DIRECTORS' REPORT

Dear Member(s),

Your Directors are pleased to present the 27th Annual Report and Audited Financial Statement of Accounts for the financial year ending 31st March, 2024.

FINANCIAL RESULTS **(₹ in Lacs)**

Particulars	1st April 2023 to 31st March 2024	1st April 2022to 31st March 2023
Gross Sales	**10,472.73**	10,799.30
Less: Excise duty	**-**	-
Income from operations	10,472.73	10,799.30
Other income	582.40	233.03
Total Income	**11,055.13**	**11,032.33**
Operating profit before finance charges, depreciation, and exceptional item	**2,586.67**	**2,267.39**
Finance Charges	35.17	27.57
Depreciation	765.88	717.74
Exceptional items	-	-
Net Profit before tax	**1,785.62**	**1,522.08**
Provision for the Taxation:		
Current Tax	467.69	226.57
Tax earlier year		
Less: Deferred Tax	(5.05)	(33.25)
Profit after tax	**1,322.98**	**1,328.76**
Other comprehensive income (net of taxes)	(40.74)	0.92
Total Comprehensive Income	1,363.72	1,327.84
Profit brought forward from last year	11,317.40	10,614.56
Net profit available for appropriation	**12,681.12**	**11,942.40**
Appropriation:		
Transfer to general reserve		
Dividend:		
Equity Shares	(865.00)	(625.00)
Tax and Cess on dividend - equity		
Surplus / (loss) carried forward to Balance sheet	**11,816.12**	**11,317.40**

SUMMARY OF OPERATIONS, BUSINESS REVIEW/ STATE OF THE COMPANY'S AFFAIRS

The Net income of the Company during the financial year ended 31st March 2024 was Rs. 11,055.13 lakhs as against Rs. 11,032.32 Lakh for the financial year ended 31st March 2023.

During the year under review, the Company made a net profit after tax of Rs. 1,322.98 Lakhs for the financial year ended 31st March 2024 as against the net profit after tax of Rs. 1,328.76 Lakhs for the financial year ended 31st March 2023.

No amount is proposed to be transferred to the general reserves. The Company proposed a dividend of Rs. 870 lakhs for the financial year ended 31st March 2024.

SECRETARIAL AUDITORS

The Company had appointed Deepika Gera, Company Secretaries, New Delhi, to conduct its Secretarial Audit for the Financial Year ended 31st March 2024. The Secretarial Auditors have submitted their report, confirming compliance by the Company of all the provisions of applicable corporate laws. The report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report is annexed as **Annexure-A** to this report. The Board has re-appointed Deepika Gera, Company Secretaries, New Delhi, as Secretarial Auditor of the Company for the FY 2024-25.

MATERIAL CHANGES AND COMMITMENTS

No material change, which could affect the financial position of the Company, occurred during the financial year 2023-24 and up to the date of the Board Report.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Presently your Board consists of seven (7) directors viz Mr. T. Kannan Chairman and Non-Executive Director; Mr. Krishnamurthy Naga Subramaniam, Non-Executive Independent Director; Mr. Kenichi Shiba, Non-Executive Director, Dr. Khalid Iqbal Khan, Non-Executive Director; Mr. Rajesh Sinha, Non-Executive Director; Mr. Manish Chadha, Non-Executive Director & Chief Financial Officer and Mr. Toshiaki Imai, Whole-time Director. Mr. Abhishek Nagar is the Company Secretary of the Company.

A) Appointment/ Reappointment of Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with Article 71 of the Articles of Association of the Company, Mr. Rajesh Sinha and Mr. Manish Chadha, Directors of the Company, are liable to retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

Brief resume, nature of expertise, details of directorships held in other companies excluding foreign companies of the Directors proposed to be appointed/ re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2, is appended as an Annexure to the Notice of the ensuing AGM.

None of the Director(s) is/are disqualified under Section 164(2) of the Companies Act, 2013.

B) Changes in Directors and Key Managerial Personnel

During the year under review, Mr. T. Kannan (DIN: 10486912) was appointed as an Additional Director at the Board Meeting held on 30th January, 2024. Further, at the Board Meeting held on 13th February Mr. Kannan was appointed as the Chairman of the Board.

Mr. Vinod Kumar Hans (DIN: 03328309), former Chairman and Non-Executive Director, resigned from his position w.e.f. the close of business hours of 31st January, 2024.

After close of the year under review, Mr. Takehiko Karasawa (DIN: 06920602), Non-Executive Director, resigned from his position w.e.f. the close of business hours of 1st July, 2024.

Mr. Kenichi Shiba (DIN: 06919801) was appointed as an Additional Director at the Board Meeting held on 26th June, 2024 w.e.f. from the 1st July, 2024.

C) Independent Director

The Company has received declaration from the Independent Director confirming his independence as per the criteria prescribed under Section 149(6) of the Companies Act, 2013.

No Independent Director was appointed during the year.

MEETINGS OF THE BOARD OF DIRECTORS

A calendar of meetings was prepared and circulated in advance to the Directors. During the year 05 (Five) Board Meetings were held in compliance with the provisions of the Companies Act, 2013 and the Secretarial Standards issued by the Institute of Company Secretaries of India. The details of the Board Meetings held during the financial year 2023-24 are given below:

Date of the meeting	Total strength of the Board	No. of Directors Present
15th May 2023	07	07
05th September 2023	07	07
06th November 2023	07	07
30th January 2024	07	07
13th February 2024	07	07

COMMITTEES OF THE BOARD

The Company has Corporate Social Responsibility (CSR) Committee constituted by the Board. The Company has adopted a well-defined Policy on CSR on the recommendations of CSR Committee as per the requirement of Section 135 of the Companies Act, 2013. Presently, the Committee comprises of the following members:

S.No.	Name	Chairman / Members
1.	*Mr. T. Kannan	Chairman
2.	Dr. Khalid Iqbal Khan	Member
3.	Mr. Krishnamurthy Naga Subramaniam	Member
4.	**Mr. Kenichi Shiba	Member

*The Board in its meeting held on 29th May, 2024 appointed Mr. T. Kannan as a Member and Chairman of the Committee.
**The Board in its meeting held on 26th June, 2024 appointed Mr. Kenichi Shiba as a Member of the Committee, w.e.f. 1st July 2024.
During the year, the Committee met on 15th May 2023.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section134(3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2024 and of the profit and loss of the Company for the financial year ended 31st March 2024;

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

(d) 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 were operating effectively; and

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIVIDEND

The Board has recommended a final dividend @ Rs. 8.70/- (Rupees Eight and Seventy Paisa only) per Equity Share, aggregating to Rs. 870 lakhs for the financial year ended 31st March 2024.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR'S UNDER SECTION 143 (12) OF THE COMPANIES ACT, 2013

Pursuant to Section134(3) (ca), no incident of fraud has been reported by the Auditors of the Company under Section143(12) of the Companies Act, 2013.

EXPLANATIONS OR COMMENTS ON AUDITOR'S QUALIFICATION/ RESERVATION/ ADVERSE REMARKS/ DISCLAIMER

There is no reservation or observation or qualification or adverse remark or disclaimer of Auditors of the Company in their Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There were no loans taken or investments made by the Company during the financial year 2023-24 under Section186 of the Companies Act, 2013 read with rules made thereunder.

RELATED PARTY TRANSACTIONS

During the financial year 2023-24, the Company has entered into related party transactions in terms of the Companies Act, 2013 read with rules made thereunder, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder. Hence, Form AOC-2 is not applicable.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section134 of the Companies Act, 2013 read with rules made thereunder, is set out herewith as **Annexure-B** to this Report.

RISK MANAGEMENT POLICY

The Company operates in an environment, which is affected by various risks some of which are controllable while some are outside the control of the Company. Therefore, pursuant to the requirements of the Companies Act, 2013, the Company has developed and implemented the Risk Management Policy covering the process of identifying, assessing, mitigating, reporting and review of critical risks impacting the operations of Company, or which threatens its existence.

There are no risks which in the opinion of the Board threaten the existence of the Company. However, some of the risks which

CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors at its meeting held on 4th June, 2014 approved the Corporate Social Responsibility (CSR) Policy pursuant to the provisions of Section 135 of the Companies Act, 2013 read with rules made thereunder, on the recommendations of the CSR Committee. The Company has constituted Corporate Social Responsibility (CSR) Committee. Presently, the Committee comprises of the following members:

1)	Mr. T. Kannan	Chairman
2)	Dr. Khalid Iqbal Khan	Member
3)	Mr. Krishnamurthy Naga Subramaniam	Member
4)	Mr. Kenichi Shiba	Member

The Corporate Social Responsibility Committee is required to institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by Company. Pursuant to the provisions of Companies Act, 2013, the Company is required to spend at least 2% of the average net profits of the Company made during the 3 immediately preceding financial years.

The activities and initiatives undertaken by the Company during the financial year 2023-24 in CSR activities have been detailed in the Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Annual Report on CSR activities are attached herewith as **Annexure- C** to this Report.

SUBSIDIARY AND ASSOCIATE COMPANY

The Company has no subsidiary and/or associate Company.

PUBLIC DEPOSITS

As at 31st March, 2024, your Company had no unclaimed fixed deposits. No fresh/ renewed deposits were invited or accepted during the financial year.

DETAILS ON ADEQUACY OF INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS

The Board oversees the Company's financial reporting process, disclosure of financial information, performance of statutory and internal auditors, functions, internal control systems, related party transactions, investigation relating to suspected fraud or failure of internal audit control, to name a few, as well as other areas.

The Company has a well-defined internal control system, which aims at protection of Company's resources, efficiency of operations, compliances with the legal obligations and Company's policies and procedures.

MATERIAL ORDERS PASSED BY REGULATORS

There is no such material order passed by regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, as given and amended by Institute of Company Secretaries of India have been duly followed by the Company.

AUDITORS

Statutory Auditors & Auditors' Report

At the 25th Annual General Meeting (AGM) of the Company, Deloitte Haskins & Sells LLP, having firm registration no. 117366W/W-100018 were appointed as Statutory Auditors as per Section 139 and 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 to hold office till the conclusion of 30th Annual General Meeting to be held in the calendar year 2027.

The Board has duly examined the Statutory Auditor Report to the accounts which is self-explanatory.

Cost Auditors

The Board has approved the appointment of Sanjay Gupta & Associates, Cost Accountant as Cost Auditors, for the financial year ending 31st March, 2025. The Cost Auditors shall submit their report for the financial year ending 2023-24 on or before the due date.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder, since the remuneration payable to the Cost Auditors is required to be ratified by the shareholders, the Board recommends the same for approval by shareholders at the forthcoming Annual General Meeting.

The Company falls within the criteria as specified for maintaining cost records under Section148(1) of Companies Act, 2013 read with Companies (Cost Records & Audit) Rules, 2014 as amended from time to time. The Company has maintained proper cost records as per the provisions of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There are no employees who come under the category of employees, as required under rule 5(2)(I) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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 and an Internal Complaints Committee in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress the complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. The following is a summary of sexual harassment complaints received and disposed-off during the year 2023-24.

No. of Complaints received: 0

No. of complaints disposed-off: 0

During the year, the Company carried out awareness programs against sexual harassment.

SAFETY, HEALTH AND ENVIRONMENT PROTECTION

The Company is committed to protect the environment and safety of its employees and those associated with it.

We strive to sustain a pollution free environment by elimination of waste, optimum utilization of power and preventive maintenance of equipment's and machines to keep them in good condition. The Company adheres to the provisions of environmental laws and ensures due compliance of all emission norms, recycling of effluents and timely removal of wastes and residues.

CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

There is no corporate insolvency resolution process initiated by or against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC).

DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING A LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

Not Applicable.

ACKNOWLEDGMENT

Your Directors would like to express their sincere thanks for the support and cooperation of its promoters TPR Co., Ltd., Federal-Mogul UK Investments Limited and Federal-Mogul Goetze (India) Ltd. We also wish to place on record our deep sense of appreciation for the committed services by the executives, staff and workers of the Company and for the encouragement and confidence extended by its banks, dealers, vendors, customers, government authorities and all the other business associates during the year under review without which it would not have been possible to achieve all round progress and growth of the Company.

For and on behalf of the Board of Directors

Federal-Mogul TPR (India) Limited

sd/-
(T. Kannan)
Chairman & Director
DIN: 10486912

Date: - 26th June, 2024
Place: Gurugram

Annexure-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2024

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

To,

The Members,

Federal Mogul TPR (India) Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Federal-Mogul TPR (India) Limited** (hereinafter called the 'Company'). 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.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of, as amended from time to time:

(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 (Applicable only to the extent of Foreign Direct Investment/Overseas Direct Investment);

(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 – **Not Applicable;**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 – **Not Applicable**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as the Company has not issued any shares during the year under review;**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021– **Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines/regulations during the year under review;**

(e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2008 -**Not applicable as the Company has not issued any debt securities during the year under review;**

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

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not applicable as the Company is not a listed Company;**

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

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

During the period under review the Company has declared final dividend of Rs. 8.65/- (Rupees Eight and Sixty-Five paisa only) per equity share of Rs. 10/- each for the financial year 2022-23 to its shareholders. In this regard, the Company has complied with the applicable provisions of the Act and rules made thereunder.

