



ANNUAL REPORT 2022-23

TML BUSINESS SERVICES LIMITED

CIN: U72100MH1972PLC015561

A SUBSIDIARY OF TATA MOTORS LIMITED

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CORPORATE INFORMATION

2022-23

BOARD OF DIRECTORS	
MR RAVINDRA KUMAR G P <i>(NON-EXECUTIVE DIRECTOR & BOARD CHAIRMAN)</i>	DR VAIJAYANTI PANDIT <i>(INDEPENDENT DIRECTOR)</i>
MR G V RAMANAN <i>(NON-EXECUTIVE DIRECTOR)</i>	MR NAGARAJ IJARI <i>(INDEPENDENT DIRECTOR)</i>

SENIOR MANAGEMENT	
CHIEF EXECUTIVE OFFICER & MANAGER <i>(FROM JANUARY 25, 2022)</i>	MR RAVINDRA PETHE
CHIEF FINANCIAL OFFICER <i>(FROM MAY 1, 2021 UPTO JANUARY 20, 2023)</i>	MS SMRITI GOYAL
CHIEF FINANCIAL OFFICER <i>(FROM JANUARY 21, 2023)</i>	MR SUBBARAYAN PRABHU KRISHNAN
COMPANY SECRETARY	MS KAYNAZ SARBHANWALA

REGISTERED OFFICE ADDRESS	
3 RD FLOOR, NANA VATI MAHALAYA, 18, HOMI MODY STREET, HUTATMA CHOWK, MUMBAI 400 001	
CORPORATE OFFICE ADDRESS	
UNIT NO 602 6 TH FLOOR NORTH SIDE ICC DEVI GAURAV TECH PARK SURVEY NO 191 TO 195 OLD PUNE MUMBAI HIGHWAY OPPOSITE VALLABHNAGAR ST STAND PIMPRI PUNE 411 018	
CIN: U72100MH1972PLC015561	Website: www.tmlbsl.com
Telephone No.: +91 020 6711 9201	Email: tmlbsl@tatamotors.com

BUSINESS PRESENCE			
UTTARAKHAND GSTIN: 05AAACM0154A1ZD	DELHI GSTIN: 07AAACM0154A1Z9	UTTAR PRADESH GSTIN: 09AAACM0154A1Z5	JHARKHAND GSTIN: 20AAACM0154A1ZL
GUJARAT GSTIN: 24AAACM0154A1ZD	MAHARASHTRA GSTIN: 27AAACM0154A1Z7	KARNATAKA GSTIN: 29AAACM0154A1Z3	KERALA GSTIN: 32AAACM0154A1ZG
	TAMIL NADU GSTIN: 33AAACM0154A1ZE	TELANGANA GSTIN: 36AAACM0154A1Z8	

AUDITORS	
STATUTORY AUDITOR: M/S. B S R & CO. LLP	SECRETARIAL AUDITOR: M/S. PARIKH & ASSOCIATES

TML BUSINESS SERVICES LIMITED

NOTICE

[Pursuant to Section 101 of the Companies Act, 2013]

Dear Member,

NOTICE IS HEREBY GIVEN THAT THE 52ND ANNUAL GENERAL MEETING OF THE MEMBERS OF TML BUSINESS SERVICES LIMITED is being convened on shorter notice, to be held on Friday, the 16th day of June 2023 from 4 p.m. to 5 p.m. (IST), through video conferencing / other audio visual means, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr Gopal Venkata Ramanan (DIN: 01446016) who retires by rotation and being eligible, offers himself for re-appointment.
3. **TO CONFIRM INTERIM PAYMENT OF DIVIDEND ACCRUED ON 24,35,000, 7% CUMULATIVE REDEEMABLE PREFERENCE SHARES**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT on the recommendation of the Board of Directors of the Company, the Members of the Company, be and hereby, approve and confirm interim payment of accumulated dividend of ₹70/- per share, aggregating to a total of ₹17,04,50,000/- (Rupees Seventeen Crore Four Lakh and Fifty Thousand Only), on fully paid-up 24,35,000 7% Cumulative Redeemable Preference Shares ('CRPS') of face value ₹100/- each, being accrued at 7% annual coupon rate in the books of accounts of the Company, for a period of 10 years commencing from April 1, 2012 upto March 31, 2022, to the registered Preference Shareholders of the Company, as per the Resolution passed by the Board of Directors at its meeting held on October 20, 2022.”

4. **TO CONFIRM PAYMENT OF INTERIM DIVIDEND ON CRPS AND EQUITY SHARES**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT on the recommendation of the Board of Directors of the Company, the Members of the Company, be and hereby, approve and confirm payment of 100% interim dividend to the holders of fully paid-up 7% Cumulative Redeemable Preference Shares ('CRPS') of face value ₹100/- each, being ₹7/- per CRPS, aggregating to a total of ₹1,70,45,000/- (Rupees One Crore Seventy Lakh and Forty-Five Thousand Only), and of fully paid-up Equity Shares of face value of ₹10/- each of the Company, being ₹10/- per equity share, aggregating to a total ₹53,05,95,490/- (Rupees Fifty Three Core Five Lakh and Ninety Five Thousand Four Hundred and Ninety Only), to the registered Preference and Equity Shareholders of the Company, respectively, as per the Resolution passed by the Board of Directors at its meeting held on January 19, 2023, and to consider the same as final dividend for the financial year ended on March 31, 2023.”

TML BUSINESS SERVICES LIMITED

5. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company, be and is hereby, granted for payment of 40% final dividend of ₹4/- per equity share, to the holders of 5,30,59,549 fully paid-up Equity Shares of face value of ₹10/- each, aggregating to a total ₹21,22,38,196/- (Rupees Twenty-One Core Twenty-Two Lakh Thirty-Eight Thousand One Hundred and Ninety-Six Only), to the registered Equity Shareholders of the Company, for the financial year ended March 31, 2023.”

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') read with General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021, in relation to 'Clarification on passing of Ordinary and Special Resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and MCA Circulars, the 52nd AGM of the Company is being held through VC/OAVM on Friday, June 16, 2023 at 4 pm (IST). The deemed venue for the AGM will be the Registered Office of the Company, situated at 3rd Floor, Nanavati Mahalaya, 18, Homi Mody Street, Hutatma Chowk, Mumbai 400001.
2. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. Corporate members intending to send their authorized representatives pursuant to the provisions of Section 113 of the Act, to attend the meeting, are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company. The Notice of AGM and Annual Report 2022-23 are also available on the Company's website www.tmlbsl.com.
5. Members attending the AGM through VC/OAVM shall be counted for reckoning the quorum under Section 103 of the Act.

TML BUSINESS SERVICES LIMITED

6. The AGM is being held on shorter notice, pursuant to the provisions of Section 101 of the Act, on the basis of 100% shareholder consent obtained by the Company, from Tata Motors Limited, the holding company, vide letter dated June 1, 2023.
7. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 52nd AGM, members may access the scanned copy of Register of Directors and KMP and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company Secretary at kaynaz.sarbhanwala@tatamotors.com.

By Order of the Board of Directors
TML Business Services Limited

Kaynaz Sarbhanwala
Company Secretary
ACS No.: A34947

Mumbai, May 1, 2023

Registered Office:

3rd Floor, Nanavati Mahalaya,
18, Homi Mody Street,
Hutatma Chowk, Mumbai 400 001
Tel.: +91 20 6711 9201
Email: tmlbsl@tatamotors.com
Website: www.tmlbsl.com
CIN: U72100MH1972PLC015561

TML BUSINESS SERVICES LIMITED

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

AT THE ANNUAL GENERAL MEETING

[Pursuant to Secretarial Standards on General Meetings – (SS-2)]

Particulars	Mr Gopal Venkata Ramanan
Director Identification Number	DIN: 01446016
Date of Birth (Age)	October 4, 1969 (53 years)
Date of First Appointment	June 27, 2021
Educational Qualifications	<ul style="list-style-type: none"> Chartered Accountant (ICAI) Cost & Works Accountant (ICWAI) Program (EFLP) & IMD's (Switzerland) Strategic Finance Program
Experience (including expertise in specific functional areas)	Mr Ramanan is VP – Business Finance of Tata Motors Limited. Prior to that, he was is VP-Finance & Group Controller for the Tata Motors Group. Mr Ramanan has also worked for GE, IL&FS, Coca-Cola and NCR in multiple Finance and Operational Leadership roles.
Directorships held in other companies	<ul style="list-style-type: none"> Tata Motors Insurance Broking and Advisory Services Limited Jaguar Land Rover Technology and Business Services India Pvt. Limited Jaguar Land Rover Slovakia s.r.o. – Supervisory Board Member (Audit Committee)
Memberships / Chairpersonships of statutory committees across companies (i.e. Audit Committee & Stakeholders' Relationship Committee)	Chairperson Audit Committee: <ul style="list-style-type: none"> TML Business Services Limited Member Audit Committee: <ul style="list-style-type: none"> Tata Motors Insurance Broking and Advisory Services Limited Jaguar Land Rover Slovakia s.r.o. – Supervisory Board Member (Audit Committee)
Relationship with other Directors / KMP	Not related to any Director / KMP of the Company
No. of Shares held in the Company	Nil

For other details, such as number of meetings of the Board/Committees attended during the year, remuneration drawn / sitting fees received in respect of the above director please refer to the Board's Report.

By Order of the Board of Directors
TML Business Services Limited

Kaynaz Sarbhanwala
Company Secretary
ACS No.: A34947

Mumbai, May 1, 2023

Registered Office:

3rd Floor, Nanavati Mahalaya,
18, Homi Mody Street,
Hutatma Chowk, Mumbai 400 001
Tel.: +91 20 6711 9201
Email: tmlbsl@tatamotors.com
Website: www.tmlbsl.com
CIN: U72100MH1972PLC015561

BOARD'S REPORT

TO THE MEMBERS TML BUSINESS SERVICES LIMITED

On behalf of the Board of Directors, it is our pleasure to present the 52nd Annual Report together with the Audited Financial Statements of **TML Business Services Limited** ("the Company") bearing Corporate Identification Number (CIN) U72100MH1972PLC015561 for the financial year ended March 31, 2023.

FINANCIAL PERFORMANCE SUMMARY

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

Particulars		(Rs. in crores)	
		FY 2022-23	FY 2021-22
i	Revenue from operations	188.82	153.49
ii	Other Income	7.78	6.42
iii	Total Income / Revenue	196.60	159.91
iv	Less: Cost of Sales	0.30	0.77
v	Gross Profit	196.30	159.14
vi	Less: Overheads	176.89	137.30
vii	Earnings before Exceptional items, Interest, Depreciation and Tax (EBIDTA)	19.41	21.84
viii	Interest (Net)	(5.59)	(33.20)
ix	Depreciation and amortization	5.59	11.20
x	Profit / (Loss) Before Exceptional items and Tax	19.41	43.84
xi	Exceptional items	(24.89)	0.09
xii	Provision for Tax	(43.43)	2.91
xiii	Profit / (Loss) After Tax	87.64	40.84
xiv	Profit / (Loss) brought forward (Net of Adjustment)	87.64	39.49
xv	Profit available for Appropriation	87.64	39.49
APPROPRIATIONS			
	Profit / (Loss) carried forward to Balance Sheet	87.64	39.49

DIVIDEND

During the year, the Board of Directors had approved declaration and payment of interim dividend as detailed hereunder, subject to the approval and confirmation by the shareholders of the Company at the forthcoming 52nd Annual General Meeting of the Company:

- interim payment of accumulated dividend of Rs.70/- per share, aggregating to a total of Rs.17,04,50,000/-, on fully paid-up 24,35,000 7% Cumulative Redeemable Preference Shares ('CRPS') of face value Rs.100/- each, being accrued, at 7% annual coupon rate, in the books of accounts of the Company, for a period of 10 years, commencing from April 1, 2012 upto March 31, 2022, to the registered Preference Shareholders of the Company, as per the Resolution passed by the Board of Directors at its meeting held on October 20, 2022; and

- payment of 100% interim dividend to the holders of fully paid-up 7% CRPS of face value Rs.100/- each, being Rs.7/- per CRPS, aggregating to a total of Rs.1,70,45,000/-, and of fully paid-up Equity Shares of face value of Rs.10/- each of the Company, being Rs.10/- per equity share, aggregating to a total Rs.53,05,95,490/-, to the registered Preference and Equity Shareholders of the Company, respectively, as per the Resolution passed by the Board of Directors at its meeting held on January 19, 2023, and to consider the same as final dividend for the financial year ended on March 31, 2023.

