
6	Mr. Siddhartha Agarwal	Non –Executive Director
7	Mr. Ashish Agarwal	Non –Executive Director
8	Mr. Utsav Agarwal	Non –Executive Director
9	Mr. Siddharth Saumil Mehta	Independent Director
10	Mrs. Anuradha Vikram Bhalla	Independent Director
11	Mr. Navneet Kumar Saraf	Additional- Independent Director (Appointed w.e.f. August 26, 2022)
12	Mr. Sunil Kamalakar Warerkar	Executive Director
13	Mr. Chander Agarwal	Relative of Director
14	Mr. Vineet Agarwal	Relative of Director
15	Mrs. Manisha Agarwal	Relative of Director
16	Mr. Ayan Kumar Agarwal	Relative of Director
17	Mrs. Kanika Agarwal	Relative of Director
18	Mrs. Nidhi Agarwal	Promoter and Shareholder
19	Mrs. Umah Agarwal	Relative of Director

b. Other Related Party:

S. No.	Name of the Related Party
1	ABC Financial Services Private Limited
2	ABC India Limited
3	Transcorp Estates Private Limited
4	Ayan Fintrade Private Limited
5	Bhoruka Park Investments India Private Limited
6	Bhoruka Investment Limited
7	Assam Bengal Carriers

3. Related Party Transactions during the year:

(a) Key Managerial Personnel Compensation

Sr. No.	Particulars	For the year ended 31 st March 2023 (INR in Lakhs)	For the year ended 31 st March 2022 (INR in Lakhs)
1.	Remuneration*	81.80	59.87
2.	Sitting Fees	3.40	3.80
	Total	85.20	63.67

*Remuneration excludes provision for gratuity.

(b) Loan from Directors

Name	Particulars	For the year ended 31 st March 2023 (INR in Lakhs)	For the year ended 31 st March 2022 (INR in Lakhs)
Ashok Kumar Agrawal	Opening balance	-	-
	Loan received	2.00	-
	Loan repaid	2.00	-
	Closing balance	-	-
Vikas Agarwal	Opening balance	-	-
	Loan received	6.00	-
	Loan repaid	-	-
	Closing balance	6.00	-
Sunil K. Warekar	Opening balance	-	2.50
	Loan received	-	1.00
	Loan repaid	-	3.50
	Closing balance	-	-
Ashish Agarwal	Opening balance	-	-
	Loan received	-	5.00
	Loan repaid	-	5.00
	Closing balance	-	-
Dharmpal Agarwal	Opening balance	-	-
	Loan received		25.15
	Conversion of loan into NCRPS		24.64
	Loan repaid		0.51
	Closing balance	-	-
Mahendra Kumar Agarwal	Opening balance	-	-
	Loan received	3.00	-
	Loan repaid	-	-
	Closing balance	3.00	-

(c) Other Related Parties

Name	Particulars	For the year ended 31st March 2023 (INR in Lakhs)	For the year ended 31st March 2022 (INR in Lakhs)
Bhoruka Park Investments India Private Limited	Opening balance	17.00	-
	Loan received	-	17.00
	Loan repaid	-	-
	Closing balance	17.00	17.00
Bhoruka Investment Limited	Opening balance	-	-
	Loan given	20.00	-
	Loan repaid	-	-
	Closing balance	20.00	-

*As certified by the management and relied upon by auditors

Note 34: Deferred Tax

As there is no reasonable certainty that sufficient future taxable income will be available against which deferred tax assets can be realized, no deferred tax assets have been recognized in the Financial Statements on account of brought forwards losses and depreciation.

Note 35: Disclosure as required under Section 22 of Micro, Small & Medium Enterprises Development Act, 2006:

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	(INR in Lakhs)	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	1.16	1.29
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
Amount of Interest Accrued and remaining unpaid at the end of each accounting year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	-	-

Note 36: Authorisation for issue of the Financial Statements

The Financial Statements were authorised for issue by the Board of Directors on 23rd May, 2023.

Note 37: Advance towards sale of Immovable Property

The Company has received advance from 2 parties towards sale of land admeasuring 3 Acers 39 Guntas situated in Survey no. 133, Sholipur Village and Gram Panchayat, Farooqnagar Mandal, Mahbubnagar District, presently Rangareddy District. In earlier years, the company has received entire sale consideration of INR 1.95 lakhs against sale of land admeasuring 13 guntas from Mr. Ashutosh Gupta and part consideration of INR 19.9 Lakhs from M/s Gati Cargo Management Services Limited during previous and current year. Sale Deeds for the said transaction are yet to be executed/registered, hence, the same has been carried in the Financial Statements as advance (Refer Note 20) and profit on sale of land has not been accounted for in the financial statement for the year under review.

Note 38: Capital Commitments:

The Company has no other capital commitments requiring separate disclosure. Such capital commitment will be disclosed as and when it arises.

Note 39

During the financial year 2021-22, due to cyclone Taukte, a part of sea retaining wall, platform behind same and a structure on the south east side of the property was washed away/substantially damaged. The Company had filed a claim with the insurer New India Assurance Company Limited and has received a claim of Rs. 18.05 Lakhs during the current year presented as shown as Other Income in Note 23 of the Financial Statements.

Similarly, on the north east side of the Company's property, the external sea retaining wall and platform belonging to Mumbai Port Trust was also washed away thereby resulting in collapse of boundary wall and erosion of some portion of Company's land. The Company has taken up the matter with Mumbai Port Trust (MBPT) for reconstruction of their wall/platform and for compensating the Company for the loss/damage caused. MBPT has refused to carry out said repairs/reconstruction and have informed the company that it has no objection to the company carrying out the same. The cost of reconstruction of the sea wall/compound wall and refilling the area eroded is estimated to be Rs. 120 Lakhs on North East (MBPT wall side) & Rs. 80 Lakhs on South East side plus applicable taxes. The estimated costs stated herein above, may vary based on the final designs and scope of work given by structural engineers/architects and as per quotes received from contractors.