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

Few suggestions were made to the Company during the audit which were diligently carried out by the Company under the review period itself.

I further report that:

- The Compliance by the Company of the applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and an Independent Director. 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 notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.
- Majority decisions were carried through. The dissenting members' views were not required to be captured and recorded as part of the minutes as there was no such instance.
- During the audit period there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

For DEEPIKA GERA, COMPANY SECRETARIES
FCS No. 3531
C P No: 7487
Peer Review No. 2081/2022
UDIN NO. F003531F000407583

Place: NEW DELHI
Date: 20th May, 2024

*Note: This report is to be read with letter of even date by the secretarial auditor, which is annexed as **'Annexure A'** and forms an integral part of this report.*

'Annexure A'

To,

The Members,

Federal Mogul TPR (India) Limited

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. I believe that the process and practice I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of the management. My 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.
7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by/ obtaining from the Company electronically and also the information provided by the Company and its officers by audio and visual means.

For DEEPIKA GERA, COMPANY SECRETARIES
FCS No. 3531
C P No: 7487
Peer Review No. 2081/2022
UDIN NO. F003531F000407583

Place: NEW DELHI
Date: 20th May, 2024

<u>**Annexure – B**</u>

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

[Pursuant to clause (m) of sub-section (3) of section 134 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

a) The following energy conservation measures were taken:

- Energy Audits were conducted across the Bangalore facility
- In-process of EnMS certification
- Installation of smart meters being initiated
- Initiated phased wise replacement of IE2 motors to IE5 motors
- Monitoring of energy, power factor and controlling to save energy
- LED lighting system as a part of energy conservation program was fully completed
- Installed Air reservoirs for supporting the compressor
- Initiated purchase of compressed air energy efficient nozzles, that were installed at manufacturing operations to reduce the load on compressors
- Daylight system was made available in the plant
- Overall improvement of power factor by adding capacitor banks (Target of 0.99)
- The machines being sent for refurbishment were checked for its energy consumption patterns and accordingly the devices were replaced with latest technology, resulting in reduction of consumption of electricity in manufacturing process
- Upgradation of STP, ETP and ACWTP completed for conservation of energy
- Conservation of energy by installing thyristor drivers in heat treatment furnaces
- Energy saving logics are introduced in machines, which switches off the hydraulics or the machines during the idle times
- Variable frequency drives (VFD's) were installed to higher capacity motors to reduce energy consumption
- Relay outing of the machines to isolate the usage of deducting units consuming high energy and isolation of such devices
- Initiated compressor excess air leakage by installation of Air Management System (AMS)
- Temperature cut-off is present and maintained for the water bath and degreasing
- Upgradation of substation incoming transformer to reduce internal loss and transformers are well maintained with periodic checks
- Installed Nitrogen injected fire protection system (NIFPS) for main distribution transformer
- Replacing outdated distribution panel with upgraded version across the campus in a phased manner outdated main transformer control panel was replaced with enhanced safety system
- Installing energy efficient electrical appliances like AC's, Fan, Coolers, Chillers, AHU. etc., Replacement of old AC with five-star rating AC. Switching off lights/ fans/ Motors/ compressors during interval time
- Initiated regular audit of compressed air leakages points, implementation and inhouse monitoring
- Electrical power system improvement which results in reduction in breakdown and reduced working of DG, thus, saving in HSD costs
- Continuously maintaining of Plant power factor > 0.995, thus, saving in electricity and reduction in losses
- Replaced old capacitor panel of Steel Rings with APFC panel (One)

- Initiated motion sensors on Gangway, worker locker room, washroom lights, maintenance area, production supervisor cabin, cropping machine cell etc.
- Effective shut down program during 'No Part order/ breaks/ weekend'
- PLC programing is done to enable sleep mode or power off on 15 Honing machines
- Manual shut off valves provided for compressed air line
- Replaced old relay logic electrical panels with PLC logic
- Kerosene elimination in process by using servo cut GR oil
- Wet scrubber installation for surface treatment exhaust (fumes)
- Replaced water cooling tower with refrigerant cooling
- PLC programing is done to enable sleep mode or power off on 15 side grinding machines
- Installation of new surface treatment in plant resulting in energy saving

b) The steps taken by the company for utilizing alternate sources of energy:

- The facility uses 97% of Wheeling Energy (Wind/ Hydro/ Solar) resulting in reduction of GHG gases
- The facility is upgraded for PNG from traditional LPG
- Optimum usage of natural roof lighting in the shopfloor
- Green building concept by installing day sky lights, glass window in offices for lights and good ventilation system for natural lights to reduce power usage
- The CO2 extinguishers at the facility has been changed to Water mist fire extinguisher resulting in reduction in GHG emissions

c) Capital investment on energy conservation equipment: NIL

d) Impact of the above measures

The above measures has resulted in reduction in energy consumption, saving in power cost, productivity improvement and reduction in environmental load.

B. TECHNOLOGY ABSORPTION

i) The efforts made towards technology absorption:

a. Thermography audits conducted on find out electrical leakages in electrical systems.

b. Replacing of outdated switch gears with new technology switch gears.

c. Upgradation of outdated contactors type electrical control machine panel to PLC logic type electrical control panel.

d. Installed Nitrogen injected fire protection system (NIFPS) for main distribution transformer.

The customers are demanding optimized weight, friction reduction & enhanced durability designs, the Company has successfully applied the following Global technologies:

1. Eliminating Nitriding furnace with Nitrex furnace – German Technology
2. Pre-profiled wire – German Technology
3. PVD Coating – Japanese Technology
4. RMR and Axial brushing – German Technology
5. Elimination of Kerosene

ii) Benefits derived like product improvement, cost reduction, product development or import substitution

- New orders for rings
- Cost cutting on consumables
- Quality improvement
- Scrap Reduction in few segments
- Production and revenue increase

- Introduction of new products in the market
- Better performance in terms of emission outputs, fuel consumption and lube oil consumption
- Development of new businesses
- Customer satisfaction

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

a) Details of technology imported – refer table below

b) Year of import – refer table below,

c) Whether the technology been fully absorbed - Yes

d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof – NA

Import of Technology for the last 5 years

Technology	Imported from	Year of Import	Status
Eliminating Nitriding furnace with Nitrex furnace	Germany	2022	Implemented
Pre-profiled wire	Germany	2022	Implemented
PVD Coating	Japan	2017	Implemented
RMR and Axial brushing	Germany	2022	Implemented
Elimination of Kerosene	India	2022	Implemented
Carboglide	India	2022	Implemented
MSA	Japan	2022	Implemented
Orientation machine	India	2022	Implemented
Orientation conformation	Germany	2022	Implemented

4.The expenditure incurred on Research and Development (R&D): - Rs. 15,00,000/-

C. FOREIGN EXCHANGE EARNINGS & OUTGO

1. Foreign exchange earned: Rs. 0.04 lacs

2. Foreign exchange utilized: Rs. 2,318.04 lacs

For and on behalf of the Board of Directors

Federal-Mogul TPR (India) Limited

sd/-
(T. Kannan)
Chairman & Director
DIN: 10486912

Date: - 26th June, 2024
Place: Gurugram

Annexure - C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (“CSR”) ACTIVITIES FOR THE FINANCIAL YEAR 2023-24

1. A brief outline of the Company’s CSR policy, including overview of the projects or programs undertaken and proposed to be undertaken

We believe we must live up to our responsibilities, honour our commitments and be accountable to those we serve and to the communities in which we operate. The bond between community and business is symbiotic and mutually advantageous; one cannot exist effectively without the other. We are driven to strengthen that relationship through our responsible management approach to the benefit of all of our stakeholders. We also want to have a positive impact locally – making connections with those in every city where we have employees and operations – and giving back in meaningful ways based on local needs.

Our social investment programs focus on five areas where we believe we can add the most value and make a significant and lasting impact.

- **Promotion of Education –** Promoting quality education among less privileged children, especially girl child, to bring about a social change.
- **Preventive Health care –** To directly and indirectly improve the health of fellow citizens, especially the socially and economically marginalized groups by working actively in areas of preventive health and sanitation and making available safe drinking water.
- **Rural Development Project –** We undertake to maintain our commitment to contribute to economic development while improving the quality of life of the workforce and their families as well as of the community and society at large by supporting local schools & hospitals i.e. community development
- **Employment Enhancing Vocational Skills –** The biggest challenge that the Industry is facing today is the availability of trained and skilled Manpower. Industries see this as a major bottleneck in their expansion plans. They also face challenges to maintain the desired output and quality due to lack of availability of skilled manpower. We plan to launch series of programmes to provide technical and vocational training with an ultimate aim of creating world class skilled work force and making the potential employees ‘Job Ready’ before they embark upon their professional career.
- **Women Empowerment –** Equip people, particularly women, with skills and resources to build a better future for themselves

The CSR activities are taken up primarily in and around areas of Company’s location, within a radius of 15-30 Km.

2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vinod Kumar Hans*	Chairman	01	01
2.	Mr. T. Kannan *	Chairman	NA	NA
3.	Mr. K.N. Subramaniam	Member	01	01
4.	Dr. Khalid Iqbal Khan	Member	01	01
5.	Mr. Takehiko Karasawa**	Member	01	01
6.	Mr. Kenichi Shiba**	Member	NA	NA

* Mr. Vinod Kumar Hans ceased to be member with effect from 31st January, 2024 and Mr. T. Kannan was appointed as a member w.e.f. 29th May, 2024.
**The Board in its meeting held on 26th June, 2024 appointed Mr. Kenichi Shiba as a Member of the Committee, w.e.f. 1st July 2024.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company.

Not Applicable

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).

Not Applicable

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set- off for the financial year, if any (in Rs)
1.			
2.			
3.			
	TOTAL		

6. **Average net profit of the Company as per Section 135(5): Rs. 13,46,89,750/-**
7. (a) Two percent of average net profit of the company as per section 135(5): **Rs. 26,93,795/-**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **NIL**

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

   (d) Total CSR obligation for the financial year (7a+7b-7c): **Rs. 26,93,795/-**
8. **(a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
9,11,680/-	NIL	NIL	NIL	NIL (an amount of Rs. 17,82,115/- shall be contributed in one of the specified funds)	NIL

(b). Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount trans-ferred to Unspent CSR Account for the project as per Section 135 (6) (in Rs.)	Mode of Impleme-ntation-Direct (Yes/ No)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Regis-tration number
	TOTAL											

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of Impleme-ntation-Direct (Yes/ No)	Mode of Implementation –Through Implementing Agency	
				State	District			Name	CSR Regis-tration number
1.	Tricycle for differently abled persons	Livelihood enhan-cement of differently abled persons	Yes	Karnataka	Bangalore	9,11,680/-	No	Manav charities	CSR000 05312
	Total					**9,11,680/-**			

(a) Amount spent in Administrative Overheads: NIL

(b) Amount spent on Impact Assessment, if applicable: NIL

(c) Total amount spent for the Financial Year (8b+8c+8d+8e): NIL

(d) Excess amount for set off, if any: NIL

Sl. No.	Particular	Amount (in Rs.)
(I)	Two percent of average net profit of the company as per section 135(5)	26,93,795/-
(ii)	Total amount spent for the Financial Year	9,11,680/-
(iii)	Excess amount spent for the financial year [(ii)-(I)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

9.(a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
1.	2022-23	28,09,078/-	28,09,078/-	-	-	-	Nil
2.	2021-22	-	-	-	-	-	-
3.	2020-21	-	-	-	-	-	-
	TOTAL	**28,09,078/-**	**28,09,078/-**				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project- Completed / Ongoing
1.	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-
3.	-	-	-	-	-	-	-	-
	TOTAL							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).: Not Applicable

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

The CSR amount allocated for the year FY2023-24 could not be spent fully as an appropriate CSR project could not finalized in line with its CSR annual plan, therefore, it was decided to contribute the balance unspent CSR amount to a fund specified under Scheule VII of the Companies Act, 2013 within the statutory timelines.

12. Details of implementing Agencies are as under: -

Manav Charities, a vibrant charitable NGO started in 1999 and working towards economic, social and educational development and upliftment of people in Karnataka and other parts of the country. It is registered under Karnataka Societies Act 1960, having its office at #66, 14th Main, Kammagondanahalli, Jalahalli West, Bangalore – 560 015. It is confirmed that during the financial year, the implementation and monitoring of CSR policy, was in compliances with CSR objectives and policy of the Company. Manav Charities CSR Registration Number is CSR00005312.

For and on behalf of the Board of Directors of
Federal-Mogul TPR (India) Limited

Sd/-
T. Kannan
Chairman - CSR Committee & Director
DIN: 10486912

Date: 26th June, 2024
Place: Gurugram

THE COMPANY CSR POLICY

Effective: April 1, 2014

1. SHORT TITLE & APPLICABILITY:

1.1 The Corporate Social Responsibility policy of the Company encompasses its philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Corporate Social Responsibility policy of the Company is titled as the '**THE COMPANY CSR POLICY'**.

1.2 This policy shall apply to all CSR initiatives and activities taken up by THE COMPANY for the benefit of different segments of the society, specifically the deprived, and underprivileged section of the society.