In view of the losses during FY21-22, the Board of Directors had not recommended payment of any dividend on equity shares or on the 7% CRPS.

SUMMARY OF OPERATIONS AND STATE OF COMPANY AFFAIRS

During the year, the Net Revenue from operations of your Company increased by 26.9% from Rs.159.91 crores in FY21-22 to Rs.196.60 crores in FY22-23. Increase in revenue driven by increase business in few service segments by the parent company and International business with Jaguar Land Rover, a fellow subsidiary.

For FY22-23, the Company's Profit before exceptional items and tax stood at Rs.19.41 crores vis-à-vis profit of Rs.43.84 crores in the previous year. During the year the Company has sold certain of its properties situated in Hyderabad and recorded a gain of Rs.24.86 crores. With virtual certainty based on future profits, deferred tax assets on unrecognized business losses has been considered to the extent that losses will be utilized against profits earned in future years of Rs.38.72 crores in FY22-23.

TRANSFER TO RESERVES

The Company will not transfer any amount to the general reserve.

BUSINESS REVIEW

The Company is engaged in the business of providing accounting and business support services to the group companies. The Company is developing skills based on various verticals including Procure to Pay, Order to Cash, Hire to Retire and high end knowledge based verticals like Record to Report, Taxation and Digital and Innovation which are in line with Tata Motors group initiative.

There have been no material changes or commitments, affecting the financial position of the Company, having occurred since the end of the financial year and until the date of this Board's Report.

BUSINESS OUTLOOK

The Company is a wholly owned subsidiary of Tata Motors Limited in accordance with the provisions of the Indian Accounting Standards and the Act. The Company is engaged in the business of providing accounting and business support services to the group companies. The Company is developing skills based on various verticals including procure to pay, order to cash, hire to retire and high end knowledge based verticals like record to report, taxation and digital and innovation which are in line with the Tata Motors Group initiative.

SHARE CAPITAL & DEBT STRUCTURE

Authorised Share Capital of Company	Amount (Rs.)	Amount (Rs.)
A. 133,59,47,194 Equity Shares of face value Rs.10/- each	13,35,94,71,940	

Authorised Share Capital of Company	Amount (Rs.)	Amount (Rs.)
B. 25,00,000 7% Cumulative Redeemable Preference Shares of face value Rs.100/- each	25,00,00,000	
Total Authorised Share Capital of the Company (A+B)		13,60,94,71,940
Paid-Up Share Capital of the Company		
A. Issued, Paid-up & Subscribed 5,30,59,049 Equity Shares of Rs.10/- each, fully paid-up	53,05,90,490	
B. 24,35,000 7% Cumulative Redeemable Preference Shares of Rs.100/- each	24,35,00,000	
Total Paid-up Share Capital of the Company (A+B)		77,40,90,490

The Company has not issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company. As on March 31, 2023, none of the Directors of the Company hold any shares of the Company in their individual capacity.

INVESTOR EDUCATION & PROTECTION FUND (IEPF)

During the year under review, the Company was not liable to make any contributions to the IEPF, on account of the following or otherwise:

- (i) amount of unclaimed/unpaid dividend and the corresponding shares;
- (ii) redemption amount of preference shares;
- (iii) amount of matured deposits, for companies other than banking companies, along with interest accrued thereon;
- (iv) amount of matured debentures along with interest accrued thereon;
- (v) application money received for allotment of any securities and due for refund along with interest accrued;
- (vi) sale proceeds of fractional shares arising out of issuance of bonus shares, merger and amalgamation.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals or Statutory and quasi-judicial bodies impacting the going concern status and the Company's future operations.

RISK MANAGEMENT

The Audit Committee oversees the Company's processes and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

No significant threat is perceived by the Board, which may threaten the existence of the Company. The Company is venturing into new line of business through acquisition. The new business has established list of clients (TML, its domestic and international subsidiaries) with reasonable assurance of business continuity. The Company is also planning for a go to market strategy. Considering cost effective solution more processes are likely to be procured from TML and its subsidiaries.

INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for governance of orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures. The Company's internal control systems commensurate with the nature of its business, the size and complexity of its operations. The Company has an independent in-house Internal Audit ('IA') department headed by Mr Suraj Singh that functionally reports to the Chairman of the Audit Committee, thereby maintaining its objectivity. Internal audit was conducted during FY22-23 as per internal audit plan adopted at the beginning of the financial year.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, secretarial auditors and external consultant(s), including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the year.

HUMAN RESOURCES

An organization is as good as its people. Employees are the most valuable asset for any organization and hence a constant and continuous effort has been made to attract, retain and develop the best talent to achieve our goals and objectives. The prime focus at the Company, in terms of HR practices is on people development and growth, and good employee relations, which means a culture of caring for our people.

The Company observed cordial employee relations during the year.

PREVENTION OF SEXUAL HARASSMENT

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at the workplace, including the constitution of an Internal Complaints Committee, in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder for prevention and redressal of complaints of sexual harassment at the workplace.

During the year, the Company has not received any complaints on sexual harassment.

FIXED DEPOSITS

Your Company has not accepted any fixed / public deposits during the financial period under review.

ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY22-23 is available on Company's website at www.tmlbsl.com.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE

The information on conservation of energy, technology absorption and foreign exchange earnings and outgoing stipulated under Section 134(3)(m) of the Act, read along with Rule 8 of the Companies (Accounts) Rules, 2014, is not applicable to the Company.

HOLDING, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company is to be a wholly owned Subsidiary of Tata Motors Limited in accordance with the provisions of the Indian Accounting Standards and the Act.

BOARD OF DIRECTORS

Sr. No.	Name of Director	DIN	Category	Sitting Fees (Rs.)*	Date of Appointment	Date of Cessation
1.	Mr Ravindra Kumar G P	07108426	Non-Executive Director	Nil	May 1, 2021	-
2.	Mr G V Ramanan	01446016	Non-Executive Director	Nil	June 27, 2021	-
3.	Dr Vaijayanti Pandit	06742237	Independent Director	6,90,000	July 1, 2021	-
4.	Mr Nagaraj Ijari	09390579	Independent Director	6,90,000	January 21, 2022	-

**Total sitting fees paid to Independent Directors for attending meeting of the Board and Board constituted Committees of the Company during the year under review.*

The aforementioned table summarises the Board Composition of the Company, during the period under review, extending upto the date of this Board's Report. As on March 31, 2023, the Board of Directors comprises of 2 Non-Executive Directors (NEDs) and 2 Independent Directors (IDs), namely, Mr Ravindra Kumar GP, NED and Board Chairman, Mr G V Ramanan, NED, Dr Vaijayanti Pandit, ID and Mr Nagaraj Ijari, ID.

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors at their meeting held on January 21, 2022, approved the appointment of Mr Nagaraj Ijari, as an Additional Independent Director, for a tenure of 3 years, commencing from January 21, 2022 upto January 20, 2025. The appointment of Mr Ijari, as an Independent Director was regularized by the Shareholders at the 51st Annual General Meeting of the Company held on June 30, 2022.

Dr Pandit and Mr Ijari, our IDs have given a declaration that they meet the criteria of independence as laid down under Section 149(6) of the Act. In accordance with the provisions of Section 149(8) of the Act, the IDs have abided with the Code of Independent Directors prescribed under Schedule IV of the Act. As a good governance practice, the Board has adopted the Tata Code of Conduct, which represents the values and core principles that guide the conduct of every Tata business. The ethical standards laid down under the Code are adhered to by all Tata Colleagues, including Directors and Key Managerial Personnel of the Company.

The Board of Directors is of the opinion that both the Independent Directors of the Company are persons of integrity, possessing relevant expertise / experience, including proficiency and fulfilling the conditions specified in the Act for appointment as Independent Directors and are independent of the Management.

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr G V Ramanan, Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting of the Company and is eligible for reappointment.

Attention of the Members is invited to the relevant items in the Notice of the 52nd Annual General Meeting, scheduled to be held on July 28, 2023.

KEY MANAGERIAL PERSONNEL

During the year under review and extended upto the date of this Board's Report, the Key Managerial Personnel (KMP) consisted of:

- Mr Ravindra Pethe, Manager & Chief Executive Officer (from January 25, 2022);
- Ms Smriti Goyal, Chief Financial Officer (from May 1, 2021 upto January 20, 2023)
- Mr Subbarayan Prabhu Krishnan, Chief Financial Officer (from January 21, 2023); and
- Ms Kaynaz Sarbhanwala, Company Secretary.

During the year, there was no change in the position of the Company Secretary of the Company, who is on deputation from Tata Motors Limited and does not receive any remuneration from the Company.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 19, 2023 took on record the resignation of Ms Smriti Goyal, as a KMP of the Company functioning in the capacity of Chief Financial Officer with effect from January 20, 2023, and appointed Mr Subbarayan Prabhu Krishnan, as a KMP of the Company to function in the capacity of Chief Financial Officer with effect from January 21, 2023.

All the aforementioned KMPs are on deputation from TML or its Group of Companies and except for Mr Ravindra Pethe and Mr Subbarayan Prabhu Krishnan, none of the KMPs receive any remuneration from the Company. Given below are certain details pertaining to the payment of Managerial Remuneration to Mr Pethe and Mr Krishnan for FY22-23, on a *pro rata* basis, during their respective tenure as the Manager and CEO and CFO of the Company:

(In ₹)

Particulars	Remuneration Paid / Payable for FY22-23	
	Mr Ravindra Pethe	Mr Subbarayan Prabhu Krishnan
	From April 1, 2022 to March 31, 2023	From January 21, 2023 to March 31, 2023
Basic Salary	25,82,148	4,87,171
Benefits, Perquisites and Allowances	66,91,342 ⁽¹⁾	742,649
Commission, Bonus and Performance Linked Incentive Remuneration (Variable Pay)	-	-
Retirement Benefits ⁽²⁾	309,858	58,460
Stock Option / Sweat Equity	-	-
Total Remuneration	95,83,348⁽³⁾	12,88,280

(1) Includes leave encashment of Rs.77,841/-.

(2) Comprises contribution to Provident Fund as per the Rules of the Company

(3) Total Remuneration paid / payable is as per provisions of Section 198 read with Schedule V of the Act and is in accordance with the Special Resolution passed by the Shareholders' at the 51st AGM held on June 30, 2022.

GOVERNANCE GUIDELINES ON BOARD EFFECTIVENESS

The Company adopted Governance Guidelines on Board Effectiveness, based on the recommendation of the Nomination and Remuneration Committee. The Governance Guidelines cover aspects relating to the composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, the term/ tenure of a Director, retirement age criteria and constitution of various Committees of the Board. It also prescribes guidelines for nomination, appointment, induction and development of Directors, Directors' remuneration, Code of Conduct, Board Effectiveness review and mandates for Board Committees.