Note 40: Leases

Effective 01st April 2019, the Company has adopted IND AS 116 to its leases using modified retrospective approach. The Lease liability is measured at the present value of remaining lease payments discounted using incremental borrowing rate at the date of initial application and right of use asset has been recognised at an amount equal to the lease liability plus initial direct cost.

The Company has presented Right of Use asset under Note-3 'Property, Plant & Equipment' and Lease Liability under Note-10 'Borrowings' as per the requirements of Ind As 116 "Leases".

Note 41: Ratios

The ratios for the year ended 31st March, 2023 and 31st March, 2022 are as follows:

Ratio	Numerator	Denominator	For the year ended 31st March 2023	For the year ended 31st March 2022	Variance in %	Remarks
(a) Current Ratio	Current Assets	Current Liabilities	1.13	0.41	175.71	The Company has granted Loans to the parties during the year.
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.07	0.06	16.57	-
(c) Debt Service Coverage Ratio	Earnings for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest	Debt service = Interest & Lease Payments + Principal Repayments	(0.82)	(1.10)	(25.92)	Losses of the Company have reduced during the year.
(d) Return on Equity Ratio (ROE)	Net Profits after taxes less Preference Dividend (if any)	Average Shareholder's Equity	(0.08)	(0.12)	(36.41)	Losses of the Company have reduced during the year.
(e) Trade Receivables turnover ratio	Net Sales	Average trade debtors	186.95	277.66	(32.67)	Increase in Sales during the year
(f) Trade payables turnover ratio	Net Purchases	Average Trade Payables	8.96	8.93	0.38	-
(g) Net capital turnover ratio	Net Sales	Working Capital	14.32	(2.06)	(794.19)	Working Capital position has improved during the year.
(h) Net profit ratio	Net profit after tax	Total Income	(0.30)	(0.63)	(52.54)	Increase in revenue during the year
(i) Return on Capital employed	Earnings before interest and taxes	Capital Employed = Total Asset - Current Liabilities	(0.05)	(0.09)	(41.32)	Losses of the Company have reduced during the year.

Note 42: Regrouped / Recast / Reclassified

Previous year figures have been regrouped/rearranged wherever considered necessary.

For and on behalf of the Board of Directors

TCI Industries Limited

Ashish Agarwal

Director

DIN: 00351824

Sunil K. Warekar

Executive Director

DIN: 02088830

Place: Mumbai

Date: May 23, 2023

Amit A. Chavan

Company Secretary & CFO

Membership No.: A38369

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in INR lakhs, unless otherwise stated)

	For the year ended 31st March 2023	For the year ended 31st March 2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit/(loss) before Tax and after Exceptional items	(66.33)	(94.87)
Adjustments to reconcile profit/(loss) before tax and after exceptional loss to net cash flows:		
Depreciation Expense	19.55	17.40
Gratuity Expense	0.86	1.56
Interest on Income Tax Refund	(0.58)	(1.96)
Other Interest Income	(0.12)	-
Insurance Claim	(18.05)	-
Finance costs	7.34	6.05
Liabilities / provisions no longer required written back	(1.20)	(2.10)
Operating profit before Working Capital changes	(58.53)	(73.92)
Adjustments for :		
(Increase)/Decrease in Trade Receivables	(0.05)	(1.06)
(Increase)/Decrease in Other Current Assets	(16.50)	(7.98)
(Increase)/Decrease in Other Financial Assets	(0.42)	-
Increase/(Decrease) in Trade Payables	(0.50)	6.26
Increase/(Decrease) in Provisions	(0.22)	(1.90)
Increase/(Decrease) in Other Current Liabilities	2.78	(0.71)
Increase/(Decrease) in Other Non-Current Liabilities	4.36	3.66
Cash used in operations	(69.08)	(75.65)
Income tax (paid)/ refund	14.11	8.66
NET CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES (A)	(54.97)	(66.98)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment including CWIP	(94.64)	(48.82)
Net Bank Balances not considered as Cash and Cash Equivalents	(5.00)	-
Proceeds from Insurance Claim	18.05	-
Loans Given	(60.00)	-
Interest Income Received	0.02	-
NET CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES (B)	(141.57)	(48.82)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Issue of Preference Shares	198.25	115.15
Proceeds from borrowings	58.91	77.12
Repayment of borrowings	(40.96)	(58.75)
Interest paid	(7.00)	(5.70)
NET CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES (C)	209.20	127.82

TCI INDUSTRIES LIMITED

(All amounts in INR lakhs, unless otherwise stated)

	For the year ended 31st March 2023	For the year ended 31st March 2022
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	12.65	12.02
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	19.75	7.73
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	32.41	19.75

1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows.
 2. Figures for previous year have been regrouped/ rearranged wherever necessary.
- The accompanying notes are an integral part of the Financial Statements.
-

As per our report of even date

For **V. Singhi & Associates**
Chartered Accountants
Firm Registration No.: 311017E

For and on behalf of the Board of Directors
TCI Industries Limited

Sundeep Singhi
Partner
Membership No.: 063785

Ashish Agarwal
Director
DIN: 00351824

Sunil K. Warkerkar
Executive Director
DIN: 02088830

Place: Mumbai
Date: May 23, 2023

Amit A. Chavan
Company Secretary & CFO
Membership No.: A38369

If undelivered please return to:



TCI INDUSTRIES LIMITED

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