2. THE COMPANY'S APPROACH TOWARDS CORPORATE SOCIAL RESPONSIBILITY

The approach of the Company towards Corporate Social Responsibility would be oriented to identify the activities in response to felt societal needs in diverse areas and to implement them with full involvement and commitment in a time bound manner. The Company will provide financial assistance in the form of grant-in-aid assistance and corpus fund support etc. to support, supplement and improve the quality of life of different segments of the society, specifically the deprived, and underprivileged section of the society.

2.1 AIMS AND OBJECTIVES

As a responsible corporate entity, the Company will consistently strive for opportunities to meet the expectation of its stake holders by pursuing the concept of sustainable development with focus on the following social welfare activities:-

1. Promotion of rural enterprise and livelihood including skill development and training.
2. Making sustained efforts for environmental preservation.
3. Undertaking relevant community development programmes.
4. Supporting initiatives of vocational, technical and higher education to the most disadvantaged and marginalized section of the society.
5. Eradicating extreme hunger and poverty;
6. Promoting gender equality and empowering women
7. To be a part of national/local initiatives to provide relief / rehabilitation in times of natural disaster/ calamities

3. ACTIVITIES UNDER CORPORATE SOCIAL RESPONSIBILITY

The Company would endeavor to adopt an integrated approach to address the community, societal & environmental concerns by taking up a range of the following activities, which shall be taken up strategically,, in a focused manner to the extent possible and allowed as per Section 135 of the Companies Act, 2013 and the applicable rules and regulations as may be prescribed in this regard, including any modification (s) thereof.

3.1 CSR ACTIVITIES: CSR activities will be undertaken within India.

CSR activities will include the following activities relating to:—

(i) Eradicating hunger, poverty, malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water.

(ii) Promotion of education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the different abled and livelihood enhancement projects.

(iii) Promoting gender equality, empowering women,setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

(iv) Measures for the benefit of armed forces veterans, war widows and their dependants

(v) Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports

(vi) Ensuring environmental sustainability, ecological balance protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water.

(vii) Protection of national heritage, art and culture including restoration of buildings and sites of historically importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts.

(viii) Contributions or funds provided to technology incubators located within academic institutions which are approved by Central Government

(ix) Rural development projects

(x) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments forsocio-economic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women; and

(xi) Such other matters as may be prescribed by the Central Government and approved by the Board of Directors/ CSR Committee, as the case may be.

4. PROHIBITED ACTIVITIES UNDER CSR

The Corporation will abstain from carrying out the following activities under CSR that may create dissatisfaction in any section of the Society:-

I. Activities concerned with religion like construction of temple/mosque etc.

II. Activities disturbing social harmony in any manner.

III. Activities exclusively for the benefit of employees of the company or their family members

IV. Such other activities as may be prohibited by Central Government

5. IMPLEMENTATION MECHANISM

The Company would consider the following broad parameters while identifying/selecting the schemes/projects:

5.1 The assistance under CSR activities may be in the form of donation, so as to create social impact and visibility.

5.2 While implementing the identified activities, time frames and milestones may be predefined.

5.3 The CSR projects may be based on fundamentals of sustainable development

5.4 In line with the Companies Act, 2013, donation based assistance/ grants, should not be less than limits as may be prescribed by the Central Government/ Ministry of Corporate Affairs from time to time.

5.5 Proper screening, checks and balances shall be ensured while sanctioning the CSR proposals.

6. PLANNING AND COORDINATION

6.1 Subject to the above, the Company will prepare an annual plan for CSR activities for each year within the budgetary provisions and will place the same before the CSR Committee / the Board of Directors for approval, as the case may be.

6.2 The focus of benefits will be in line with the activities mentioned in this document and as per programs, projects and schemes approved.

7. MONITORING AND EVALUATION

Regular update on the CSR initiatives undertaken and/ or to be undertaken shall be given to the CSR Committee. The Company may also depute one or more employees who shall monitor the CSR initiatives of the Company and report the same to the CSR Committee. The impact of the CSR activities may be quantified to the extent possible. The Chairman of CSR Committee shall draw a time frame from the date of initiation. In case of any delay noticed while monitoring the CSR initiatives, remedial measures shall be taken for timely completion of the Project.

8. ALLOCATION OF FUNDS

A total allocation of amount as prescribed by the Companies Act, 2013 and approved by the Board will be earmarked every year for implementation of CSR programmes.

9. REPORTING

An annual report of the activities undertaken under the CSR initiatives will be prepared, mentioning the activities identified, benefits accrued as a result thereof and the number of people benefited there from. The said report shall be submitted to the Board of Directors.

10. GENERAL

10.1. The surplus arising out of the CSR projects or programs or activities shall not form part of the business profits of the Company;

10.2 In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to the CSR Committee. In all such matters, the decision of the CSR Committee shall be final.

10.3. Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the Companies Act, 2013, rules and regulations as may be prescribed by the Central Government, from time to time.

10.4. The Company reserves the right to modify, cancel, add, or amend any of these Rules.

Independent Auditor's Report

To The Members of Federal-Mogul TPR (India) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Federal-Mogul TPR (India) Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

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

• The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the financial statements and our auditor's report thereon.

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

• In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

• If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management and Board of Directors 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 the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

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

• Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 financial controls 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.

Report on Other Legal and Regulatory Requirements

1. 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, except for not keeping backup on a daily basis of such books of account maintained in electronic mode in a server physically located in India {refer Note 44(I) to the financial statements} and not complying with the requirement of audit trail as stated in (i)(vi) below.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.

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

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

I) 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 its 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- Refer Note 44(o) to the financial statements;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company- Refer Note 44(k) to the financial statements;

iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 44(m) to the financial statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 44(n) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.

As stated in Note 29 to the financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that: (a) audit trail feature is not enabled for certain changes made using privileged/ administrative access rights, and (b) the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes {refer note 49(p) to financial statements}.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from 01 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended 31 March 2024.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration
No. 117366W/W-100018)

Pramod B. Shukla
Partner
(Membership No. 104337)
(UDIN: 4104337BKFNMZ4264)

Place: Gurugram
Date: 29th May, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report on the standalone financial statements for the year ended 31 March 2024 to the Members of Federal-Mogul TPR (India) Limited of even date]

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of **Federal-Mogul TPR (India) Limited** ("the Company") as at 31 March 2024 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 Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 with reference to financial statements. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2024, based on the criteria for internal financial control with reference to financial statements 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 Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pramod B. Shukla
Partner
(Membership No. 104337)
(UDIN: 4104337BKFNMZ4264)

Place: Gurugram
Date: 29th May, 2024

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report on the financial statements for the year ended 31 March 2024 to the Members of Federal-Mogul TPR (India) Limited of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right-of-use assets.

(B) As the Company does not hold any intangible assets, reporting under clause 3(i)(a)(B) of the Companies (Auditor's Report) Order, 2020 ('the Order") is not applicable.

(b) The Company has a program of verification of property, plant and equipment, capital work-in- progress and right-of-use assets so to cover all the items once in every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, no such assets were due for physical verification. Since no physical verification of such assets was due during the year the question of reporting on material discrepancies noted on verification does not arise.

(c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) and hence reporting under clause 3(i)(c) of the Order is not applicable.

(d) The Company has not revalued any of its property, plant and equipment (including Right-of-Use-assets) during the year. The Company does not have any intangible assets.

(e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The inventories except for goods-in-transit, were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. In respect of goods in transit, the goods have been received subsequent to the year end. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the statements containing stocks and book debts, etc. filed by the Company with the bank are in agreement with the unaudited books of account of the Company, of the respective quarters. The Company has not been sanctioned any working capital facility from the financial institutions.

(iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.

(iv) The Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) In respect of statutory dues:

(a) Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities. Sales tax, Service tax, duty of Excise and Value Added Tax are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2024 on account of disputes are given below:

Name of the statute	Nature of dues	Amount (Rs. in lacs)*	Period to which the amount relates (Financial year)	Forum where dispute is pending
The Income-tax Act, 1961	Tax deducted at source (TDS)	10.56	2007-08 to 2012-13	Deputy Commissioner (TDS)

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income-tax Act, 1961 (43 of 1961) during the year.

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)© of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause 3(ix)(e) of the Order is not applicable.

(f) The Company has not raised any(c)loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, 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 to us by the Management, there were no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) In our opinion, 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 etc. 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 issued to the Company till date, for the period under audit.

(xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) There is no core investment company within the Group {as defined in the Core Investment Companies (Reserve Bank) Directions, 2016} and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In respect of other than ongoing projects, the Company has not transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of our report. However, the time period for such transfer i.e. six months from the expiry of the financial year as permitted under the second proviso to section 135(5) of the said Act, has not elapsed till the date of our report.

For Deloitte Haskins & Sells LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Pramod B. Shukla
Partner
(Membership No. 104337)
(UDIN: 4104337BKFNMZ4264)

Place: Gurugram
Date: 29th May, 2024

Balance Sheet as at 31 March 2024

(All amounts in ₹ Lacs, unless otherwise stated)

	Notes	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	3	**4,987.83**	4,552.48
Capital work-in-progress	3(a) & (b)	**74.11**	883.87
Right-of-use assets	3	**627.02**	218.36
Current tax assets (net)	4	**164.79**	428.16
Other non-current assets	5	**52.99**	192.67
Total non-current assets		**5,906.74**	**6,275.54**
Current assets			
Inventories	6	**1,173.83**	1,228.11
Financial assets			
- Trade receivables	7	**1,944.45**	2,634.68
- Cash and cash equivalents	8	**8,697.41**	6,431.22
- Other financial assets	9	**52.37**	44.96
Other current assets	5	**55.55**	75.61
Total current assets		**11,923.61**	**10,414.58**
TOTAL ASSETS		**17,830.35**	**16,690.12**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	10	**1,000.00**	1,000.00
Other equity	11	**14,111.12**	13,612.40
Total equity		**15,111.12**	**14,612.40**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Lease liabilities	15	**592.12**	161.35
Provisions	12	**220.86**	253.94
Deferred tax liabilities (net)	13	**179.14**	170.49
Total non-current liabilities		**992.12**	**585.78**
Current liabilities			
Financial liabilities			
-Lease liabilities	15	**42.98**	82.60
-Trade payables			
-total outstanding dues of micro enterprises and small enterprises	14	**32.37**	80.74
-total outstanding dues of creditors other than micro enterprises and small enterprises	14	**1,441.88**	1,125.46
-Other financial liabilities	16	**11.27**	50.39
Other current liabilities	17	**126.92**	142.17
Provisions	12	**11.23**	10.58
Current tax liabilities (net)	18	**60.46**	-
Total current liabilities		**1,727.11**	**1,491.94**
TOTAL EQUITY AND LIABILITIES		**17,830.35**	**16,690.12**

The above Balance Sheet should be read in conjunction with the accompanying notes to the financial statements. 1-44

As per our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

Pramod B. Shukla
Partner
Place: Gurugram
Date: 29th May 2024

For and on behalf of the Board of Directors of
Federal-Mogul TPR (India) Limited

Thiagarajan Kannan
Chairman and Director
DIN : 10486912
Place: Coimbatore
Date: 29th May 2024

Manish Chadha
Chief Finance Officer and Director
DIN :07195652
Place: Gurugram
Date: 29th May 2024

Dr. Khalid Iqbal Khan
Director
DIN-05253556
Place: Gurugram
Date: 29th May 2024

Abhishek Nagar
Company Secretary
Membership No.: F9029
Place: Gurugram
Date: 29th May 2024

Statement of Profit and Loss for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

	Notes	Year ended 31 March 2024	Year ended 31 March 2023
INCOME			
I Revenue from operations	19	**10,472.73**	10,799.30
II Other income	20	**582.40**	233.03
III Total income (I+II)		**11,055.13**	**11,032.33**
IV Expenses			
Cost of materials consumed	21	**3,450.87**	3,535.21
Changes in inventories of finished goods and work-in-progress	22	**(151.16)**	87.30
Employee benefits expense	23	**953.64**	931.63
Finance costs	24	**35.17**	27.57
Depreciation expense	25	**765.88**	717.74
Other expenses	26	**4,215.11**	4,210.80
Total expenses		**9,269.51**	**9,510.25**
V Profit before tax (III-IV)		**1,785.62**	**1,522.08**
VI Tax expense			
Current tax (including related to earlier years)	27	**467.69**	226.57
Deferred tax (Credit)	13	**(5.05)**	(33.25)
Total tax expense		**462.64**	**193.32**
VII Profit for the year (V-VI)		**1,322.98**	**1,328.76**
VIII Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
A. Remeasurements of the post employment defined benefit plans (gain)		**(54.44)**	1.23
B. Income tax relating to items that will not be reclassified to profit or loss		**13.70**	(0.31)
Total other comprehensive (income)/loss (net of tax)		**(40.74)**	**0.92**
IX Total Comprehensive Income for the year (VII-VIII)		**1,363.72**	**1,327.84**
Earnings per equity share of ₹ 10 each (absolute amount)	28		
Basic (₹) (absolute amount)		**13.23**	13.29
Diluted (₹) (absolute amount)		**13.23**	13.29
The above Statement of Profit and Loss should be read in conjunction with the accompanying notes to the financial statements.	1-44		