SELECTION AND PROCEDURE FOR NOMINATION AND APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board, based on the industry and strategy of the Company. The Board composition analysis reflects in-depth understanding of the Company, including its strategies, environment, operations, financial condition and compliance requirements.

The Nomination and Remuneration Committee is responsible for reviewing and vetting the resumes of potential candidate's vis-à-vis the required competencies (undertake a reference, due diligence and meeting potential candidates, prior to making recommendations of their nomination to the Board).

CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of Section 178 (3) of the Act, which is annexed as **Annexure 1**.

REMUNERATION POLICY

The Company has in place a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act, which is annexed as **Annexure 2**.

The Board has approved the payment of sitting fees to Independent Directors of Rs.50,000/- for attendance at each meeting of the Board, Audit Committee and Nomination and Remuneration Committee and Rs.20,000/- for participating in the annual Independent Directors Meeting as well as other special need based committees, is paid to Independent Directors. The Company also reimburses out-of-pocket expenses to Independent Directors attending meetings held at a city other than the one in which the Directors resides.

For details on sitting fees paid to Independent Directors for FY22-23, kindly refer to **"Boards of Directors"** section of this Board's Report. No commission is paid to the Directors for FY22-23.

CORPORATE GOVERNANCE – DISCLOSURES

Pursuant to the provisions of Schedule V of the Companies Act, 2013 and consequent to the appointment of Mr Ravindra Pethe as the Manager & CEO of the Company for a period of 3 years commencing from January 25, 2022 and for the details pertaining to all elements of the Manager & CEO's remuneration package, including details of the fixed component and performance linked incentives along with the performance criteria, as well as the terms of the service contract, notice period, severance fees, if any, you are requested to kindly refer to the **"Key Managerial**

Personnel” section of the Board’s Report read with details contained in **Annexure 2** of the Board’s Report.

Although the Company does not have an Employee Stock Option Scheme for any its employees or directors, certain senior employees or directors of the Company are eligible for being considered as participants under the Employees Stock Option Plan (‘ESOP’) or Performance Share Award Plan (‘PSP’) and such other Long Term Incentive Plan (‘LTIP’) of Tata Motors Limited, the holding company, on the basis of their exemplary performance.

BOARD EVALUATION

Pursuant to the provisions of the Act, the Board carries out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees through structured self-assessment questionnaires and meetings.

The structured questionnaires are sent to all Directors for the purpose of Board evaluation, covering various aspects of the functioning of the Board and Committees thereof, including contribution and monitoring of corporate governance practices, such as degree of fulfilment of key responsibilities, its structure and composition of the Board and Committees, effectiveness of its processes, information and functioning, its culture and dynamics and the quality of its relationship with the Management.

Similarly, self-assessment questionnaires are sent to individual Directors, covering various aspects for evaluating attendance, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior / judgement and contribution at the Meetings and guidance / support to the management outside Meetings. In addition, the Chairman of the Board is also evaluated on key aspects of his role. The Chairman of the Board has one-on-one meetings with the Directors.

This is followed up by a Board meeting, at which the feedback received from the Directors on the performance of the Board, its Committees and individual Directors is discussed. The Board discusses the relevant feedback received from the Directors with respect to the management on certain areas of improvement that the management could undertake for having a more cohesive and effective Board.

The Board Evaluation for FY22-23 was conducted on March 31, 2023. Also during FY22-23, a separate meeting of Independent Directors was held on March 31, 2023, as mandated under Schedule IV of the Act, wherein performance of Non-Independent Directors, performance of the Board as a whole and performance of the Board Chairman was evaluated, taking into account the views of Non-Executive Directors. Dr Pandit and Mr Ijari were both present for this Annual Independent Directors Meeting held on March 31, 2023.

BOARD MEETINGS

During the year, 6 Board meetings were held on May 9, 2022, July 21, 2022, September 22, 2022, October 20, 2022, January 19, 2023 and March 31, 2023. The details of Board composition and attendance of the Directors at Board Meetings and other relevant details are as given below:

Sr. No.	Name	Designation	Meetings attended
1	Mr Ravindra Kumar G P	Non-Executive Chairman	5
2	Mr G V Ramanan	Non-Executive Director	6
3	Dr Vaijayanti Pandit	Independent Director	6
4	Mr Nagaraj Ijari	Independent Director	6

The maximum time-gap between any 2 consecutive meetings did not exceed 120 days.

COMMITTEES OF BOARD

The Company continued to prioritise its role as a corporate citizen and continued to adopt the good practices and standards of Corporate Governance through transparency in business ethics, accountability to its customers, government and others.

The Board has constituted various Committees with specific terms of reference / scope to focus effectively on issues and ensure expedient resolution of diverse matters. The Committees operate as empowered agents of the Board as per their Charter/terms of reference. Targets set by them as agreed with the management are being reviewed periodically and mid-course corrections are carried out. The Board of Directors and the Committees also take decisions by the Circular Resolutions which are noted at the next Committee meeting. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions / noting.

The details of Committee composition and meetings held during the year are as under:-

A. AUDIT COMMITTEE

The Audit Committee is constituted and functions, in accordance with the provisions of Section 177 of the Act. As on March 31, 2023, the Audit Committee comprises of 2 Independent Directors and 1 Non-Executive Director, namely, Mr G V Ramanan, as Committee Chairperson, Dr Vijayanti Pandit and Mr Nagaraj Ijari as Members, all of whom are financially literate having relevant finance and/or audit exposure. The quorum of the Committee is two members or one-third of its members, whichever is greater. The Chairperson of the Audit Committee briefs the Board members about the significant discussions at the Audit Committee meetings.

During the year, the Committee held 5 meetings on May 9, 2022, July 21, 2022, October 20, 2022, January 19, 2023 and March 31, 2023. The Chairperson of the Audit Committee also attended the last AGM of the Company. The composition of the Audit Committee during the year under review and attendance at its meetings is as follows:

Sr. No.	Name	Chairman/ Members	Meetings Attended
1	Mr G V Ramanan	Non-Executive Chairman	5
2	Dr Vijayanti Pandit	Independent Director, Member	5
3	Mr Nagaraj Ijari	Independent Director, Member	5

The Committee meetings are attended by the Managing Director, CEO / CEO & Manager, Chief Financial Officer, Head of Accounts, HR Head, Internal Auditor and Statutory Auditor. During the year Mr Ravindra Kumar GP, as an invitee, attended the Audit Committee Meeting held on January 19, 2023. The Company Secretary acts as the Secretary to the Audit Committee and all other Board constituted committees of the Company. Further, during the year under review, all recommendations made by the Audit Committee have been accepted by the Board.

Vigil Mechanism: The Board of Directors have established a Vigil Mechanism and adopted a Whistle-Blower Policy, which provides a formal mechanism for all employees and directors of the Company to approach the Management of the Company and make protective disclosures to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The disclosures reported, are addressed in the manner and within the time frames prescribed in the Policy. A copy of the Policy is available on the website of the Company at www.tmbsl.com.

B. NOMINATION & REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (“NRC”) of the Board, is constituted and functions, in accordance with the provisions of Section 178 of the Act. As on March 31, 2023, the Committee comprises of 1 Non-Executive Director and 2 Independent Directors. The quorum of the Committee is two members or one-third of its members, whichever is greater. The Chairperson of the NRC briefs the Board members about the significant discussions that transpired at the Committee meetings.

During the year, the Committee held 1 meeting on May 31, 2023. The Chairperson of the Committee also attended the last AGM of the Company. The composition of the NRC as on March 31, 2023 and attendance at its meetings is as follows:

Sr. No.	Name	Chairman/ Members	Meetings attended
1	Dr Vaijayanti Pandit	Independent Director, Chairperson	1
2	Mr Ravindra Kumar G P	Non-Executive Director, Member	1
3	Mr Nagaraj Ijari	Independent Director, Member	1

C. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Board of Directors at its meeting held on May 16, 2017 constituted the CSR Committee, pursuant to the provisions of Section 135 of the Act, to formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act, to recommend the amount of expenditure to be incurred on the CSR activities, to monitor the CSR Policy of the Company from time to time and to ensure that the activities as are included in the CSR Policy of the Company are undertaken by the Company.

The Committee at its meeting held on May 9, 2022, has formulated and recommended the adoption of a revised CSR Policy to the Board of Directors for FY22-23. The Board of Directors at its meeting held on May 9, 2022 adopted the revised CSR Policy duly recommended by the Committee. The CSR Policy is available on the Company’s website at www.tmlbsl.com.

The Members are requested to note that because of non-profitability during the past three financial years, the Company was not liable to undertake any CSR expenditure during FY22-23. As on March 31, 2023, the Committee comprises of 1 Non-Executive Director and 2 Independent Directors. The quorum of the Committee is two members or one-third of its members, whichever is greater. The Chairperson of the CSR Committee briefs the Board members about the significant discussions that transpire at the Committee meetings.

During the year, the Committee held 1 meeting on January 21, 2022. The Chairperson of the Committee also attended the last AGM of the Company. The composition of the CSR Committee as on March 31, 2022 and attendance at its meeting is as follows:

Sr. No.	Name	Chairman/ Members	Meetings attended
1	Dr Vaijayanti Pandit	Independent Director, Chairperson	1
2	Mr Nagaraj Ijari	Independent Director, Member	1
3	Mr G V Ramanan	Non-Executive Director, Member	1

However, pursuant to the provisions of Section 135 of the Act read together with the Companies (CSR Policy) Rules, 2014, the brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in the Annual Report on CSR Activities, appended herein as **Annexure 3 and 4** to this Report.

D. OTHER COMMITTEES AND POLICY MATTERS OF THE BOARD ARE AS UNDER:

The Company has formed an **Apex Committee** in line with the Tata Code of Conduct to address issues of sexual harassment at the work place.

The Company abides by the Tata Code of Conduct and as a good corporate governance practice.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standard.

RELATED PARTY TRANSACTIONS

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business, priced on an arm's length basis and in compliance with the applicable provisions of the Act. A reference may please be made to Note 33 of Schedule to the Financial Statements which shows the information regarding related parties and transactions with them.

There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee for approval. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a yearly basis, specifying the nature, value and terms and conditions of the transactions.

There have been no materially significant related party transactions between the Company and Directors, the Management or their relatives. The particulars of transactions required to be reported in Form AOC-2 is contained in **Annexure 5**.

AUDITORS

STATUTORY AUDITORS

M/s. BSR & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 101248W/W-100022) were re-appointed as the Statutory Auditors of the Company, to examine and audit the accounts of the Company for a second consecutive term of five years to hold office from the conclusion of 51st AGM held on June 30, 2022, until the conclusion of the 56th AGM of the Company to be held in the year 2027.

M/s. BSR & Co. LLP, under Section 139(1) of the Act and the Rules framed thereunder have furnished a certificate of their eligibility and consent for re-appointment for a second consecutive term of five years.

The report of the Statutory Auditors along with notes to Schedules is enclosed in this annual report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Parikh & Associates, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as **Annexure 6**.

The Secretarial Audit Report does not contain any qualifications, reservation or adverse remarks.

COST AUDIT

Pursuant to the provisions of Section 148(1) of the Act read together with amendments in the Companies (Cost Records and Audit) Rules, 2014 ("the Rules") issued by the Ministry of Corporate Affairs (MCA) vide notification dated December 31, 2014, the Company is not required to maintain and submit cost records for FY22-23.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS, BY THE COMPANY

During FY22-23 the Company has not obtained any Loans, Guarantees or Investments.