As per our report of even date attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants
Pramod B. Shukla
Partner
Place: Gurugram
Date: 29th May 2024

For and on behalf of the Board of Directors of
Federal-Mogul TPR (India) Limited

Thiagarajan Kannan
Chairman and Director
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DIN-05253556
Place: Gurugram
Date: 29th May 2024

Abhishek Nagar
Company Secretary
Membership No.: F9029
Place: Gurugram
Date: 29th May 2024

Statement of Cash flows for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

		Year ended 31 March 2024	Year ended 31 March 2023
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax	**1,785.62**	1,522.08
	Adjustments for:		
	Depreciation on property, plant and equipment and right-of-use assets	**765.88**	717.74
	Finance costs	**35.17**	22.74
	Interest income	**(513.07)**	(231.68)
	Loss on write off of property, plant and equipments (net)	**6.71**	6.62
	Unrealised foreign exchange (gain) (net)	**(6.75)**	(6.86)
	Excess provision no longer required written back	**-**	(1.34)
	Allowance for expected credit loss	**(1.77)**	1.86
	Gain on reassessment of lease liability and Right-of-use assets	**(24.21)**	-
	Operating cash flows before working capital changes	**2,047.58**	**2,031.16**
	Movement in working capital:		
	Decrease in inventories	**54.28**	24.53
	Decrease in other current and non-current assets	**23.12**	3.82
	Decrease/(Increase) in trade receivables	**692.00**	(691.02)
	Increase in current and non-current provisions	**22.01**	36.40
	Increase in other current financial liabilities	**0.70**	10.50
	(Decrease)/Increase in other current liabilities	**(15.25)**	38.91
	Increase in trade payables	**274.80**	193.82
	Cash flow from operating activities post working capital changes	**3,099.24**	**1,648.12**
	Income tax paid (net)	**(143.86)**	(473.04)
	Net cash generated from operating activities	**2,955.38**	**1,175.08**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Payment towards acquisition of property, plant and equipment (including capital work-in-progress)	**(226.75)**	(504.13)
	Interest received	**505.65**	199.64
	Net cash generated from/(used) in investing activities	**278.90**	**(304.49)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of principal component of lease liabilities	**(67.92)**	(76.34)
	Finance costs paid (including interest on lease liabilities)	**(35.17)**	(22.74)
	Payment of dividend	**(865.00)**	(625.00)
	Net cash (used) in financing activities	**(968.09)**	**(724.08)**
	Increase in cash and cash equivalents (A+B+C)	**2,266.19**	146.51
	Cash and cash equivalents at the beginning of the year	**6,431.22**	6,284.71
	Cash and cash equivalents at the end of the year	**8,697.41**	**6,431.22**
	Cash and cash equivalents as per above comprise of the following (refer note 8)	**31 March 2024**	**31 March 2023**
	With banks - on current account	**2,497.41**	831.22
	Deposits with original maturity for less than three months	**6,200.00**	5,600.00
		8,697.41	**6,431.22**

The Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7, 'Statement of cash flows'.
The above Statement of Cash Flows should be read in conjunction with the accompanying notes to the financial statements (1-44).

As per our report of even date attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

Pramod B. Shukla
Partner
Place: Gurugram
Date: 29th May 2024

For and on behalf of the Board of Directors of
Federal-Mogul TPR (India) Limited

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Chairman and Director
DIN : 10486912
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Director
DIN-05253556
Place: Gurugram
Date: 29th May 2024

Abhishek Nagar
Company Secretary
Membership No.: F9029
Place: Gurugram
Date: 29th May 2024

Statement of changes in Equity for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

A) Equity share capital

	Balance as at 01 April 2022	Change in equity share capital during the year	Balance as at 31 March 2023	Change in equity share capital during the year	Balance as at 31 March 2024
Equity share capital	1,000.00	-	1,000.00	-	**1,000.00**

B) Other equity

	Reserves and surplus			
	General reserve	Capital Redemption Reserve	Retained Earnings	Total
Balance as at 01 April 2022	**1,295.00**	**1,000.00**	**10,614.56**	**12,909.56**
Profit for the year 2022-23	-	-	1,328.76	**1,328.76**
Other Comprehensive income for the year ended				
Remeasurement of defined benefit obligation (loss) (net of tax)	-	-	(0.92)	**(0.92)**
Dividend paid ₹ 6.25 (absolute amount) per share	-	-	(625.00)	**(625.00)**
Balance as at 31 March 2023	**1,295.00**	**1,000.00**	**11,317.40**	**13,612.40**
Profit for the year 2023-24	-	-	1,322.98	**1,322.98**
Other Comprehensive income for the year				
Remeasurement of defined benefit obligation gain (net of tax)	-	-	40.74	**40.74**
Dividend paid ₹ 8.65 (absolute amount) per share	-	-	(865.00)	**(865.00)**
Balance as at 31 March 2024	**1,295.00**	**1,000.00**	**11,816.12**	**14,111.12**

*Also refer note 11.

The above Statement of changes in Equity should be read in conjunction with the accompanying notes to the financial statements (1-44).

As per our report of even date attached.
For Deloitte Haskins & Sells LLP
Chartered Accountants
Pramod B. Shukla
Partner
Place: Gurugram
Date: 29th May 2024

For and on behalf of the Board of Directors of
Federal-Mogul TPR (India) Limited

Thiagarajan Kannan
Chairman and Director
DIN : 10486912
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DIN-05253556
Place: Gurugram
Date: 29th May 2024

Abhishek Nagar
Company Secretary
Membership No.: F9029
Place: Gurugram
Date: 29th May 2024

Notes to the Financial Statements for the year ended 31 March 2024

1. General information

Federal-Mogul TPR (India) Limited (the 'Company') is a public limited company incorporated and domiciled in India.

The registered office of the Company is DLF Prime Towers, 10 Ground Floor, F-79 & 80, Okhla Phase- I, New Delhi – 110020.

At the year end, 51% of the shares of the Company are held by Federal-Mogul Goetze (India) Limited, 40% held by Teikoku Piston Ring Co. Ltd and 9% held by Federal Mogul UK Investments Limited, fellow subsidiary of the company. The Company is a subsidiary of Federal-Mogul Goetze (India) Limited.

The Company manufactures automotive components of four wheelers i.e. steel rings used in passenger vehicles automobiles. The Company also has technical collaboration with Teikoku Piston Ring Co. Ltd, Japan and Federal Mogul UK Investments Limited, a fellow subsidiary of the Company.

The financial statements for the year ended 31 March 2024 were authorized and approved for issue by the Board of Directors in their meeting held on 29 May 2024.

2.1 Statement of compliance with Ind AS

These financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules 2015, as amended and other relevant provisions of the Act.

2.2.1 Application of new and revised Indian Accounting Standards (Ind AS)

In the current year, the Company has applied the below amendments to Ind ASs that are effective for an annual period that begins on or after 01 April 2023.

(a) The Company has adopted the amendments to Ind AS 1 – "Presentation of Financial Statements" for the first time in the current year. The amendments change the requirements in Ind AS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term 'significant accounting policies' with 'material accounting policy information'. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements.

(b) The Company has adopted the amendments to Ind AS 8 – "Accounting Policies, Changes in Accounting Estimates and Errors" for the first time in the current year. The amendments replace the definition of a change in accounting estimates with a definition of accounting estimates.

Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The definition of a change in accounting estimates was deleted.

The above amendments had no material impact on these financial statements.

2.2.2 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There is no such notification which would have been applicable from 01 April 2024.

2.3 Material Accounting Policies

Basis of preparation of the financial statements

The financial statements have been prepared in accordance with the Ind AS and accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies. Historical cost is generally based on the fair value of the consideration given in exchange of goods or services.

The financial statements have been prepared using the material accounting policies and measurement bases summarized below. These were used throughout all periods presented in the financial statements.

a) Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of its assets and liabilities.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognised in the current and future periods.

c) Functional and presentation currency

These financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All financial information presented in Indian Rupees has been rounded to the nearest lakh (upto two decimals), except as stated otherwise.

d) Property, plant and equipment

Recognition and initial measurement

Property plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation and useful lives)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation on property, plant and equipment is provided on the straight-line method('SLM'), over the useful life prescribed in Schedule II to the Act or useful life determined based on technical evaluation and past trends, upto the estimated residual value of the depreciable assets, as follows:

Asset Class	Estimated useful life (in years)
Plant & Machinery	7.5 to 21 years
Computers*	3 years
Furniture and fixtures and office equipments	10 years
Vehicles	8 Years

* Computers are classified under Plant and Machinery.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

De-recognition

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

e) Capital work-in-progress

Capital work-in-progress includes assets pending installation and not available for intended use. Capital work-in-progress are carried at cost, less any recognised impairment loss. Cost includes related acquisition expenses, development/ construction costs and other direct expenditure, if any.

f) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

g) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the weighted average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

h) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value and except for trade receivables which are initially measured at transaction price. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

I. Financial assets carried at amortised cost – a financial asset is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I) Leases

The Company as a lessee

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

At the date of commencement of the lease, the Company recognises a right-of-use 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.

Certain lease arrangements include options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

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.

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. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest method) and by reducing the carrying amount to reflect the lease payments made. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

j) Inventories

Inventories are valued as follows:

Raw materials, and components, stores and spares.	Lower of cost or net realisable value. Cost represents purchase price and other direct costs and is determined on a moving weighted average cost basis that have been incurred in bringing the inventories to their present location and condition. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Goods in transit are valued at cost.
Work-in-progress	Lower of cost or net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a weighted average basis.
Finished Goods: - Manufactured	Lower of cost or net realisable value. Cost for this purpose includes material, labour and appropriate allocation of overheads. Cost is determined on a weighted average basis.
Scrap	At lower of cost or net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Provision for obsolescence is determined based on management's assessment and is charged to Statement of Profit and Loss.

Notes to the Financial Statements for the year ended 31 March 2024

k) Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good (or a bundle of goods) to the customer and is the unit of account in Ind AS 115. A contract's transaction price is allocated to each distinct performance obligation and recognised as revenue, as or when, the performance obligation is satisfied. The Company recognises revenue when it transfers control of a product to a customer. Revenue is measured at the amount of transaction price allocated to the performance obligation, taking into account contractually defined terms of payments and excludes tax and duties collected on behalf of the government. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

The Company recognises revenue from the following major sources:

Sale of products:

Revenue from sale of products is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. It is measured at amount of transaction price allocated to the performance obligation, net of returns and allowances, trade discounts and volume rebates. The Company recognises revenue when it transfers control over a product to a customer i.e. when goods are delivered at the delivery point, as per terms of the agreement, which could be either customer premises or carrier premises who will deliver goods to the customer. When payments received from customers exceed revenue recognised to date on a particular contract, any excess (a contract liability) is reported in the Balance Sheet under other current liabilities.

Satisfaction of performance obligations

The Company's revenue is derived from the single performance obligation to transfer primarily products under arrangements in which the transfer of control of the products and the fulfilment of the Company's performance obligation occur at the same time. Revenue from the sale of goods is recognised when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. For the Company, generally the criteria to recognise revenue has been met when its products are delivered to its customers or to a carrier who will transport the goods to its customers, this is the point in time when the Company has completed its performance obligations. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-90 days.

Variable considerations associated with such sales

Periodically, the Company launches various volume or other rebate programs where once a certain volume or other conditions are met, it gives the customer as volume discount some portion of the amounts previously billed or paid. For such arrangements, the Company only recognises revenue for the amounts it ultimately expects to realize from the customer. The Company estimates the variable consideration for these programs using the most likely amount method or the expected value method, whichever approach best predicts the amount of the consideration based on the terms of the contract and available information and updates its estimates each reporting period.

Interest:

Interest income is recorded on accrual basis using the effective interest rate (EIR) method

l) Foreign currency transactions

Foreign currency transactions are recorded in the functional currency, by applying to the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Foreign currency monetary items outstanding at the balance sheet date are converted to functional currency using the closing rate. Non-monetary items denominated in a foreign currency which are carried at historical cost are reported using the exchange rate at the date of the transactions.

Exchange differences arising on such conversion and settlement at rates different from those at which they were initially recorded, are recognised in the Statement of Profit and Loss in the year in which they arise.

m) Employee benefits

Employee benefits includes provident fund, gratuity, compensated absences and bonus/ ex-gratia.

i. Post-employment benefits

(a) Defined contribution plans:

The Company offers its employees State governed provident fund linked with employee pension scheme as defined contribution plans. The contribution paid/ payable under the scheme is recognized during the period in which the employee renders the related service.

(b) Defined benefit plans:

For defined benefit retirement benefit plans (i.e. gratuity), the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re-measurement, comprising actuarial gains and losses is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment, and the date that the Company recognizes related restructuring costs.

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorized as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) and
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

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.

(c) Other long-term employee benefits

Long term liability for compensated absences is determined in accordance with company policy and is measured on the basis of valuation by an independent actuary at the end of the financial year. The actuarial valuation is done as per projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of profit and loss in the year in which such gains or losses are determined.

ii. Short term Employee Benefits

All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits. The benefits like salaries, wages, short term compensated absences etc. and the expected cost of bonus, and ex-gratia are recognized in the period the related service is rendered at undiscounted amount of benefits expected to be paid in exchange for that service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur.