Furthermore, during FY22-23 the Company has not given any loans, guarantees or made any investments in any other Company, other than investment by way of Inter Corporate Deposits given to Tata Motors Limited and to Tata Precision Industries (India) Limited, pursuant to the provisions of Section 186 of the Act as mentioned in the notes to accounts.

SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

PARTICULARS OF EMPLOYEES

A statement containing the particulars of top 10 employees and employees drawing remuneration of more than Rs.1.02 crores during the year or Rs.8.5 lakhs per month during any part of the said year as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure 7**. None of the employees listed in the said Annexure hold any Equity Shares in the Company nor are related to any Director or Manager of the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis comprising of an overview of the financial results, operations / performance and the future prospects of the Company is included under 'Financial Performance', 'Summary of operations', 'Industry Scenario', 'Business Review' and 'Business Outlook', of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

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

- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

The Directors also thank the clients, vendors, bankers, shareholders and advisers of the Company for their continued support.

The Directors also thank the Central and State Governments as well as other statutory authorities for their continued support.

On behalf of the Board of Directors
TML Business Services Limited

Mr Ravindra Kumar GP
Chairperson
DIN: 07108426

Date : May 1, 2023
Place : Mumbai

Criteria for determining Qualifications, Positive Attributes and Independence of Directors

[Pursuant to Section 178 (3) of the Companies Act, 2013]

1. DEFINITION OF INDEPENDENCE

“An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b) (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (e) who, neither himself nor any of his relatives -
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent. or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or who possesses such other qualifications as may be prescribed.”

Current and ex-employees of a Tata Company may be considered as independent only if he/she has or has had no pecuniary relationship with any Tata company (due to employment/receipt of monthly pension by way of Special Retirement Benefits/holding consultant or advisor positions) during the two immediately preceding financial year.

2. QUALIFICATIONS OF DIRECTORS

- 1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- 2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- 3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- 4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- 5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- 6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

3. POSITIVE ATTRIBUTES OF DIRECTORS

Directors are expected to comply with duties as provided in the Act. For reference the duties of the Directors as provided by the Act are as follows:

- 1) *"Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.*
- 2) *A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.*
- 3) *A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.*
- 4) *A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.*
- 5) *A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.*

- 6) *A director of a company shall not assign his office and any assignment so made shall be void.*
- 7) *If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.”*

Additionally, the Directors on the Board of a Tata Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal skills and soundness of judgment.

Independent Directors are also expected to abide by the ‘Code for Independent Directors’ as outlined in Schedule IV to section 149(8) of the Act. The Code specifies the guidelines of professional conduct, role and function and duties of Independent Directors. The guidelines of professional conduct specified in the Code are as follows:

“An independent director shall:

1. *uphold ethical standards of integrity and probity;*
2. *act objectively and constructively while exercising his duties;*
3. *exercise his responsibilities in a bona fide manner in the interest of the company;*
4. *devote sufficient time and attention to his professional obligations for informed and balanced decision making;*
5. *not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;*
6. *not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;*
7. *refrain from any action that would lead to loss of his independence;*
8. *where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;*
9. *assist the company in implementing the best corporate governance practices.”*

On behalf of the Board of Directors
TML Business Services Limited

Mr Ravindra Kumar GP
Chairperson
DIN: 07108426

Date : May 1, 2023
Place : Mumbai

REMUNERATION POLICY FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The philosophy for remuneration of directors, Key Managerial Personnel (“KMP”) and all other employees of TML Business Services Limited (Formerly known as Concorde Motors (India) Limited) (“the company”) is based on the commitment of fostering a culture of leadership with trust. The remuneration policy is aligned to this philosophy.

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 (“**Act**”). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee (“**NRC**”) shall consider the factors laid down under Section 178(4) of the Act, which are as under:

“(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.”

Key principles governing this remuneration policy are as follows:

➤ **Remuneration for Independent Directors and Non-Independent Non-Executive Directors:**

- Independent directors (“ID”) and non-independent non-executive directors (“NED”) may be paid sitting fees (for attending the meetings of the Board and of committees of which they may be members) and commission within regulatory limits.
- Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and approved by the Board.
- Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate directors aligned to the requirements of the company (taking into consideration the challenges faced by the company and its future growth imperatives).
- Overall remuneration should be reflective of size of the company, complexity of the sector/ industry/ company’s operations and the company’s capacity to pay the remuneration.
- Overall remuneration practices should be consistent with recognized best practices.
- Quantum of sitting fees may be subject to review on a periodic basis, as required.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.
- The NRC will recommend to the Board the quantum of commission for each director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and committee meetings, individual contributions at the meetings and contributions made by directors other than in meetings.
- In addition to the sitting fees and commission, the company may pay to any director such fair and reasonable expenditure, as may have been incurred by the director while performing his/

her role as a director of the company. This could include reasonable expenditure incurred by the director for attending Board/ Board committee meetings, general meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training (organized by the company for directors) and in obtaining professional advice from independent advisors in the furtherance of his/ her duties as a director.

➤ **Remuneration for Managing Director (“MD”)/ Executive Directors (“ED”)/ KMP/ rest of the employees¹**

The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:

- Market competitive (market for every role is defined as companies from which the company attracts talent or companies to which the company loses talent)
- Driven by the role played by the individual,
- Reflective of size of the company, complexity of the sector/ industry/ company’s operations and the company’s capacity to pay,
- Consistent with recognized best practices and
- Aligned to any regulatory requirements.
- In terms of remuneration mix or composition,
 - The remuneration mix for the MD/ EDs is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
 - Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
 - In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The company also provides all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance.
 - The company provides retirement benefits as applicable.
 - In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the Board or the NRC and approved by the Board.
 - In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the company provides MD/ EDs such remuneration by way of an annual incentive remuneration/ performance linked bonus subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that may be considered for determination of the extent of this component are:
 - Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time;
 - Industry benchmarks of remuneration; and
 - Performance of the individual.

¹ Excludes employees covered by any long term settlements or specific term contracts. The remuneration for these employees would be driven by the respective long-term settlements or contracts.

- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

➤ **Remuneration payable to Director for services rendered in other capacity**

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such director in any other capacity unless:

- a) The services rendered are of a professional nature; and
- b) The NRC is of the opinion that the director possesses requisite qualification for the practice of the profession.

➤ **Policy Implementation**

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

On behalf of the Board of Directors
TML Business Services Limited

Mr Ravindra Kumar GP
Chairperson
DIN: 07108426

Date : May 1, 2023
Place : Mumbai

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

As an integral part of our commitment to Good Corporate Citizenship, we at TML Business Services Limited (“the Company”) believe in actively assisting in the improvement of the quality of life of the people in the communities, giving preference to local areas around our business operations. We shall continue to, relentlessly strive in our endeavor of nation-building, sustainable development, accelerated inclusive growth and social equity.

The Company is a part of the Tata Group, which is a global force, for not only doing good business, but being in the business of doing good for society. We shall strategically integrate the shouldering of our Social Responsibility with our pursuit of Business Excellence. Towards achieving long-term stakeholder value creation, the Company shall always continue to respect the interests of and be responsive towards its key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized; focused on *inter alia* the Scheduled Castes and Scheduled Tribes, and the society at large.

In our CSR journey towards achieving human development and excellence, we shall endeavor to deploy TATA Group CSR Programs (GCP's) and drive Affirmative Action (AA) agenda and other international development goals like Sustainable Development Goals (SDGs), in line with Schedule VII of the Companies Act, 2013 as recommended by the CSR Committee of the Board and approved by the Board from time to time.

In order to leverage the demographic dividend of our country, the Company's CSR efforts shall focus on Health, Education, Employability and Environment interventions for relevant target groups, ensuring diversity and giving preference to needy and deserving communities inhabiting urban India. The Company shall also develop a CSR annual action plan covering details of the program, manner of execution, modality of utilization, monitoring and reporting mechanism, and impact assessment, wherever applicable.

The corpus to be spent by the Company on CSR shall include atleast 2% of the average net profits of its operations for preceding three financial years. Any surplus arising out of the CSR projects or programs or activities shall not form part of business profits of the Company.

CSR at the Company shall be underpinned by 'More from Less for More People' philosophy which implies striving to achieve greater impacts, outcomes and outputs of our CSR projects and programmes by judicious investment and utilization of financial and human resources, engaging in like-minded stakeholder partnerships for higher outreach benefitting more lives. The Company shall disburse milestones linked payment, if any, to the CSR implementing partners.

We shall continue to nurture a vibrant culture of volunteering in our aspiration to leverage our core competencies and managerial, technological capabilities for CSR. We shall strive to bring innovation to our CSR initiatives and optimize their effectiveness while seeking to create a measurable impact of our CSR activities.

Date : May 1, 2023
Place : Mumbai

Mr Ravindra Kumar GP
Board Chairperson
DIN: 07108426

In case of Profitability the proposed CSR Programs and Projects along-with modality and schedule are:-

Cat.	CSR Programs	Sr. No.	CSR Projects	Reference Sr. No. of Schedule VII	Implementation Modality	Implementation Schedule			
						Q1	Q2	Q3	Q4
A	EMPLOYABILITY Kaushalya* (3)	1	Training in Technical & Automotive Trades	ii	DIR, TIAI, TIAE	•	•	•	•
		2	Training in Agriculture & allied trades	ii	TIAI, TIAE	•	•	•	•
		3	Training in Non-Automotive Trades	ii	TIAE	•	•	•	•
B	EDUCATION Vidyadhanam* (6)	4	Scholarships for secondary education / Financial Aid to Engineering students	ii	DIR, TIAE, BP	•	•	•	•
		5	Fellowships	ii	DIR, TIAE	•	•	•	•
		6	Special coaching classes for secondary education & competitive entrance exams such as IIT-JEE	ii	TIAI, TIAE	•	•	•	•
		7	Co-Curricular activities	ii	TIAI, TIAE	•	•	•	•
		8	School Infrastructure improvement & institutional	ii	DIR, TIAE, GOVT	•	•	•	•
		9	School Fee Subsidy	ii	DIR, TIAI	•	•	•	•
C	HEALTH Aarogya (4)	10	Combating Infant and Child Malnutrition	i	TIAI, TIAE	•	•	•	•
		11	Health awareness program for women	i	TIAI, TIAE	•	•	•	•
		12	Preventive and curative health services & Institutional	i	DIR, TIAI, TIAE, GOVT	•	•	•	•
		13	Drinking Water - SMDF – Amrutdhara	i	TIAI	•	•	•	•
D	ENVIRONMENT Vasundhara (2)	14	Tree Plantation	iv	DIR, TIAE	•	•	•	•
		15	Creating Environmental Awareness & Adoption of Environmental Friendly practices	iv	DIR, TIAE	•	•	•	•

Cat.	CSR Programs	Sr. No.	CSR Projects	Reference Sr. No. of Schedule VII	Implementation Modality	Implementation Schedule			
						Q1	Q2	Q3	Q4
E	OTHERS	16	Need Based (Contribution to Prime Ministers National Relief Fund); Contribute to Tata Relief Committee for Disaster Response and COVID 19 relief efforts & aligning to Schedule VII. Special projects by convergence of Govt. Schemes like Integrated Village Development Fund.	viii	DIR or TIAI or TIAE or BP, GOVT	•	•	•	•

Abbreviation	Description
DIR	Direct: TML Business Services Limited
TIAI	Through Implementation Agency Internal: Company promoted Trust, Society
TIAE	Through Implementation Agency External: NGOs - Trusts, Societies, Section 8 Companies, Academic & Research Institutes, Skill Development Agency, Other Resource Agencies
BP	Business Partners: Dealers, Vendors, Service Providers
GOVT	Government Agencies (Both Central and State)

NOTE : 1. * TATA Affirmative Action Program (TAAP) is focused on reducing inequalities faced by socially backward groups (Ref. Sr. No. iii of Schedule VII of the Companies Act, 2013)

2. All the projects will be implemented Pan India, on need basis.

ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

A brief outline of the company's CSR policy, including overview of the projects or programmes proposed to be undertaken and reference to the web-link to the CSR Policy and projects or programmes:

1. Brief Outline of CSR Policy of the Company:

- (i) **Outline of CSR Policy:** As an integral part of our commitment to good corporate citizenship, the Company believes in actively assisting in improvement of the quality of life of people in communities, giving preference to local areas around our business operations. Towards achieving long-term stakeholder value creation, we shall always continue to respect the interests of and be responsive towards our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and marginalized; focused on inter alia the Scheduled Castes and Scheduled Tribes, and the society at large. In order to leverage the demographic dividend of our country, the Company's CSR efforts shall focus on Health, Education, Environment and Employability interventions for relevant target groups, ensuring diversity and giving preference to needy and deserving communities inhabiting urban India. CSR at the Company shall be underpinned by 'More from Less for More People' philosophy which implies striving to achieve greater impacts, outcomes and outputs of our CSR projects and programmes by judicious investment and utilization of financial and human resources, engaging in like-minded stakeholder partnerships for higher outreach benefitting more lives.