Notes to the Financial Statements for the year ended 31 March 2024

n) Income taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

o) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

p) Provisions, contingent liabilities and contingent assets

Provisions are recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are discounted to their present values, where the time value of money is material. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no provision is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

q) Cash and cash equivalents

Cash and cash equivalent comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

r) Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit/(loss) is adjusted for the effects of:

(a) transactions of a non-cash nature;

(b) any deferrals or accruals of past or future operating cash receipts or payments and,

(c) all other items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash and cash equivalents are reflected as such in the Statement of Cash Flows and excludes balances which are not available for general use as on the date of Balance Sheet are also included under this category with a specific disclosure. The interest received has been considered as investing activity for the purpose of Statement of Cash Flows.

s) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors assess the financial performance and position of the Company, and makes strategic decisions and therefore the board would be the chief operating decision maker or 'CODM, within the meaning of Ind AS 108. The CODM evaluates the Company's performance and allocates resources based on the dominant source, nature of product and nature of risks and returns.

t) Significant management judgement in applying accounting policies and estimation uncertainty

In the application of the Company's accounting policies, which are described above, the Management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Significant management judgements

Classification of leases – The Company enters into leasing arrangements for certain assets. The classification of the leasing arrangement as a finance lease or operating lease is based on an assessment of several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to purchase and estimated certainty of exercise of such option, proportion of lease term to the asset's economic life, proportion of present value of minimum lease payments to fair value of leased asset and extent of specialized nature of the leased asset.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

Impairment of financial assets – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding financial assets.

Provisions and Contingencies - The Company is the subject of certain legal, tax (direct and indirect taxes) and other regulatory matters proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding regulatory and tax matters referred above. However, the actual future outcome may be different from this judgement.

Useful lives of depreciable assets– Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of these assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

3. Property plant and equipment

	Furniture and fittings and office equipment	Plant and equipment	Vehicles	Total	Right-of -use assets (ROU)
Gross carrying amount					
Opening gross carrying amount as on 1 April 2022	59.62	10334.53	4.23	9,311.22	532.41
Additions	-	893.77	-	1,264.80	-
Disposals /adjustments	-	(132.87)	-	(177.64)	-
Gross carrying amount as on 31 March 2023	**59.62**	**11095.43**	**4.23**	**10,398.38**	**532.41**
Gross carrying amount					
Opening gross carrying amount as on 01 April 2023	59.62	11,095.43	4.23	11,159.28	532.41
Additions	-	1,133.31	-	1,133.31	483.29
Disposals /adjustments	-	(139.53)	-	(139.53)	-
Gross carrying amount as on 31 March 2024	**59.62**	**12,089.21**	**4.23**	**12,153.06**	**1,015.70**
Accumulated Depreciation					
Opening accumulated depreciation as on 01 April 2022	29.77	6,062.35	2.42	6,094.54	234.82
Depreciation charge during the year	4.50	633.55	0.46	638.51	79.23
Disposals / Adjustments	-	(126.25)	-	(126.25)	-
Closing accumulated depreciation as on 31 March 2023	**34.27**	**6,569.65**	**2.88**	**6,606.80**	**314.05**
Accumulated Depreciation					
Opening accumulated depreciation as on 01 April 2023	34.27	6,569.65	2.88	6,606.80	314.05
Depreciation charge during the year	4.50	686.29	0.46	691.25	74.63
Disposals / Adjustments	-	(132.82)	-	(132.82)	-
Closing accumulated depreciation as on 31 March 2024	**38.77**	**7,123.12**	**3.34**	**7,165.23**	**388.68**
Net carrying amount as on 31 March 2023	**25.35**	**4,525.78**	**1.35**	**4,552.48**	**218.36**
Net carrying amount as on 31 March 2024	**20.85**	**4,966.09**	**0.89**	**4,987.83**	**627.02**

1. Refer note 42 for disclosure on capital commitments.

2. There is no property, plant and equipment which are pledged or under lien against borrowings.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

3(a) Capital-work-in progress

	As at 31 March 2024	As at 31 March 2023
Capital-work-in progress	**74.11**	883.87
	74.11	883.87

3(b) Capital-work-in progress (CWIP) ageing schedule:

As at 31 March 2024	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	53.18	20.93	-	-	74.11
Project temporarily suspended	-	-	-	-	-

As at 31 March 2023	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	309.95	560.04	13.88	-	883.87
Project temporarily suspended	-	-	-	-	-

3(c) For capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan, following is the CWIP completion schedule :

As at 31 March 2024	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
None	-	-	-	-	-

As at 31 March 2023	To be completed in				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Plant and equipment	668.38	-	-	-	668.38

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

4. Current tax assets

	As at 31 March 2024	As at 31 Marchl 2023
Income tax payments less provisions	**164.79**	428.16
	164.79	**428.16**

5. Other assets

	As at 31 March 2024		As at 31 March 2023	
	Non current	Current	Non current	Current
Unsecured, considered good, unless otherwise stated				
Capital advances	**-**	**-**	136.62	-
Advances other than capital advance	**-**	**6.32**	-	34.97
Prepaid expenses	**3.69**	**34.30**	6.75	40.64
Paid to government authorities under protest	**49.30**	**-**	49.30	-
Other receivables	**-**	**14.93**	-	-
	52.99	**55.55**	**192.67**	**75.61**

6. Inventories* (Valued at lower of cost or net realisable value)

	As at 31 March 2024	As at 31 March 2023
Raw material and components [includes goods in transit of ₹ 97.15 lacs (previous year ₹ 93.67 lacs)]	**515.79**	733.78
Stores and spares	**119.59**	107.04
Work-in-progress	**291.46**	222.37
Finished goods	**246.99**	164.92
	1,173.83	**1,228.11**

*Hypothecated against borrowing facilities availed from banks {refer note 37(ii)(C)(b)(I)}.

Notes:

1. The cost of inventories recognised as an expense includes Nil (previous year Nil) in respect of write-downs of inventory to net realisable value, and has been reduced by ₹ 3.56 lacs (previous year ₹ 14.71 lacs) in respect of reversals (net) of such write-downs. The same has been included in note 21.
2. The cost of inventories recognised as expense is ₹ 3,299.71 lacs (Previous year ₹ 3,622.51 lacs).

7. Trade receivables*

	As at 31 March 2024	As at 31 March 2023
Unsecured, considered good	**1,944.45**	2,634.68
Unsecured, significant increase in credit risk	**6.93**	8.70
	1,951.38	**2,643.38**
Less: Allowance for expected credit loss	**(6.93)**	(8.70)
	1,944.45	**2,634.68**

*Hypothecated against borrowing facilities availed from banks {refer note 37(ii)(C)(b)(I)}.

Notes:

1. The credit period generally allowed on domestic sales as well as export sales varies from 30 to 90 days (excluding transit period).
2. Refer note 37(ii)(A)(b) for allowance for expected credit loss.
3. Refer note 39 for balances due from related party.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

Trade Receivables ageing schedule as at 31 March 2024

	Outstanding for following periods from due date of payment						
	Not Due	**0-6 months**	**6 months -1 year**	**1-2 Years**	**2-3 years**	**More than 3 Years**	**Total**
(I) Undisputed Trade receivables - considered good	1,707.68	236.65	0.12	-	-	-	1,944.45
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	0.12	0.74	0.53	5.54	6.93
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Rececivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired		-	-	-	-	-	-
Total	**1,707.68**	**236.65**	**0.24**	**0.74**	**0.53**	**5.54**	**1,951.38**

Less: Allowance for expected credit loss	**(6.93)**
	1,944.45

Trade Receivables ageing schedule as at 31 March 2023

	Outstanding for following periods from due date of payment						
	Not Due	**0-6 months**	**6 months -1 year**	**1-2 Years**	**2-3 years**	**More than 3 Years**	**Total**
(I) Undisputed Trade receivables - considered good	2,345.95	286.91	0.62	1.20	-	-	2,634.68
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	0.06	1.90	0.75	5.99	8.70
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Rececivables - considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired		-	-	-	-	-	-
Total	**2,345.95**	**286.91**	**0.68**	**3.10**	**0.75**	**5.99**	**2,643.38**

Less: Allowance for expected credit loss	**(8.70)**
	2,634.68

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

8. Cash and bank equivalents

	As at 31 March 2024	As at 31 March 2023
Cash and cash equivalents		
Balances with banks in:		
- Current accounts	**2,497.41**	831.22
- Deposits with original maturity for less than three months	**6,200.00**	5,600.00
	8,697.41	**6,431.22**

9. Other financial assets

	As at 31 March 2024	As at 31 March 2023
Interest accrued on bank deposits	**52.37**	44.96
	52.37	**44.96**

10. Equity share capital

	As at 31 March 2024	As at 31 March 2023
Authorised shares		
10,000,000 equity shares (previous year: 10,000,000 equity shares) of ₹ 10/- (absolute amount) each.	**1,000.00**	1,000.00
1,000,000 6% redeemable cumulative preference shares (previous year: 1,000,000) of ₹ 100 (absolute amount) each	**1,000.00**	1,000.00
	2,000.00	**2,000.00**
(a) Issued, subscribed and fully paid-up shares		
10,000,000 equity shares (previous year: 10,000,000 equity shares) of ₹ 10 (absolute amount) each.	**1,000.00**	1,000.00
	1,000.00	**1,000.00**

(b) Terms/Rights and restrictions attached to equity shares.

i) The Company has only one class of equity shares having par value of ₹ 10 (absolute amount) per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

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

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

(c) Shares held by Holding/ Ultimate Holding Company and/ or their subsidiaries/ associates

Name of the shareholder	As at 31 March 2024 No.	% holding	As at 31 March 2023 No.	% holding
Equity shares of ₹ 10 (absolute amount) fully paid				
Federal-Mogul Goetze (India) Limited, India (Holding company)	**5,100,000**	**51.00%**	5,100,000	51.00%
Federal Mogul UK Investment Limited, UK (Fellow subsidiary)	**900,000**	**9.00%**	900,000	9.00%

(d) Details of shares held by promotors of the Company (refer note 39)

Name of the promoter*	As at 31 March 2024			As at 31 March 2023		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
Federal-Mogul Goetze (India) Limited, India	**5,100,000**	**51.00%**	**-**	5,100,000	51.00%	-
Federal Mogul UK Investment Limited, UK	**900,000**	**9.00%**	**-**	900,000	9.00%	-
TPR Co. Limited, Japan	**4,000,000**	**40.00%**	**-**	4,000,000	40.00%	-

*Promoters here means promoter as defined under Companies Act, 2013.

(e) Details of shareholder holding more than 5% shares in the Company.

Name of the shareholder	As at 31 March 2024 No.	% holding	As at 31 March 2023 No.	% holding
Equity shares of ₹ 10 (absolute amount) fully paid				
Federal-Mogul Goetze (India) Limited, India	**5,100,000**	**51.00%**	5,100,000	51.00%
Federal Mogul UK Investment Limited, UK	**900,000**	**9.00%**	900,000	9.00%
TPR Co. Limited, Japan	**4,000,000**	**40.00%**	4,000,000	40.00%

(f) The Company has not issued any equity shares pursuant to any contract without payment being received in cash, allotted as fully paid up by way of bonus issues or brought back during the last five years.

11. Other equity

	As at 31 March 2024	As at 31 March 2023
General reserve		
Balance at the beginning and end of the year	**1,295.00**	1,295.00
	1,295.00	**1,295.00**
Capital redemption reserve		
Balance at the beginning and end of the year	**1,000.00**	1,000.00
	1,000.00	**1,000.00**
Retained earnings		
Balance as at the beginning of the year	**11,317.40**	10,614.56
Add: Profit for the year	**1,322.98**	1,328.76

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

Items of other comprehensive income recognised directly in retained earnings:		
Add/(Less): Remeasurements of the post employment defined benefit plans gain/(loss) (net of tax)	**40.74**	0.92)
Less: Dividend paid	**(865.00)**	(625.00)
	11,816.12	**11,317.40**
	14,111.12	**13,612.40**

Nature and purpose of each reserve

General reserve - This reserve is created from time to time on transfer of profits from retained earnings. General reserve is created by transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified subsequently to profit and loss.

Capital redemption reserve - This reserve was created for redemption of preference shares in the financial year 2012. The preference shares were redeemed in the financial year 2012.

Retained Earnings: This represents accumulated profits after appropriation of reserves.

12. Provisions

	As at 31 March 2024		As at 31 March 2023	
	Non current	**Current**	**Non current**	**Current**
Provision for employee benefits				
Provision for gratuity (refer note no 41)	**150.68**	**5.13**	177.12	4.89
Provision for compensated absences	**41.13**	**6.10**	47.77	5.69
(ii) Provision for contingencies (refer note (a) & (b) below)	**29.05**	**-**	29.05	-
	220.86	**11.23**	**253.94**	**10.58**

Note

(a) The Company is involved in certain direct and indirect tax matters ('litigations'), the outcome of which may not be favourable to the Company. The Company is actively seeking to resolve these actual and potential taxation matters. Management is in consultation with the tax advisers to assess the likelihood that a pending claim will succeed. The Company has applied its judgement and has recognised liabilities based on whether additional amounts will be payable and has included contingent liabilities where economic outflows are considered possible but not probable.

Based on management assessment on likelihood, timing of cash outflows (current/non-current), interpretation of local laws, pending disposal of these matters and consultations obtained from the management experts, where considered necessary in respect of these matters, the management has recognised for provision for contingencies towards tax matters amounting to ₹29.05 lacs as at 31 March 2024 (Previous year as at: ₹ 29.05 lacs)

Note (b) Movement of provision for contingencies

	As at 31 March 2024			
	Opening balance	**Provision/ adjustments made during the year**	**Utilised/ reversed during the year**	**Closing balance**
Goods and services tax	24.39	-	-	24.39
Income tax	4.66	-	-	4.66
	29.05	**-**	**-**	**29.05**

	As at 31 March 2023			
	Opening balance	**Provision/ adjustments made during the year**	**Utilised/ reversed during the year**	**Closing balance**
Goods and services tax	25.29	0.73	(1.63)	24.39
Income tax	4.66	-	-	4.66
	29.95	**0.73**	**(1.63)**	**29.05**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

13. Deferred tax liabilities (net)

	As at 01 April 2022	Recognised in statement of profit & loss during the FY 2022-23	Recognised in other comprehensive income during the FY 2022-23	As at 31 March 2023	Recognised in statement of profit & loss during FY 2023-24	Recognised in other comprehen--sive income income during the FY2023-24	As at 31 March 2024
Deferred tax liabilities							
On account of difference in written down value of property, plant and equipment and right-of-use assets)	(270.06)	(15.70)	-	(254.36)	(0.42)	-	(253.94
Total deferred tax liabilities (A)	**(270.06)**	**(15.70)**	**-**	**(254.36)**	**(0.42)**	**-**	**(253.94)**
Deferred tax assets							
Provision for employees benefits	49.57	(9.39)	(0.31)	59.27	(5.54)	13.70	51.11
Provision for expected credit loss	2.18	(0.01)	-	2.19	0.45	-	1.74
Expenses allowed in tax on payment basis	14.26	(8.15)	-	22.41	0.46	-	21.95
Total deferred tax assets (B)	**66.01**	**(17.55)**	**(0.31)**	**83.87**	**(4.63)**	**13.70**	**74.80**
Deferred tax liabilities (net) (A)-(B)	**(204.05)**	**(33.25)**	**(0.31)**	**(170.49)**	**(5.05)**	**13.70**	**(179.14)**

14. Trade payables

	As at 31 March 2024	**As at 31 March 2023**
Total outstanding dues of micro enterprises and small enterprises (refer note 35)	**32.37**	80.74
Total outstanding dues of creditors other than micro enterprises and small enterprises	**1,441.88**	1,125.46
	1,474.25	**1,206.20**

Notes to the Financial Statements for the year ended 31 March 2023
(All amounts in ₹ Lacs, unless otherwise stated)

Trade payables ageing schedule as at 31 March 2024

	Outstanding for following periods from due date of payment						
	Unbilled	**Not Due**	**Less than 1 year**	**1-2 Years**	**2-3 years**	**More than 3 Years**	**Total**
(I) Undisputed outstanding dues to micro enterprises and small enterprises	-	29.70	2.38	0.29	-	-	32.37
(ii) Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	313.29	886.23	238.94	3.42	-	-	1,441.88
(iii) Disputed outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	**313.29**	**915.93**	**241.32**	**3.71**	**-**	**-**	**1,474.25**

Trade payables ageing schedule as at 31 March 2023

	Outstanding for following periods from due date of payment						
	Unbilled	**Not Due**	**Less than 1 year**	**1-2 Years**	**2-3 years**	**More than 3 Years**	**Total**
(I) Undisputed outstanding dues to micro enterprises and small enterprises	-	64.92	15.82	-	-	-	80.74
(ii) Undisputed outstanding dues of creditors other than micro enterprises and small enterprises	228.11	742.88	154.19	-	0.28	-	1,125.46
(iii) Disputed outstanding dues to micro enterprises and small enterprises	-	-	-	-	-	-	-
(iv) Disputed outstanding dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	**228.11**	**807.80**	**170.01**	**-**	**0.28**	**-**	**1,206.20**

15. Lease liabilities

	As at 31 March 2024		**As at 31 March 2023**	
	Non current	**Current**	**Non current**	**Current**
Lease liabilities (refer note 32)	**592.12**	**42.98**	161.35	82.60
	592.12	**42.98**	**161.35**	**82.60**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

16. Other current financial liabilities

	As at 31 March 2024	As at 31 March 2023
Payables to capital creditors	**0.03**	39.85
Others	**11.24**	10.54
	11.27	**50.39**

17. Other current liabilities

	As at 31 March 2024	As at 31 March 2023
Advance from customers	**11.44**	14.74
Payable for statutory dues	**115.48**	127.43
	126.92	**142.17**

18. Current tax liabilities (net)

	As at 31 March 2024	As at 31 March 2023
Current tax liabilities (net)	**60.46**	-
	60.46	**-**

19. Revenue from operations

	Year ended 31 March 2024	Year ended 31 March 2023
Sale of products		
Sale of goods	**10,456.46**	10,779.82
Other operating revenue		
Scrap sales	**16.27**	19.48
Revenue from operations	**10,472.73**	**10,799.30**

Also refer note 40.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

20. Other income

	Year ended 31 March 2024	Year ended 31 March 2023
Interest income		
Interest income on financial assets carried at amortized cost:		
- Fixed deposits with banks	**359.03**	231.68
Income tax refunds	**154.04**	-
Foreign exchange fluctuation gain (net)	**41.54**	-
Excess provision no longer required written back	**-**	1.34
Reversal of allowance for expected credit loss (net)	**1.77**	-
Gain on reassessment of lease	**24.21**	-
Miscellaneous income	**1.81**	0.01
	582.40	**233.03**

21. Cost of materials consumed

	Year ended 31 March 2024	Year ended 31 March 2023
Raw material and components		
Opening stock	**733.78**	667.46
Add: Purchases	**3,232.88**	3,601.53
Less: Closing stock	**(515.79)**	(733.78)
	3,450.87	**3,535.21**

22. Changes in inventories of finished goods and work-in-progress

	Year ended 31 March 2024	Year ended 31 March 2023
Opening stock		
Work-in-progress	**222.37**	295.05
Finished goods	**164.92**	179.54
	387.29	**474.59**
Less: closing stock		
Work-in-progress	**291.46**	222.37
Finished goods	**246.99**	164.92
	538.45	387.29
	(151.16)	**87.30**

23. Employee benefits expense

	Year ended 31 March 2024	Year ended 31 March 2023
Salaries, wages and bonus	**868.81**	865.68
Contribution to provident and other funds (refer note 41)	**50.15**	39.06
Gratuity expense (refer note 41)	**28.24**	25.81
Staff welfare expenses	**6.44**	1.08
	953.64	**931.63**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

24. Finance costs

	Year ended 31 March 2024	Year ended 31 March 2023
Interest on lease liability (refer note 32)	**31.16**	22.74
Other borrowing costs	**4.01**	4.83
	35.17	**27.57**

25. Depreciation expense (refer note 3)

	Year ended 31 March 2024	Year ended 31 March 2023
Depreciation of property, plant and equipment	**691.25**	638.51
Depreciation of right-of-use assets	**74.63**	79.23
	765.88	**717.74**

26. Other expenses

	Year ended 31 March 2024	Year ended 31 March 2023
Consumption of stores and spares	**996.38**	1,091.10
Sub-contracting expenses	**57.45**	101.65
Job work expenses	**1,455.74**	1,345.37
Power and fuel	**174.68**	170.02
Freight and forwarding charges	**62.66**	32.66
Rent (refer note 32)	**16.26**	12.64
Rates and taxes	**18.54**	6.92
Insurance	**41.60**	32.47
Repairs and maintenance		
Plant and machinery	**35.17**	17.80
Buildings	**9.61**	2.06
Others	**13.24**	14.48
Selling and distribution expense	**33.78**	51.07
Management support charges	**578.14**	581.73
Royalty and trade-mark license fees	**146.35**	146.02
Sole selling commission	**466.04**	473.67
Product rectification charges	**0.79**	3.32
Travelling and conveyance	**7.04**	2.46
Corporate social responsibility expense (refer note 34)	**26.94**	28.09
Printing and stationery	**6.13**	8.21
Legal and professional fees	**34.28**	32.05
Auditors remuneration [refer footnote (i) below]	**16.47**	10.80
Allowance for expected credit loss (net)	**-**	1.86
Loss on write off of property, plant and equipments (net)	**6.71**	6.62
Foreign exchange fluctuation loss (net)	**-**	17.25
Bank charges	**6.22**	9.48
Miscellaneous expenses	**4.89**	11.00
	4,215.11	**4,210.80**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

Footnote:
(i) Auditors remuneration (net of input tax)

	Year Ended 31 March 2024	Year Ended 31 March 2023
As auditors		
- Statutory audit	**10.80**	10.80
- Group reporting	**0.86**	-
- Taxation matters (for tax audit)*	**4.00**	-
- Reimbursement of expenses	**0.81**	-
	16.47	**10.80**

*Includes ₹ 2.00 lakhs for tax audit pertaining to FY 2022-23.

27. Tax expense

	Year Ended 31 March 2024	Year Ended 31 March 2023
Current tax	**464.30**	423.40
Tax related to earlier years	**3.39**	(196.83)
Deferred tax	**(5.05)**	(33.25)
	462.64	**193.32**

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 25.17% and the reported tax expense in profit or loss are as follows:

	Year Ended 31 March 2024	Year Ended 31 March 2023
Accounting profit before income tax	**1,785.62**	**1,522.08**
At country's statutory income tax rate of 25.17% (previous year: 25.17%)	**449.40**	**383.08**
Tax effect on permanent non deductible expenses	**9.85**	**7.07**
Effects of tax adjustment related to earlier years	**3.39**	**(196.83)**
Total tax expense	**462.64**	**193.32**

28. Earnings per share (EPS)

	Year Ended 31 March 2024	Year Ended 31 March 2023
Profit for the year as per Statement of Profit and Loss	**1,322.98**	1,328.76
Weighted average number of equity shares considered for calculating basic and diluted EPS	**10,000,000**	10,000,000
Nominal value of shares (₹) (absolute amount)	**10.00**	10.00
Earning per share - basic and diluted (₹) (absolute amount)	**13.23**	13.29

Note: There are no dilutive potential equity instruments issued by the Company during the current year and previous year.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

29. Event occuring after the reporting period

Subsequent to the year ended 31 March 2024, the board of Directors of the Company has proposed dividend to equity shareholders of ₹ 8.70 per share (previous year ₹ 8.65 per share). The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuring General meeting and is in accordance with Section 123 of the Companies Act, 2013, as applicable.

30. Contingent Liabilities

	As at 31 March 2024	As at 31 March 2023
Claims against the Company not acknowledged as debt		
(a) Income tax		
Traces liability - Tax deducted at source	5.90	0.08
(b) Service tax demand (excluding interest not quantified)		
Cases pending before Appellate authority mainly in respect of disallowance of certain input credit	-	973.20
(c) Goods and Services tax		
Show cause notice cum demand on matters yet to be adjudicated mainly in respect of additional liability on goods sold via e-way bills	12.60	-

Footnotes:

1. Future ultimate outflow of resources embodying economic benefits in respect of the matters which are uncertain as it depends on the final outcome of the matters involved.
2. The Company has reviewed all its pending litigations and proceedings and has adequately provided for, where provisions are required, and disclosed as contingent liabilities wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

31 Segment information

The business activity of the Company predominantly fall within a single reportable business segment viz. manufacturing and sale of auto components. There are no separate reportable business segments.The analysis of geographical segment is based on the geographical location of the customers. The following table shows the distribution of the Company's sales by geographical market, regardless of where the goods were produced.Thus, the segment revenue, segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, total cost incurred to acquire segment assets, total amount of charge for depreciation during the year is as reflected in the financial statements.

Revenue from three customers amounts to ₹ 8,641.23 Lacs (previous year ₹ 8,007.07 Lacs from two customers). No other single customer represents 10% or more to the Company revenue for financial year ended 31 March 2024 and 31 March 2023.

Geographical information in respect of revenue from customer is given below:

	Year ended 31 March 2024	Year ended 31 March 2023
India	**10,456.42**	10,774.95
Other countries	**0.04**	4.87
	10,456.46	**10,779.82**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

32. Leases
(i) Lease liabilities
The following is the break-up of current and non-current lease liabilities:

	As at 31 March 2024	As at 31 March 2023
Non-current lease liabilities	**592.12**	161.35
Current lease liabilities	**42.98**	82.60
	635.10	**243.95**

The following is the movement in lease liabilities:

	As at 31 March 2024	As at 31 March 2023
Opening balance	**243.95**	**320.29**
Reassessment of lease liability	**459.07**	-
Finance cost accrued during the year	**31.16**	22.74
Deletions	**-**	-
Payment of lease liabilities	**(99.08)**	(99.08)
Closing balance	**635.10**	**243.95**

The table below provides details regarding the contractual maturities of lease liabilities of non-cancellable contractual commitments as on an undiscounted basis.