Weblink for the CSR Policy of the Company: <https://www.tmlbsl.com/wp-content/themes/tmlbsl/pdf/Corporate-Social-Responsibility-Policy.pdf>

- (ii) **CSR Projects:** 1. Aarogya (Health): Addressing child malnutrition; health awareness for females; preventive & curative health services and institutional strengthening, drinking water projects; 2. Vidyadhanam (Education): Scholarships; Special coaching classes for secondary school students; IIT-JEE & competitive exams coaching, school infrastructure improvement; co-curricular activities; financial aid to engineering students, 3. Kaushalya (Employability): Divers training – novice and refresher; ITI partnership & allied-auto trades; Motor Mechanic Vehicle (MMV); Training in retail, hospitality, white goods repair, agriculture & allied trades; 4. Vasundhara (Environment): Tree plantation, environmental awareness for school students. 5: Rural Development such as Integrated Village Development Programme (IVDP) in partnership with Sahabhag - CSR cell of Government of Maharashtra. However, the Company was not liable to undertake any CSR Projects during FY22-23, due to non-profitability during the last 3 financial years.

2. The Composition of the CSR Committee:

Sr. No.	Name of the 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	Dr. Vaijayanti Pandit	Non-Executive, Independent Director, Chairperson of the Committee	1	1
2	Mr. Nagaraj Ijari	Non-Executive, Independent Director [Member of the Committee]	1	1

Sr. No.	Name of the 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
3	Mr G V Ramanan	Non-Executive, Non-Independent Director [Member of the Committee]	1	1

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:

Web-link for Composition of CSR committee:

<https://www.tmlbsl.com/wp-content/themes/tmlbsl/pdf/Board-of-Directors-Management-Leadership-Website.pdf>

Web-link for CSR Policy and CSR Projects, approved by the Board:

<https://www.tmlbsl.com/wp-content/themes/tmlbsl/pdf/Corporate-Social-Responsibility-Policy.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of subrule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not applicable, since impact assessment is to be carried out for projects above Rs.1 crores per annum. In FY22-23, none of the CSR projects undertaken fall above the value of Rs.1 crores. Hence no impact assessment was undertaken.

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: Not applicable

Sr. No.	Financial year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
	Not Applicable		

6. Average Net Profit of the company for last three financial years as per Section 135(5): Nil.

7. (a) Two percent of average net profit of the company as per section 135(5): Not applicable in view of loss.

(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): Nil

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. 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 transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	NA											
	Total						Nil	Nil				

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. 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 implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Drivers Training	Driver Training Program	Yes	Pan India		Rs.16.03 lakhs	Yes	Hubert Ebnert India Pvt. Limited	-
	Total					Rs.16.03 lakhs			

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Not applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs.16.03 lakhs

(g) Excess amount for set off, if any: Not applicable

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil (due to loss)
(ii)	Total amount spent for the Financial Year	16,03,780
(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:

Sr. 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.		Nil	Nil				
	Total	Nil	Nil				

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sr. 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								
	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):

(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).

There was no creation or acquisition of capital assets through the Company's CSR spent during FY22-23.

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): Not applicable in view of loss.

On behalf of the Board of Directors
TML Business Services Limited

TML Business Services Limited

Mr Ravindra Pethe
Manager & Chief Executive Officer
PAN: ABMPP9914B

Dr Vaijayanti Pandit
CSR Committee Chairperson
DIN: 06742237

Date : May 1, 2023

Place : Mumbai

FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 9(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at Arms' Length basis - Nil

2. Details of material contracts or arrangements or transactions at Arms' length basis : #

Sr. No.	Name(s) of the Related Party and nature of relationship	Nature of contract/ arrangement/ transaction	Duration of contract/ arrangement/ transaction	Salient terms including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Tata Motors Limited - Holding Company	Provision of Delivery function services	April 1, 2022 to March 31, 2023	Rs.58.84 Crores	NA	NIL
2	Tata Motors Limited - Holding Company	Rendering of Logistics Services	April 1, 2022 to March 31, 2023	Rs.31.60 Crores	NA	NIL
3	Tata Motors Limited - Holding Company	Provision of Digital Project services	April 1, 2022 to March 31, 2023	Rs.8.16 Crores	NA	NIL
4	Tata Motors Limited - Holding Company	Interest Received on Inter Corporate Deposits	April 1, 2022 to March 31, 2023	Rs.8.05 Crores	NA	NIL
5	Tata Motors Limited - Holding Company	Provision of Control Testing services	April 1, 2022 to March 31, 2023	Rs.2.36 Crores	NA	NIL
6	Tata Motors Limited - Holding Company	Availing of business support service	April 1, 2022 to March 31, 2023	Rs.0.54 Crores	NA	NIL
7	Tata Motors Limited - Holding Company	Providing of Workstation (Income)	April 1, 2022 to March 31, 2023	Rs.0.41 Crores	NA	NIL
8	Tata Motors Limited - Holding Company	Payment of Rent for use of Premises	April 1, 2022 to March 31, 2023	Rs.0.28 Crores	NA	NIL
9	Tata Motors Limited - Holding Company	Availing of IT services	April 1, 2022 to March 31, 2023	Rs.0.18 Crores	NA	NIL
10	Tata Motors Passenger Vehicles Limited	Provision of Delivery function services	April 1, 2022 to March 31, 2023	Rs.23.26 Crores	NA	NIL
11	Tata Motors Passenger Vehicles Limited	Rendering of Logistics Services	April 1, 2022 to March 31, 2023	Rs.16.42 Crores	NA	NIL
12	Tata Motors Passenger Vehicles Limited	Provision of Control Testing services	April 1, 2022 to March 31, 2023	Rs.2.04 Crores	NA	NIL
13	Tata Motors Passenger Vehicles Limited	Provision of Digital Project services	April 1, 2022 to March 31, 2023	Rs.1.59 Crores	NA	NIL
14	Tata Motors Passenger Vehicles Limited	Payment of Rent for use of Premises	April 1, 2022 to March 31, 2023	Rs.0.15 Crores	NA	NIL
15	Jaguar Land Rover Limited, UK	Provision of Delivery function services	April 1, 2022 to March 31, 2023	Rs.33.27 Crores	NA	NIL

Sr. No.	Name(s) of the Related Party and nature of relationship	Nature of contract/ arrangement/ transaction	Duration of contract/ arrangement/ transaction	Salient terms including the value, if any	Date of approval by the Board	Amount paid as advances, if any
16	Jaguar Land Rover Limited, UK	Provision of Control Testing services	April 1, 2022 to March 31, 2023	Rs.3.33 Crores	NA	NIL
17	Tata Consultancy Services Limited	Availing of Services (OTON)	April 1, 2022 to March 31, 2023	Rs.22.29 Crores	NA	NIL

Pursuant to Notification dated August 14, 2014 issued by the Ministry of Corporate Affairs, New Delhi [G.S.R. 590 (E)]

On behalf of the Board of Directors
TML Business Services Limited

Mr Ravindra Kumar GP
Chairperson
DIN: 07108426

Date : May 1, 2023
Place : Mumbai

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

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

To,
The Members,
TML Business Services Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TML Business Services 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 our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, to the extent the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable to the Company during the audit period)
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; (Not applicable to the Company during the audit period)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (ii) Other laws applicable specifically to the Company namely:
 - (a) The Central Motor Vehicle Rules 1989 as amended in 2003 (Under The Motor Vehicle Act, 1988 as amended in 2001)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.

During the period under review and as per the explanations given and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, secretarial standards etc.

We further report that:

The Board of Directors of the Company is duly constituted with balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were subject to the compliances of the aforesaid provisions.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are generally adequate systems and internal monitoring processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

We further report that during the audit period the following events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines:

- 1) In accordance with the Order dated 11th March, 2022 passed by the Hon'ble National Company Law Tribunal ('Hon'ble NCLT'), Court No. V, Mumbai Bench, in C.P.(CAA)/7MB - V/ 2022 connected with C.A.(CAA)/255/MB-V/2021 ("said Order") sanctioning the Scheme of Arrangement between TML Distribution Company Limited (Transferor Company) and TML Business Services Limited (Transferee Company) and their respective shareholders ("the Scheme"), the Board of Directors at its meeting held on September 22, 2022 approved initiating implementation of Part C of the Scheme, in the manner set out in Clause 19 of the Scheme, whereby the following activities were carried out by the Company:
 - i. Allotment of Merger Shares in dematerialized form, to the Shareholders of the Transferor Company, i.e. Tata Motors Limited, as on Record Date (i.e. April 30, 2022), in the share exchange ratio of 521 equity shares of Rs.10/- (Rupees Ten only) each credited as fully paid-up of Transferee Company, for every 100 equity shares of Rs.10/- (Rupees Ten only) each being fully paid-up held by such equity shareholder in Transferor Company, resulting in a total allotment of fully paid-up 117,22,50,000 Equity Shares of face value Rs.10/- each, aggregating to Rs.1172,25,00,000/- to Tata Motors Limited;
 - ii. Reduction of Paid-up Equity Share Capital by cancelling and extinguishing up to 128,28,88,145 equity shares of Rs.10/- each, constituting equity share capital of Rs.12,82,88,81,450; and
 - iii. Return the excess paid-up share capital, in the form of cash payment, of an amount of up to Rs.131,82,72,450/-, to Tata Motors Limited, its equity shareholder.
- 2) Consequent to Shareholders approval at the Extraordinary General Meeting held on September 22, 2022, the altered Clause V of the Memorandum of Association of the

Company to reflect the increase in Authorised Share Capital from Rs.13,60,94,71,940/- (Rupees One Thousand Three Hundred and Sixty Crore, Ninety Four Lakh Seventy One Thousand Nine Hundred and Forty Only) divided into 1,33,59,47,194 (One Hundred Thirty Three Crore Fifty Nine Lakh Forty Seven Thousand and One Ninety Four) Equity Shares of Rs.10/- each and 25,00,000 (Twenty Five Lakh) 7% Cumulative Redeemable Preference Shares of Rs.100/- each, to Rs.14,00,00,00,000 /- (Rupees Fourteen Hundred Crore Only) divided into:-