	As at 31 March 2024	As at 31 March 2023
Less than one year	**99.08**	99.08
One to five years	**396.32**	173.39
More than five years	**462.38**	-

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The following are the amounts recognised in profit or loss:

	As at 31 March 2024	As at 31 March 2023
Depreciation expense of right-of-use assets	**74.63**	79.23
Interest expense on lease liabilities	**31.16**	22.74
Expense relating to short-term leases (included in other expenses)	**16.26**	12.64
	122.05	**114.61**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

(ii) Lease related disclosures

(a) The Company has taken leases for Land and building. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. The Company classifies its right-of-use assets in a consistent manner to its Land and building.

(b) Total cash outflow for leases for the year ended 31 March 2024 was ₹ 99.08 lacs (Previous year ₹ 99.08 lacs)

(c) The Company has short term lease agreements in which there are no lock in periods. The disclosure requirement related to total commitment of short term leases is thus not applicable to the Company.

(d) Information about extension and termination options

Right of use assets	Number of leases	Range of remaining term	Average remaining lease term	Number of leases with extension option	Number of leases with purchase option	Number of leases with termination option
Land and building	1	116 months	116 months	1	-	1

(e) There are no leases which are yet to commence as on 31 March 2024.

33. Per transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961, the Company is required to use certain specific methods in computing arm's length prices of international transactions with associated enterprises and maintain adequate documentation in this respect. Since law requires existence of such information and documentation to be contemporaneous in nature, the Company has appointed independent consultants for conducting a Transfer Pricing Study (the 'Study') to determine whether the transactions with associate enterprises undertaken during the financial year are on an "arms length basis". Management is of the opinion that the Company's international transactions are at arm's length and that the results of the on-going study will not have any impact on the financial statements and the independent consultants appointed have also preliminarily confirmed that they do not expect any transfer pricing adjustments.

34. Corporate Social Responsibility (CSR)

		Year ended 31 March 2024	Year ended 31 March 2023
I)	Amount required to be spent by the Company during the year	**26.94**	28.09
ii)	Amount of expenditure incurred during the year	**37.21**	-
iii)	Total of previous years shortfall	**28.09**	-
iv)	Shortfall at the end of the year*	**17.82**	28.09
v)	Nature of CSR activities	Donations given for promotion of education and preventive healthcare.	
vi)	Details of related party transactions:	**Nil**	Nil
vii)	The movements in the provision where a provision is made with respect to a liability incurred by entering into a contractual obligation.	**Nil**	Nil

* The Company has not transferred the unspent CSR amount of ₹ 17.82 lacs as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Fund specified in Schedule VII to the Companies Act, 2013 till the date of approval of the financial statements. However, the time period for such transfer i.e. six months from the expiry of the financial year as permitted under the second proviso to section 135(5) of the said Act, has not elapsed till date and the management is in the process of transfer.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

35. On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

	As at 31 March 2024	As at 31 March 2023
The principal amount remaining unpaid as at the end of year	32.37	80.74
Interest due on above principal and remaining unpaid as at the end of the year	0.01	0.04
The amount of interest paid by the buyer in terms of Section 16, of the Micro small and medium enterprise development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro small and medium enterprise development Act, 2006.	0.69	0.57
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	1.31	0.61
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro small and medium enterprise development Act, 2006	-	-

36. Fair value disclosures

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the balance sheet are classified into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

ii) Financial assets and liabilities measured at fair value - recurring fair value measurements

The Company does not have any financial instruments which are measured at Fair value either through statement of profit and loss or through other comprehensive income.

(iii) Fair value of instruments measured at amortised cost

The management assessed that cash and cash equivalents, trade receivables, other receivables, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

37. Financial risk management

i) Financial instruments by category

	Classification	As at 31 March 2024	As at 31 March 2023
Financial assets			
Trade receivables (net)	Amortised Cost	**1,944.45**	2,634.68
Cash and cash equivalents	Amortised Cost	**8,697.41**	6,431.22
Other financial assets	Amortised Cost	**52.37**	44.96
Total		**10,694.23**	**9,110.86**
Financial liabilities			
Trade payables	Amortised Cost	**1,474.25**	1206.20
Lease liabilities	Amortised Cost	**635.10**	243.95
Other financial liabilities	Amortised Cost	**11.27**	50.39
Total		**2,120.62**	**1,500.54**

ii) Risk management

The Company’s activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Company’s maximum exposure to credit risk is limited to the carrying amount of following types of financial assets. - cash and cash equivalents, - trade receivables and- deposits with banks.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit risks to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

Assets under credit risk –

Credit risk		**As at 31 March 2024**	**As at 31 March 2023**
A: Low	Cash and cash equivalents	**8,697.41**	6,431.22
	Other financial assets	**52.37**	44.96
	Trade receivables (gross of expected credit loss)	**1,951.38**	2,634.68
B: High	Trade receivables	**6.93**	8.70

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The trade receivables are considered of high quality and accordingly no life time expected credit losses are recognised on such receivables.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses

The Company provides for expected credit losses based on the following:

The Company recognizes expected credit losses on trade receivables using a simplified approach, wherein Company has defined percentage of provision by analysing historical trend of default and adjusted for forward-looking information. Allowance for expected credit loss has been created based on the past experience of the Company. Wherever required, past trend is adjusted to reflect the effects of the current conditions and forecasts of future conditions that did not affect the period on which the historical data is based, and to remove effects of the conditions in the historical period that are not relevant to the future contractual cash flows.

Reconciliation of loss allowance – lifetime expected credit losses

	Trade receivable
Loss allowance as on 01 April 2022	8.67
Loss allowance created/(reversed) during the year	1.86
Impairment loss recognised during the year	(1.83)
Loss allowance on 31 March 2023	**8.70**
Loss allowance created/(reversed) during the year	(1.77)
Impairment loss recognised during the year	-
Loss allowance on 31 March 2024	**6.93**

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity classification based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2024	less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Trade payables	1,474.25	-	-	-	1,474.25
Lease liabilities	99.08	198.16	198.16	462.38	957.78
Other financial liabilities	11.27	-	-	-	11.27
Total	**1,584.60**	**198.16**	**198.16**	**462.38**	**2,443.30**

31 March 2023	less than 1 year	1-3 year	3-5 year	More than 5 years	Total
Trade payable	1,206.20	-	-	-	1,206.20
Lease liabilities	99.08	173.39	-	-	272.47
Other financial liabilities	50.39	-	-	-	50.39
Total	**1,355.67**	**173.39**	**-**	**-**	**1,529.06**

C) Market Risk

a) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, Euro, Japanese Yen and Chinese Yuan. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited and the Company hence does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

(i) Foreign currency risk exposure:

The Company exposure to foreign currency risk at the end of the reporting period that have not been hedged by a derivative instrument or otherwise are as follows :

	FC	As at 31 March 2024 [amount in foreign currency (in lacs)]	As at 31 March 2024 (₹ in lacs)	As at 31 March 2023 [amount in foreign currency (in lacs)]	As at 31 March 2023 (₹ in lacs)
Financial liabilities-					
Trade payables	USD	**3.27**	**275.06**	1.50	123.35
	EUR	**0.01**	**1.18**	-	-
	JPY	**491.89**	**271.07**	424.43	262.52
	CNY	**7.91**	**91.34**	3.86	46.20
Net exposure to foreign currency risk (liabilities)			**638.65**		**432.07**

Sensitivity
The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	As at 31 March 2024	As at 31 March 2023
USD sensitivity		
INR/USD- increase by 500 bp (previous year: 500 bp)*	**(13.75)**	(6.17)
INR/USD- decrease by 500 bp (previous year: 500 bp)*	**13.75**	6.17
EURO sensitivity		
INR/EUR- increase by 500 bp (previous year: 500 bp)*	**(0.06)**	-
INR/EUR- decrease by 500 bp (previous year: 500 bp)*	**0.06**	-
JPY sensitivity		
INR/JPY- increase by 500 bp (previous year: 500 bp)*	**(13.55)**	(13.13)
INR/JPY- decrease by 500 bp (previous year: 500 bp)*	**13.55**	13.13
CNY sensitivity		
INR/CNY- increase by 500 bp (previous year: 500 bp)*	**(4.57)**	(2.31)
INR/CNY- decrease by 500 bp (previous year: 500 bp)*	**4.57**	2.31

* *Holding all other variables constant*

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

b) Interest rate risk

i) Liabilities

The Company does not have any borrowings and hence there is no interest rate risk.

ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

38. Capital management

The Company' s capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

	As at 31 March 2024	As at 31 March 2023
Total debt	-	-
Total equity	**15111.12**	14612.40
Debt Equity ratio	**-**	**-**

39. Related party disclosures

In accordance with the requirements of Ind AS - 24 "Related Party Disclosures", the names of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships.

i	Name of the Party	Nature of relationship
	Where control exists	
	Pegasus Holdings One, LLC	Ultimate Holding Company (with effect from 17 November 2022)
	Tennoco Inc. (USA)	Ultimate Holding Company (upto 16 November 2022 and Intermidiate holding company with effect from 17 November 2022)
	Federal-Mogul Goetze (India) Limited	Holding company
	Federal Mogul UK Investments Limited	Fellow subsidiary
	Below are the list of other related parties with whom there have been transactions with the Company:	
	TPR Co., Limited Japan	Entity having significant influence over the Company
	Anqing TP Goetze Piston Ring Co. Limited	Related entity of intermidiate hoding Company
	PT TPR Indonesia	Related entity of entity having significant influence over the Company
	TPR Autoparts Mfg. India Private Limited	Related entity of entity having significant influence over the Company
	Federal Mogul TP Europe GMBH & Co KG, Burscheid	Fellow Subsidiary
	Motocare India Private Limited	Fellow Subsidiary
	Federal Mogul Burscheid GMBH, Germany	Fellow Subsidiary
	Mr. Krishnamurthy Naga Subramaniam	Director
	Mr. Toshiaki Imai	Director
	Mr. Abhishek Nagar	Company Secretary

Note: The name of the related parties and the nature of relationship are as identified by the management.

Notes to the Financial Statements for the year ended 31 March 2024

(All amounts in ₹ Lacs, unless otherwise stated)

39. (ii) Related Party Transactions

	Holding Company		Fellow SubsidiaryTotal							
	Federal Mogul Goetze (India) Ltd.		Federal Mogul UK Investment Limited		Motocare India Private Limited		Federal Mogul Burscheid GMBH, Germany		Federal Mogul TP Europe GMBH & Co KG, Burscheid	
	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023
Sales#	**5,374.89**	5,604.99	**-**	-	**0.22**	-	**-**	-	**-**	-
Purchase of raw material, intermediaries and finished goods#	**1,040.92**	1,289.30	**-**	-	**-**	-	**0.79**	-	**-**	-
Purchase of property, plant and equipment #	**96.17**	-	**-**	-	**-**	-	**-**	-	**-**	-
Dividend Paid	**441.15**	318.75	**77.85**	56.25	**-**	-	**-**	-	**-**	-
Management support charges	**578.14**	581.73	**-**	-	**-**	-	**-**	-	**-**	-
Job work expenses	**1,455.74**	1,345.37	**-**	-	**-**	-	**-**	-	**-**	-
Sole selling commission paid	**466.04**	473.67	**-**	-	**-**	-	**-**	-	**-**	-
Expenses incurred on Company's behalf	**174.68**	170.02	**-**	-	**20.45**	20.19	**-**	-	**-**	-
Rent paid	**99.08**	99.08	**-**	-	**-**	-	**-**	-	**-**	-
Royalty Expense	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Commission-paid	**-**	-	**-**	-	**-**	-	**-**	-	**-**	-
Balance outstanding as at the end of the year (Receivable)	**1,274.67**	2,090.28	**-**	-	**0.37**	0.15	**-**	-	**-**	-
Balance outstanding as at the end of the year (Payable)	**(55.23)**	(47.66)	**-**	-	**(26.22)**	(5.77)	**-**	-	**-**	(0.28)

Notes to the Financial Statements for the year ended 31 March 2024

(All amounts in ₹ Lacs, unless otherwise stated)

39. (ii) Related Party Transactions	Entity having significant influence over the Company and its related entities						Associate company of intermidiate holding company		Total	
	TPR Co., Limited Japan		PT TPR Indonesia		TPR Autoparts Mfg. India Private Limited		Anqing TP Goetze Piston Ring Co. Limited			
	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023	Year ended 31 March 2024	Year ended 31 March 2023
Sales#	**0.04**	-	**-**	(1.56)	**-**	-	**-**	-	**5,375.15**	5,603.43
Purchase of raw material, inter-mediaries and finished goods#	105.75	72.48	**579.98**	281.04	**-**	-	**-**	-	**1,727.44**	1,642.83
Purchase of property, plant and equipment #	**-**	18.53	-	-	**-**	-	**-**	-	**96.17**	18.53
Dividend Paid	**346.00**	250.00	**-**	-	**-**	-	**-**	-	**865.00**	625.00
Management support charges	**-**	-	**-**	-	**-**	-	**-**	-	**578.14**	581.73
Job work expenses	**-**	-	**-**	-	**-**	-	**-**	-	**1,455.74**	1,345.37
Sole selling commission paid	**-**	-	**-**	-	**-**	-	**-**	-	**466.04**	473.67
Expenses incurred on Company's behalf	**-**	-	**-**	-	**-**	-	**-**	-	**195.13**	190.21
Rent paid	**-**	-	**-**	-	**-**	-	**-**	-	**99.08**	99.08
Royalty Expense	**146.35**	146.02	**-**	-	**-**	-	**-**	-	**146.35**	146.02
Commission-paid	**-**	-	**-**	-	**28.17**	29.98	**-**	-	**28.17**	29.98
Balance outstanding as at the end of the year Receivable	**0.33**	0.33	**-**	-	**-**	-	2.56	12.15	**1,277.93**	2,102.91
Balance outstanding as at the end of the year (Payable)	**(136.45)**	(72.32)	**(257.47)**	(142.33)	**(8.50)**	(8.22)	-	-	**(483.87)**	(276.58)