- i. 1,37,50,00,000 (One Hundred Thirty Seven Crore Fifty Lakh) Equity Shares of Rs.10/- each, and
- ii. 25,00,000 (Twenty-Five Lakh) 7% Cumulative Redeemable Preference Shares of Rs.100/- each;

by the creation of additional 3,90,52,806 (Three Crore, Ninety Lakh Fifty Two Thousand Eight Hundred and Six) Equity Shares of Rs.10/- each.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: 01.05.2023

Signature:

Jeenal Jain
ACS No: 43855 CP No: 21246
UDIN: A043855D000289122
PR No.: 1129/2021

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

‘Annexure A’

To,
The Members
TML Business Services Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Parikh & Associates
Company Secretaries

Place: Mumbai
Date: 01.05.2023

Signature:

Jeenal Jain
ACS No: 43855 CP No: 21246
UDIN: A043855D000289122
PR No.: 1129/2021

ANNEXURE 7

Details of Employees pursuant to Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming a part of the Board's Report for the year ended March 31, 2023

Sr. No.	Name of Employee	Designation of the Employee	Age	Nature of employment	Qualification	Experience in years	Date of commencement of employment	Last employment held, before joining the company	Remuneration Received (Gross Salary) (Rs. in Lakhs)
1	Ravindra Vasant Pethe	Senior General Manager	51	Permanent	ICWA	28	Oct 1, 2020	Tata Motors Limited	103.06
2	Dr Pradeep Chatterjee	GM, Digital Transformation	51	Permanent	PhD	28	Oct 1, 2020	Tata Motors Limited	86.34
3	Subbarayan Prabhu Krishnan	General Manager	45	Permanent	Chartered Accountant	20	April 14, 2021	GENPACT India	83.72
4	Achal Paliwal	General Manager	56	Permanent	AMIE Graduate Engineering	17	April 1, 2022	TML Distribution Limited	78.36
5	Edul Rustom Irani	General Manager	39	Permanent	Bachelor of Commerce (Finance)	17	December 14, 2021	UBS Business Solutions India	60.20
6	Pratap Shankarrao Shinde	DGM, Transition	52	Permanent	Master of Management Science - Management	28	Oct 1, 2020	Tata Motors Limited	52.03
7	Ajay Krishanlal Khurana	DGM, Group Controls	47	Permanent	CA (Inter)	16	Oct 1, 2020	Tata Motors Limited	51.39
8	Manish Suresh Narayane	General Manager	45	Permanent	Bachelor of Engineering & PG Diploma in Mgmt.	29	Oct 1, 2020	Tata Motors Limited	50.23
9	Dhanu Kumar	General Manager	55	Permanent	ICWA	29	Oct 1, 2020	Tata Motors Limited	48.08
10	Nisar Ibrahim Mulani	DGM	51	Permanent	Bachelor of Engineering (Mechanical)	16	Oct 1, 2020	Tata Motors Limited	44.65

Note: None of the above Employees hold any Equity Shares in the Company and none of the above employees are related to any Director or Manager of the Company.

On behalf of the Board of Directors
TML Business Services Limited

Mr Ravindra Kumar GP
Chairperson
DIN: 07108426

Date : May 1, 2023
Place : Mumbai

B S R & Co. LLP

Chartered Accountants

8th floor, Business Plaza,
Westin Hotel Campus,
36/3-B, Koregaon Park Annex,
Mundhwa Road, Ghorpadi,
Pune - 411001, India

Telephone: +91 20 6747 7300
Fax: +91 20 6747 7310

Independent Auditor's Report

To the Members of TML Business Services Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of TML Business Services Limited (the "Company") which comprise the balance sheet as at 31 March 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors' report, but does not include the financial statements and 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are 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 state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also

Registered Office:

B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai - 400063

Independent Auditor's Report (Continued)

TML Business Services Limited

includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other

Independent Auditor's Report (Continued)

TML Business Services Limited

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 the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the 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 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 27 to the financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 32(IV) 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.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 32(V) 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 Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Independent Auditor's Report (Continued)

TML Business Services Limited

- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The interim dividend declared and paid by the Company during the year and until the date of this audit report is in compliance accordance with Section 123 of the Act.
- As stated in Note 2(h) 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. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Kalpesh Khandelwal

Partner

Place: Pune

Membership No.: 133124

Date: 01 May 2023

ICAI UDIN:23133124BGYBBJ8805

Annexure A to the Independent Auditor's Report on the Financial Statements of TML Business Services Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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 thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments and granted unsecured loans to companies in respect of which the requisite information is as below:
 - (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided unsecured loans to any other entity as below:

Annexure A to the Independent Auditor's Report on the Financial Statements of TML Business Services Limited for the year ended 31 March 2023 (Continued)

Particulars	Loans (INR Crores)
Aggregate amount during the year	
Subsidiaries*	-
Others	10.00
Balance outstanding as at balance sheet date	
Subsidiaries*	-
Others*	76.30

**As per the Companies Act, 2013*

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion, the terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular except for the loan given to parent Company which is repayable on demand. As informed to us, the Company has received the demanded repayment of the loan during the year except for the outstanding balance of INR 76.30 crores which the Company has not demanded during the year. Thus, there has been no default on the part of the party to whom the money has been lent. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

	Related Parties
Aggregate of loans/advances in nature of loan	
- Repayable on demand (A)	76.30
- Agreement does not specify any terms or period of Repayment (B)	-

Annexure A to the Independent Auditor's Report on the Financial Statements of TML Business Services Limited for the year ended 31 March 2023 (Continued)

	Related Parties
Total (A+B)	76.30
Percentage of loans/advances in nature of loan to the total loans	100%

- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Gross Demand (INR Crores)	Paid under Protest (INR Crores)	Period to which the amount relates	Forum where dispute is pending
Sales Tax Laws	Sales Tax Laws	0.37	0.17	FY 2002-03, 2003-04, 2007-08, 2008-09	High Court
		12.37	5.58	FY 2004-05, 2008-09, 2009-10, 2011-12, 2012-13, 2013-	Appellate Tribunal

Annexure A to the Independent Auditor's Report on the Financial Statements of TML Business Services Limited for the year ended 31 March 2023 (Continued)

Name of the statute	Nature of the dues	Gross Demand (INR Crores)	Paid under Protest (INR Crores)	Period to which the amount relates	Forum where dispute is pending
				14, 2014-15, 2015-16	
		0.25	0.13	FY 2014-15, 2015-16, 2016-17	Joint Commissioner
		26.21	3.52	FY 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18	Deputy Commissioner / Deputy Commissioner (Appeals)
Service Tax	Service Tax	11.86	0.44	FY 2008-09, 2009-10, 2010-11, 2011-12, 2012-13, 2014-15, 2015-16, 2016-17, 2017-18	Appellate Tribunal
Entry Tax	Entry Tax	1.03	0.55	FY 2008-09, 2009-10	High Court
		0.21	0.17	FY 2011-12, FY 2012-13	Assistant Commissioner

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

Annexure A to the Independent Auditor's Report on the Financial Statements of TML Business Services Limited for the year ended 31 March 2023 (Continued)

- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) Establishment of vigil mechanism is not mandated for the Company. We have taken into consideration the whistle blower complaints received under the vigil mechanism established voluntarily by the Company during the year and shared with us while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act 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. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

Annexure A to the Independent Auditor's Report on the Financial Statements of TML Business Services Limited for the year ended 31 March 2023 (Continued)

- (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) has more than one CIC as part of the Group. The Group has six CICs as part of the Group
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Kalpesh Khandelwal

Partner

Place: Pune

Membership No.: 133124

Date: 01 May 2023

ICAI UDIN:23133124BGYBBJ8805

Annexure B to the Independent Auditor's Report on the financial statements of TML Business Services Limited for the year ended 31 March 2023

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of TML Business Services Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls 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 (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, 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 were 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 controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

Annexure B to the Independent Auditor's Report on the financial statements of TML Business Services Limited for the year ended 31 March 2023 (Continued)

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include 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 controls 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.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Kalpesh Khandelwal

Partner

Place: Pune

Membership No.: 133124

Date: 01 May 2023

ICAI UDIN:23133124BGYBBJ8805

TML Business Services Limited
Balance Sheet

(₹ in crores)

		As at March 31,	
		2023	2022
I. ASSETS	Notes		
(1) NON-CURRENT ASSETS			
(a) Property, plant and equipment	3	1.06	1.60
(b) Right of use assets	4	12.23	14.44
(c) Financial assets			
(i) Investments	5	0.35	0.15
(ii) Other financial assets	7	5.02	3.74
(d) Non-current tax assets (net)		33.24	24.43
(e) Deferred tax assets	19	38.79	-
(f) Other non-current assets	9	21.50	25.39
		<u>112.19</u>	<u>69.75</u>
(2) CURRENT ASSETS			
(a) Inventories	11	0.18	0.48
(b) Financial assets			
(i) Trade receivables	12	45.14	50.89
(ii) Cash and cash equivalents	14	16.62	22.54
(iii) Loans and advances	6	77.38	204.87
(iv) Other financial assets	8	0.58	0.18
(c) Other current assets	10	10.33	9.06
(d) Asset held for Sale		6.14	34.63
		<u>156.37</u>	<u>322.65</u>
		<u>268.56</u>	<u>392.40</u>
TOTAL ASSETS			
		<u>268.56</u>	<u>392.40</u>
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity share capital	15	53.06	53.06
(b) Other equity		126.36	92.05
		<u>179.42</u>	<u>145.11</u>
LIABILITIES			
(1) NON-CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Borrowings	16	24.35	24.35
(ii) Lease liabilities		7.29	9.96
(b) Provisions - Employee benefits obligations		8.56	5.98
(c) Other non-current liabilities		-	1.01
		<u>40.20</u>	<u>41.30</u>
(2) CURRENT LIABILITIES			
(a) Financial liabilities			
(i) Lease liabilities		5.66	5.48
(ii) Trade payables	17		
(a) Total outstanding dues of micro and small enterprises		0.09	0.02
(b) Total outstanding dues of creditors other than micro and small enterprises		25.23	25.82
(iii) Other financial liabilities	18	-	23.04
(iv) Dues to Holding Company		0.01	131.83
(b) Provisions - Employee benefits obligations		0.25	0.27
(c) Advance received for Assets classified as held for sale		-	3.12
(d) Current tax liabilities (net)		0.83	10.77
(e) Other current liabilities	20	16.87	5.64
		<u>48.94</u>	<u>205.99</u>
TOTAL EQUITY AND LIABILITIES		<u>268.56</u>	<u>392.40</u>

See accompanying notes to financial statements

In terms of our report attached

For and on behalf of the Board

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 101248W/W-100022

Ravindra Kumar G P
Director
(DIN:07108426)
Place : Mumbai

Ravindra Pethe
Chief Executive Officer
Place : Pune

Kalpesh Khandelwal
Partner
Membership No. 133124
UDIN No : 23133124BGYBJ8805

Mr Nagaraj Ijari
Director
(DIN: 09390579)
Place : Bengaluru

Subbarayan Prabhu Krishnan
Chief Financial Officer
Place : Pune

Kaynaz Sarbhanwala
Company Secretary
(ACS 34947)
Place : Mumbai

Date: May 1, 2023
Place : Pune

Date: May 1, 2023

TML Business Services Limited
Statement of Profit and Loss

		(₹ in crores)	
		Year ended March 31,	
		<u>2023</u>	<u>2022</u>
	Notes		
Revenue from operations			
Revenue		188.82	153.49
Other operating revenue		7.78	1.50
I. Total revenue from operations	22	196.60	154.99
II. Other Income	23	8.70	41.17
III. Total Income (I+II)		<u>205.30</u>	<u>196.16</u>
IV. Expenses			
(a) Changes in inventories of stock in trade		0.30	0.77
(b) Employee benefits expense	24	93.04	83.61
(c) Finance costs	25	3.11	3.05
(d) Depreciation and amortisation expense		5.60	11.20
(e) Other expenses	26	83.85	53.69
Total Expenses (IV)		<u>185.90</u>	<u>152.32</u>
V. Profit before exceptional items and tax (III-IV)		19.40	43.84
VI. Exceptional items			
(a) Employee separation cost		0.09	0.09
(b) Profit on sale of assets	35(i)	(24.89)	-
VII. Profit before tax (V-VI)		44.20	43.75
VIII. Tax expense /(credit) (net)	19		
(a) Current tax (net of reversals)		(4.71)	-
(b) Deferred tax		(38.72)	2.91
Total tax expense		(43.43)	2.91
IX. Profit for the year (VII-VIII)		87.63	40.84
X. Other comprehensive income/(loss):			
(A) (i) Items that will not be reclassified to profit and loss:			
Remeasurement (losses)/gain on defined benefit obligations (net)		(0.54)	(1.80)
Remeasurement gain / (loss) on fair valuation of investment in equity shares		0.20	-
(ii) Income tax credit/(expense) relating to items that will not be reclassified to profit and loss		0.07	0.45
Total other comprehensive income/(loss), net of taxes		(0.27)	(1.35)
XI. Total comprehensive income for the year (IX+X)		<u>87.36</u>	<u>39.49</u>
XII. Earnings per share (EPS)	28		
(A) Ordinary shares (face value of ₹ 10 each) :			
(i) Basic		₹ 16.52	7.70
(ii) Diluted		₹ 16.52	7.70

See accompanying notes to financial statements

In terms of our report attached

For and on behalf of the Board

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 101248W/W-100022

Ravindra Kumar G P
Director
(DIN:07108426)
Place : Mumbai

Ravindra Pethe
Chief Executive Officer
Place : Pune

Kalpesh Khandelwal
Partner
Membership No. 133124
UDIN No : 23133124BGYBBJ8805

Mr Nagaraj Ijari
Director
(DIN: 09390579)
Place : Bengaluru

Subbarayan Prabhu Krishnan
Chief Financial Officer
Place : Pune

Kaynaz Sarbhanwala
Company Secretary
(ACS 34947)
Place : Mumbai

Date: May 1, 2023
Place : Pune

Date: May 1, 2023

TML Business Services Limited
Cash Flow Statement

	(₹ in crores)	
	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
Cash flows from operating activities:		
Profit/(loss) for the year	87.63	40.84
Adjustments for:		
Tax expenses /(credit)	(43.43)	2.91
Depreciation and amortisation expense	5.60	11.20
Allowances made/(written back) for trade & other receivables (net)	(0.60)	(5.05)
Gain on closure / modification of right to use liability	-	(0.21)
(Profit)/Loss on sale of assets (net) (including assets scrapped/written off)	(24.86)	(0.04)
Finance costs	3.11	3.05
Interest income	(8.70)	(36.25)
Cash flows from operating activities before changes in following assets and liabilities	<u>18.75</u>	<u>16.45</u>
Trade receivables	6.35	0.33
Loans and advances and other financial assets	(3.56)	(0.03)
Other current and non-current assets	4.65	54.30
Inventories	0.30	0.77
Trade payables	(0.52)	2.55
Other current and non-current liabilities	10.22	(0.97)
Other financial liabilities	(5.87)	(6.84)
Provisions	2.01	0.83
Cash generated from operations	<u>32.33</u>	<u>67.39</u>
Income taxes paid (net)	(14.00)	(19.02)
Net cash from operating activities	<u>18.33</u>	<u>48.37</u>
Cash flows from investing activities:		
Proceeds from sale of property, plant and equipments	50.37	3.12
Payment for property , plant and equipments	(0.31)	-
(Decrease)/Increase in inter corporate deposit (net)	127.50	(78.00)
Interest received	8.54	37.38
Net cash from /(used in) investing activities	<u>186.10</u>	<u>(37.50)</u>
Cash flows from financing activities:		
Interest paid	(18.77)	(0.01)
Repayment of lease liabilities (including interest)	(6.69)	(12.21)
Dividend paid	(53.06)	-
Repayment to parent company against reduction in share capital	(131.83)	-
Net cash (used in) financing activities	<u>(210.35)</u>	<u>(12.22)</u>
Net increase/(decrease) in cash and cash equivalents	<u>(5.92)</u>	<u>(1.35)</u>
Cash and cash equivalents as at April 1, (opening balance)	<u>22.54</u>	<u>23.89</u>
Cash and cash equivalents as at March 31, (closing balance)	<u>16.62</u>	<u>22.54</u>

See accompanying notes to financial statements
As per our report of even date attached

For and on behalf of the Board

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 101248W/W-100022

Ravindra Kumar G P
Director
(DIN:07108426)
Place : Mumbai

Ravindra Pethe
Chief Executive Officer
Place : Pune

Kalpesh Khandelwal
Partner
Membership No. 133124
UDIN No : 23133124BGYBBJ8805

Mr Nagaraj Ijari
Director
(DIN: 09390579)
Place : Bengaluru

Kaynaz Sarbhanwala
Company Secretary
(ACS 34947)
Place : Mumbai

Subbarayan Prabhu Krishnan
Chief Financial Officer
Place : Pune

Date: May 1, 2023
Place : Pune

Date: May 1, 2023

TML Business Services Limited
Statement of Changes in Equity

A. Equity Share Capital

(₹ in crores)

Particulars	
Balance as at April 1, 2022	53.06
Add : Issue of share capital	-
Less : capital reduction	-
Balance as at March 31, 2023	53.06
Balance as at April 1, 2021	163.70
Add : Issue of share capital on merger	1,172.25
Less : capital reduction	(1,282.89)
Balance as at March 31, 2022	53.06

B. Other Equity

(₹ in crores)

Particulars	Reserves and surplus					Total
	Securities premium account	Merger Deficit adjustment account	Retained earnings			
			General reserve	Undistributable (Ind AS 101)	Distributable	
Balance as at April 1, 2021	18.97	(943.72)	9.43	24.16	(207.34)	(1,098.50)
Adjustment for capital reduction pursuant to scheme of arrangement (Refer note 15 (h))	-	943.72	-		207.34	1,151.06
Restated balance as at April 1, 2021	18.97	-	9.43	24.16	0.00	52.56
Profit for the period	-	-	-	-	40.84	40.84
Other comprehensive income	-	-	-	-	(1.35)	(1.35)
Restated Balance as at March 31, 2022	18.97	-	9.43	24.16	39.49	92.05
Restated balance as at April 1, 2022	18.97	-	9.43	24.16	39.49	92.05
Profit for the period					87.63	87.63
Other comprehensive income					(0.27)	(0.27)
Payment of Interim Dividend					(53.06)	(53.06)
Adjustment for undistributable reserves (Refer note 15 (i) (a))				(22.69)	22.69	-
Balance as at March 31, 2023	18.97	-	9.43	1.47	96.48	126.36

Significant accounting policies

2

The notes referred to above form an integral part of the financial statements

3-37

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 101248W/W-100022

For and on behalf of the Board of Directors

Kalpesh Khandelwal
Partner
Membership No. 133124
UDIN No : 23133124BGYBBJ8805

Ravindra Kumar G P
Director
(DIN:07108426)
Place : Mumbai

Ravindra Pethe
Chief Executive Officer
Place : Pune

Mr Nagaraj Ijari
Director
(DIN: 09390579)
Place : Bengaluru

Subbarayan Prabhu Krishnan
Chief Financial Officer

Kaynaz Sarbhanwala
Company Secretary
(ACS 34947)
Place : Mumbai

Date: May 1, 2023
Place : Pune

Date: May 1, 2023

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Background and operations

TML Business Services Limited ('TMLBSL' or 'the Company') is engaged in the business of providing accounting, outbound logistics of vehicles and allied activities, business support services to Tata Motors Limited and its subsidiaries.

The Company is a public limited Company incorporated and domiciled in India and has its registered office at Mumbai, India. As at March 31, 2023, the Company is a wholly owned subsidiary of Tata Motors Limited (TML).

During the year pursuant to order issued by NCLT dated March 11, 2022 with Appointed date of April 1, 2021, TML Distribution Co Ltd (Transferee company) has been merged with the Company.

The financial statements were authorised for issue by the Company's Board of Directors on May 1, 2023.

2. Significant accounting policies

a. Statement of compliance

These financial statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013 (the "Act").

b. Functional and Presentation Currency

The Financial Statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest Crores, unless otherwise indicated.

c. Basis of preparation

The financial statements have been prepared on historical cost basis except for certain financial instruments which are measured at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

d. Going concern

The Company is providing services mainly to Tata Motors group of companies which it intends to carry on in the foreseeable future. The Company has a net current assets of ₹ 107.43 crores as at March 31, 2023, which includes cash balance of ₹ 16.62 and inter corporate deposit of ₹ 76.30 crores. Based on the business from group companies in foreseeable future, the financial statements have been prepared on a "Going concern" basis.

e. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

- i) Property, plant and equipment
- iii) Recoverability / recognition of deferred tax assets

f. Cost recognition

Costs and expenses are recognised when incurred and are classified according to their nature.

g. Impairment

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell 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.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of profit and loss.

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

h. Dividend

Any dividend declared by the Company is based on the profits available for distribution as reported in the statutory financial statements of the Company prepared in accordance with Generally Accepted Accounting Principles in India or Ind AS. Indian law permits the declaration and payment of dividend out of profits for the year or previous financial year(s) as stated in the statutory financial statements of the Company prepared in accordance with Generally Accepted Accounting Principles in India, or Ind AS after providing for depreciation in accordance with the provisions of Schedule II to the Companies Act.

However, in the absence or inadequacy of the said profit, it may declare dividend out of free reserves, subject to certain conditions as prescribed under the Companies (Declaration and Payment of Dividend) Rules, 2014. Accordingly, in certain years the net income reported in these financial statements may not be fully distributable.

For the year ended March 31, 2023, the Board of Directors has recommended a final dividend of ₹ 14 per share on Ordinary shares subject to approval from shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of ₹ 21.22 crores (March 31, 2022: Nil).

i. Segments

The Company is primarily engaged in the business of providing support services, outbound logistics and allied services to Tata Motors Ltd & its Subsidiaries. These in the context of Ind AS 108 - operating segments reporting was considered to constitute one reportable segment.

j. Provisions and Contingent Liabilities

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

k. Non-current assets held for sale

Non current assets comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at lower of their carrying amount and fair value less cost to sell. Losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in Statement of Profit and Loss. Once classified as held for sale, property, plant and equipment and intangible assets are no longer depreciated. The Company measures a non-current asset that ceases to be classified as held for sale (or ceases to be included in a disposal group classified as held for sale) at the lower of:

- i) the carrying amount before the asset (or disposal group) was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale, and
- ii) its recoverable amount at the date of the subsequent decision not to sell.

3. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

a. Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose the material accounting policies rather than significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general-purpose financial statements.

b. Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

c. Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The Company is assessing the impact of these changes and will accordingly incorporate the same in the financial statements for the year ended March 31, 2024.

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

3. Property, plant and equipment

(a) Accounting policy

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment, if any.

Freehold land is measured at cost and is not depreciated.

Cost includes purchase price, non-recoverable taxes and duties, labour cost and direct overheads for self-constructed assets and other direct costs incurred up to the date the asset is ready for its intended use.