Key Managerial personnel-Remuneration*					Non-executive director - Director sitting fees	
Name	Abhishek Nagar (Company Secretary)		Toshiaki Imai (Director)		Krishnamurthy Naga Subramaniam	
	Year ended 31 March 2024	**Year ended 31 March 2023**	**Year ended 31 March 2024**	**Year ended 31 March 2023**	**Year ended 31 March 2024**	**Year ended 31 March 2023**
Remuneration/ Director's sitting fees	**40.06**	35.03	**51.04**	47.14	**4.50**	4.50

*Key Managerial Personnel who are under the employment of the Company are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

All sales and purchase above are exclusive of GST (wherever applicable). Sales are net of the sales return.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

40. Revenue related disclosures

a Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers (“Ind AS 115”), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

(i) Identify the contract(s) with customer;

(ii) Identify separate performance obligations in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations; and

(v) Recognise revenue when a performance obligation is satisfied."

b Disaggregation of revenue

Revenue recognised mainly comprises of sale of products which majorly comrises of piston, piston rings and other auto components. Set out below is the disaggregation of the Company’s revenue from contracts with customers:

	Year Ended 31 March 2024	Year Ended 31 March 2023
Revenue from contracts with customers		
Sale of products (Point of sale)		
Domestic	10,456.42	10,774.95
Export	0.04	4.87
Other operating income	16.27	19.48
Total revenue covered under Ind AS 115	10,472.73	10,799.30

c Contract balances

The following table provides information about receivables, contract assets and contract liabilities from contract with customers:

	As at 31 March 2024	As at 31 March 2023
Contract liabilities		
Advances from consumers	**11.44**	14.74
Total contract liabilities	**11.44**	**14.74**
Receivables		
Trade receivables	**1,951.38**	2,643.38
Less : Allowances for expected credit loss	**(6.93)**	(8.70)
Net receivables	**1,944.45**	**2,634.68**

Contract asset is the right to consideration in exchange for goods or services transferred to the customer. Contract liability is the entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer in advance. Contract assets (unbilled receivables) are transferred to receivables when the rights become unconditional and contract liabilities are recognised as and when the performance obligation is satisfied.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

d Reconciliation of revenue recognised with contract price

	Year Ended 31 March 2024	Year Ended 31 March 2023
Revenue from contracts with customers		
Sale of products (Gross)	**10,555.58**	10,871.63
Less: Discounts	**(99.12)**	(91.81)
Total revenue covered under Ind AS 115	**10,456.46**	**10,779.82**

e Significant changes in the contract assets and the contract liabilities balances during the year are as follows:

	As at 31 March 2024	As at 31 March 2023
	Contract Liabilities	Contract Liabilities
	Advances from customers	Advances from customers
Opening balance	**14.74**	4.18
Addition during the year	**241.53**	295.78
Revenue recognised during the year/ amount refunded/adjusted during the year	**(244.83)**	(285.22)
Closing balance	**11.44**	**14.74**

f Satisfaction of performance obligations

The Company's revenue is derived from the single performance obligation to transfer primarily its products under arrangements in which the transfer of control of the products and the fulfilment of the Company's performance obligation occur at the same time. Revenue from the sale of goods is recognized when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

g Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 30-90 days (excluding transit period).

h Variable considerations associated with such sales

Periodically, the Company announces various volume and other rebate programs, where once a certain volume or other conditions are met, it refunds the customer some portion of the amounts previously billed or paid. For such arrangements, the Company only recognizes revenue for the amounts it ultimately expects to realize from the customer. The Company estimates the variable consideration for these programs using the most likely amount method or the expected value method, whichever approach best predicts the amount of the consideration based on the terms of the contract and available information and updates its estimates each reporting period.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

41. Employee benefit obligations

(a) Defined contribution plan

The Company has recognised the following amount in the Statement of Profit and Loss:

	Year Ended 31 March 2024	Year Ended 31 March 2023
Employer's contribution to:		
Provident fund	45.18	35.67

(b) Defined benefits plans (unfunded)

The Company provides for gratuity for employees in India as per Payment of gratuity Act, 1972. Employees who are in continuos service of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month completed proportionately for 15 days salary multiplied for number of completed years of service.

The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. The acturial valuation is done based on ""Projected Unit Credit"" method. Gains and losses of changed acturial assumptions are changed to Statement of Profit and Loss.

The plan typically expose the Company to acturial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Interest risk	A decrese in the bond interest rate will increase the plan liability.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best extimate of the moratility of plan participants both during and after their employement. An increase in the lift expectancy of the plan participants will increase the plan's liability.
Salary risk future participants will	The present value of the defined benefit plan liability is calculated by reference to the salaries of the plan participants. As such, an increase in the salary of the plan increase the plan's liability.

Disclosure of gratuity

(i) Amount recognised in the statement of profit and loss is as under:

Description	Year Ended 31 March 2024	Year Ended 31 March 2023
Current service cost	**14.78**	14.41
Interest cost	**13.46**	11.40
Amount recognised in the statement of profit and loss	**28.24**	**25.81**

(ii) Breakup of actuarial (gain)/loss:

Description	Year Ended 31 March 2024	Year Ended 31 March 2023
Actuarial (gain) on arising from change in demographic assumption	**(2.72)**	(0.85)
Actuarial (gain) on arising from change in financial assumption	**(44.40)**	(1.75)
Actuarial (gain)/loss on arising from experience adjustment	**(7.32)**	3.83
Total actuarial loss/(gain) recognized in Other Comprehensive Income	**(54.44)**	**1.23**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

(iii) Movement in the liability recognised in the balance sheet is as under:

Description	As at 31 March 2024	As at 31 March 2023
Present value of defined benefit obligation as at the start of the year	**182.01**	**155.93**
Current service cost	**14.78**	14.41
Interest cost	**13.46**	11.40
Benefits paid	**-**	(0.96)
Actuarial (gain)/loss recognised during the year	**(54.44)**	1.23
Present value of defined benefit obligation as at the end of the year	**155.81**	**182.01**

(iv) Actuarial assumptions

Description	As at 31 March 2024	As at 31 March 2023
Discount rate	7.20% p.a.	7.50% p.a.
Normal retirement age	For workmen 60 years and for others 58 years	For workmen 60 years and for others 58 years
Employee turnover	0% p.a for workers and 10.34% p.a for others	1% p.a for workers and 6% p.a for others
Salary Increase Rate	'For Worker: 8% for first years and 1.3% thereafter, Others: 9% p.a.	For Worker: 3% for first 2 years 'and 7% thereafter, Others: and 9% p.a.
Mortality rate	Indian Assured Lives Mortality (IALM) (2006-08) (modified) Ult.	Indian Assured Lives Mortality (IALM) (2006-08) (modified) Ult.

(v) Risk exposure

i) Changes in discount rate

A decrease in discount yield will increase plan liabilities.

ii) Mortality table

The gratuity plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in plan liabilities.

iii) Salary increase

Actual salary increase will increase the plan's liabilities. Increase in salary rate assumption in future valuation will also increase the valuation.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

(vi) Sensitivity analysis for gratuity liability

	As at 31March 2024	As at 31 March 2023
Impact of the change in discount rate		
Present value of obligation at the end of the year	**155.81**	182.01
- Impact due to increase of 0.50 %	**149.57**	173.60
- Impact due to decrease of 0.50 %	**162.42**	190.98
Impact of the change in salary increase		
Present value of obligation at the end of the year	**155.81**	182.01
- Impact due to increase of 0.50 %	**162.14**	189.78
- Impact due to decrease of 0.50 %	**149.74**	174.51

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

The following payouts are expected in future years:

Description	As at 31 March 2024
31 March 2025	**5.13**
31 March 2026	**5.38**
31 March 2027	**5.57**
31 March 2028	**9.76**
31 March 2029	**12.04**
31 March 2030 to 31 March 2034	**135.05**

42. Capital commitments

	As at 31March 2024	As at 31 March 2023
Property, plant and equipment (net of capital advances paid)	**13.59**	47.76
	13.59	**47.76**

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

43. Ratios as per Schedule III requirements:

Ratio	Numerator	Denominator	Unit	31Mar 2024	31Mar 2023	% variance	Reason for variance
(a) Current ratio	Current Assets	Current Liabilities	Times	6.90	6.98	-1.10%	-
(b) Debt-equity ratio	Total debt	Shareholder's equity	Times	-	-	-	-
(c) Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest +Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	Times	20.35	20.89	-2.57%	-
(d) Return on equity ratio	Profit for the year less Preference dividend (if any)	Average total equity	%	8.90%	9.32%	-4.46%	-
(e) Inventory turnover ratio	Revenue from operations	Average inventories	Times	8.72	8.71	0.12%	-
(f) Trade receivables turnover ratio	Net credit sales	Average trade receivables	Times	4.57	4.72	-3.09%	-
(g) Trade payables turnover ratio	Net credit purchases	Average trade payables	Times	2.41	3.23	-25.32%	Trade payable turnover ratio is decreased due to lower purchase
(h) Net capital turnover ratio	Net sales	Working capital	Times	1.03	1.21	-15.14%	-
(I) ` Net profit ratio	Net Profit	Net Sales	%	12.63%	12.30%	2.67%	-
(j) Return on capital employed	Earning before interest and taxes	Capital employed = Tangible net worth + Total debt + Deferred tax liability	%	11.91%	10.48%	13.60%	-
(k) Return on investment	Income generated from invested funds	Average invested funds in treasury investments	%	6.09%	4.03%	51.00%	Return on investment is increased due to increase in interest on fixed deposits with bank.

*** Schedule III require explanation where the change in the ratio is more than 25% as compared to the preceding year. Since there are only two instances where the change is more than 25% i.e. trade payable turnover ratio and return on investment hence explanation is given only for the said ratios.**

Notes to the Financial Statements for the year ended 31 March 2024

(All amounts in ₹ Lacs, unless otherwise stated)

44. Additional Disclosures

a) The Company does not have any title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) held in its name.

b) There are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.

c) The Company has not revalued its Property, plant and equipment (including Right-of-use assets) during the year.

d) The Company has been sanctioned working capital amounts from banks on the basis of security of Inventories, Cash and Cash Equivalents and Trade Receivables. The returns being filed by the Company with banks are in line with the books of account.

e) The Company has not been declared wilful defaulter by any bank or financial institution or other lender during the year.

f) The Company has not made transactions with the Companies which were struck off under Section 248 of the Companies Act, 2013.

g) As per records maintained by the Company, there are no charges which are pending to be registered with ROC. Further, in respect of credit facilities availed and settled in earlier years to the extent of Rs. 4,000 lacs, satisfaction of charges are yet to be registered with ROC beyond the statutory period. The Company is taking necessary steps for rectifying of ROC records in respect of the same.

h) The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

i) As per the MCA notification dated 05 August 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain back-up on daily basis of such books of account and other relevant books and papers maintained in electronic mode that should be accessible in India at all the time. Also, the Companies are required to create backup of accounts on servers physically located in India on a daily basis. The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times however backup is not maintained in India.

j) The Code on Social Security,2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

k) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

l) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

m) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

n) The Company has not received any fund from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, 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.

Notes to the Financial Statements for the year ended 31 March 2024
(All amounts in ₹ Lacs, unless otherwise stated)

o) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

p) As per the proviso to Rule 3(1) of Companies (Accounts) Rules, 2014, for the financial year commencing on or after the 1st day of April 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.The Company uses SAP as its primary accounting softwares for recording all the accounting transactions viz., sales, purchases, production/costing, fixed assets, other expenses, payroll, cash and bank transactions, journal entries and all other general ledger accounting transactions for the year ended March 31, 2024. The Company has used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that: (a) audit trail feature is not enabled for certain changes made using privileged/administrative access rights, and (b) the feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes.

For and on behalf of Board of the Directors of
Federal-Mogul TPR (India) Limited

Thiagarajan Kannan	**Manish Chadha**	**Dr. Khalid Iqbal Khan**	**Abhishek Nagar**
Chairman and Director	Chief Finance Officer and Director	Director	Company Secretary
DIN : 10486912	DIN :07195652	DIN-05253556	Membership No.: F9029
Place: Coimbatore	Place: Gurugram	Place: Gurugram	Place: Gurugram
Date: 29th May 2024	Date: 29th May 2024	Date: 29th May 2024	Date: 29th May 2024