Depreciation is provided on the Straight Line

Estimated useful lives of assets are as follows:

<u>Type of Asset</u>	<u>Estimated useful life (years)</u>
Buildings	4 to 60 years
Plant and machinery	8 to 20 years
Office equipment	4 to 6 years
Vehicles	4 to 10 years
Furniture and fixtures	5 to 15 years

The useful lives is reviewed at each year end. Changes in expected useful lives are treated as change in accounting estimates.

Depreciation is not recorded on capital work-in-progress until construction and installation are complete and the asset is ready for its intended use.

An item of property, plant and equipment is derecognized on disposal. Any gain or loss arising from derecognition of an item of property, plant and equipment is included in profit or loss.

Particulars	Land		Building		Plant and machinery		Office Equipment	Furniture and fixtures		Vehicles	Total
	Own use	Given on lease	Own use	Given on lease	Own use	Given on lease		Own use	Given on lease		
<u>Gross Block</u>											
At April 1, 2021	21.31	3.67	13.34	1.26	3.05	0.02	1.35	0.96	0.08	2.42	47.46
Additions	-	-	0.26	-	-	-	0.12	0.62	-	-	1.00
Disposals / Adjustment	-	-	-	-	(1.89)	(0.02)	(0.04)	0.40	-	(0.34)	(1.89)
Assets classified as held for sale	(21.31)	(3.67)	(13.14)	(1.26)	-	-	-	-	-	-	(39.39)
At March 31, 2022	-	-	0.46	-	1.16	-	1.43	1.98	0.08	2.08	7.19
<u>Accumulated Depreciation</u>											
At April 1, 2021	-	-	3.92	0.65	2.87	0.01	1.11	0.83	0.08	1.95	11.42
Depreciation for the period	-	-	0.22	0.03	0.03	-	0.14	0.13	-	0.21	0.76
Disposals / Adjustment	-	-	-	-	(1.74)	(0.01)	(0.01)	0.20	(0.00)	(0.27)	(1.83)
Assets classified as held for sale	-	-	(4.08)	(0.68)	-	-	-	-	-	-	(4.76)
At March 31, 2022	-	-	0.06	-	1.16	-	1.24	1.16	0.08	1.89	5.59
<u>Gross Block</u>											
At April 1, 2022	-	-	0.46	-	1.16	-	1.43	1.98	0.08	2.08	7.19
Additions	-	-	0.07	-	-	-	-	0.05	-	-	0.12
Disposals / Adjustment	-	-	-	-	(1.16)	-	(0.33)	(0.48)	(0.08)	(1.75)	(3.80)
At March 31, 2023	-	-	0.53	-	-	-	1.10	1.55	-	0.33	3.51
<u>Accumulated Depreciation</u>											
At April 1, 2022	-	-	0.06	-	1.16	-	1.24	1.16	0.08	1.89	5.59
Depreciation for the period	-	-	0.12	-	0.02	-	0.06	0.27	-	0.10	0.57
Disposals / Adjustment	-	-	0.05	-	(1.18)	-	(0.35)	(0.46)	(0.08)	(1.69)	(3.71)
At March 31, 2023	-	-	0.23	-	-	-	0.95	0.97	-	0.30	2.45
<u>Net Block as at March 31, 2022</u>	-	-	0.40	-	-	-	0.19	0.82	0.00	0.19	1.60
<u>Net Block as at March 31, 2023</u>	-	-	0.30	-	-	-	0.15	0.58	-	0.03	1.06

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

3 b) Other intangible assets

(₹ in crores)	
Particulars	Software
<u>Gross Block</u>	
At April 1, 2021	1.77
Additions	-
At March 31,2022	1.77
<u>Accumulated amortisation</u>	
At April 1, 2021	1.77
Amortisation for the year	-
At March 31,2022	1.77
<u>Gross Block</u>	
At April 1, 2022	1.77
Additions	-
At March 31,2023	1.77
<u>Accumulated amortisation</u>	
At April 1, 2022	1.77
Amortisation for the year	-
At March 31,2023	1.77
Net Block as At March 31,2022	-
Net Block as at March 31, 2023	-

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

4. Right of Use Assets

The following amounts are included in the Balance Sheet :

	(₹ in crores)	
	As at March 31,	
	<u>2023</u>	<u>2022</u>
Current lease liabilities	5.66	5.48
Non-current lease liabilities	7.29	7.29
Total lease liabilities	<u>12.95</u>	<u>12.77</u>

The following amounts are recognised in the statement of profit and loss :

	(₹ in crores)	
	For the year ended March 31,	
	<u>2023</u>	<u>2022</u>
Interest expense on lease liabilities	1.38	1.33
Expenses related to low-value assets, excluding short-term leases of low-value assets	1.44	0.64

The Company determines that a contract is or contains a lease, if the contract conveys right to control the use of an identified asset for a period of time in exchange for a consideration. At the inception of a contract which is or contains a lease, the Company recognises lease liability at the present value of the future lease payments for non-cancellable period of a lease which is not short term in nature, except for lease of low value items. The future lease payments for such non-cancellable period is discounted using the Company's incremental borrowing rate. Lease payments include fixed payments, i.e. amounts expected to be payable by the Company under residual value guarantee, the exercise price of a purchase option, if the Company is reasonably certain to exercise that option and payment of penalties for terminating the lease, if the lease term considered reflects that the Company shall exercise termination option. The Company also recognises a right of use asset, which comprises of amount of initial measurement of the lease liability, any initial direct cost incurred by the Company and estimated dilapidation costs.

Right of use assets is amortised over the period of lease.

Payment made towards short term leases (leases for which non cancellable term is 12 months or lesser) and low value assets are recognised in the statement of Profit and loss as rental expenses over the tenor of such leases.

	(₹ in crores)				
	Furniture and fixtures	IT Assets	Leasehold Premises	Vehicles	Total
Cost as at April 1, 2021	4.31	1.08	35.65	-	41.04
Additions	-	-	2.35	2.52	4.87
Cost as at March 31, 2022	4.31	1.08	38.00	2.52	45.91
Accumulated amortisation as at April 1, 2021	(4.09)	(1.08)	(16.85)	-	(22.02)
Additions	-	-	0.98	-	0.98
Amortisation for the year	(0.21)	-	(10.06)	(0.16)	(10.43)
Accumulated amortisation as at March 31, 2022	(4.30)	(1.08)	(25.93)	(0.16)	(31.47)
Net carrying amount as at March 31, 2022	-	-	12.08	2.35	14.44
Cost as at April 1, 2022	4.31	1.08	38.00	2.52	45.91
Additions	-	-	1.42	3.44	4.86
Disposals/adjustments	(4.31)	(1.08)	(1.11)	(1.02)	(7.52)
Cost as at March 31, 2023	-	-	38.31	4.94	43.25
Accumulated amortisation as at April 1, 2022	(4.30)	(1.08)	(25.93)	(0.16)	(31.47)
Amortisation for the year	-	-	(5.03)	-	(5.03)
Amortisation - considered as employee cost	-	-	-	(1.13)	(1.13)
Disposal/adjustments	4.30	1.08	1.02	0.21	6.61
Accumulated amortisation as at March 31, 2023	-	-	(29.94)	(1.08)	(31.02)
Net carrying amount as at March 31, 2023	-	-	8.37	3.86	12.23

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

		(₹ in crores)	
		As at March 31,	
		<u>2023</u>	<u>2022</u>
5. Other investments - non-current			
Investment in Equity shares measured at fair value through other comprehensive Income			
Unquoted			
Tata Motors Passenger Vehicles Limited		0.35	0.15
-150,000 shares of Rs. 10 each (As on March 31, 2022-150,000 shares of Rs. 10 each)			
Total		<u>0.35</u>	<u>0.15</u>
6. Loans and advances- current			
		As at March 31,	
		<u>2023</u>	<u>2022</u>
Unsecured :			
(a) Advances and other receivables			
i) Considered good		1.08	1.07
ii) Credit Impaired		-	0.60
(b) Intercompany deposits		76.30	203.80
		<u>77.38</u>	<u>205.47</u>
Less: Allowances for Credit Impaired balances		-	(0.60)
Total		<u>77.38</u>	<u>204.87</u>
As at March 31, 2022, out of total Inter corporate deposits of ₹ 200 crores with Tata Motors Limited, redemption request for ₹ 137.5 crores was placed.			
7. Other financial assets - non-current			
		As at March 31,	
		<u>2023</u>	<u>2022</u>
(a) Lease deposits for commercial premises			
i) Unsecured, considered good		1.70	1.63
ii) Credit Impaired		1.32	1.34
(b) Other deposits			
i) Considered good		1.70	0.28
ii) Credit Impaired		-	0.55
(c) Restricted Deposits with banks		1.62	1.83
		<u>6.34</u>	<u>5.63</u>
Less: Allowances for credit Impaired balances		(1.32)	(1.89)
Total		<u>5.02</u>	<u>3.74</u>
8. Other financial assets - current			
		As at March 31,	
		<u>2023</u>	<u>2022</u>
(a) Restricted Deposits with banks		0.23	-
(b) Interest accrued on loans and deposits		0.35	0.18
Total		<u>0.58</u>	<u>0.18</u>
9. Other non-current assets			
		As at March 31,	
		<u>2023</u>	<u>2022</u>
Taxes recoverable, statutory deposits and dues from government		21.50	25.39
Total		<u>21.50</u>	<u>25.39</u>
10. Other current assets			
		As at March 31,	
		<u>2023</u>	<u>2022</u>
(a) Statutory deposits & dues from Government			
i) Considered good		6.83	7.03
ii) Credit impaired		-	0.30
(b) Prepaid expenses		3.34	1.66
(c) Advance to suppliers including imprest advances			
i) Considered good		0.16	0.37
ii) Credit impaired		-	2.08
		<u>10.33</u>	<u>11.44</u>
Less: Allowances for credit Impaired balances		-	(2.38)
Total		<u>10.33</u>	<u>9.06</u>

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11. Inventories

(₹ in crores)

	As at March 31,	
	<u>2023</u>	<u>2022</u>
(a) Stock-in-trade -Automobiles, Spare Parts and Accessories for automobiles	<u>0.18</u>	<u>0.48</u>
Total	<u>0.18</u>	<u>0.48</u>

During the year ended March 31, 2023 and 2022, no amount is recorded as inventory write down.

12. Trade receivables (unsecured)

	As at March 31,	
	<u>2023</u>	<u>2022</u>
Receivables considered good	<u>45.14</u>	<u>50.89</u>
Credit impaired receivables	<u>64.55</u>	<u>92.29</u>
	<u>109.69</u>	<u>143.18</u>
Less : Allowance for credit impaired receivables	<u>(64.55)</u>	<u>(92.29)</u>
Total	<u>45.14</u>	<u>50.89</u>

13. Allowance for trade receivables, loans and other receivables

	For the year ended March 31,	
	<u>2023</u>	<u>2022</u>
Balance at the beginning	<u>97.15</u>	<u>101.33</u>
Allowance reversed during the period	<u>(0.81)</u>	<u>(4.00)</u>
Written off	<u>(30.47)</u>	<u>(0.18)</u>
Balance at the end	<u>65.87</u>	<u>97.15</u>

14. Cash and cash equivalents

	As at March 31,	
	<u>2023</u>	<u>2022</u>
Balances with banks	<u>16.62</u>	<u>22.54</u>
Total	<u>16.62</u>	<u>22.54</u>

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

(₹ in crores)

15. Equity Share Capital

(a) Authorised:

1,37,50,00,000 equity shares of ₹ 10 each
(as at March 31, 2022: 136,09,47,194 equity shares of ₹ 10 each)
Total

As at March 31,	
<u>2023</u>	<u>2022</u>
1,375.00	1,360.95
<u>1,375.00</u>	<u>1,360.95</u>

(b) Issued, Subscribed and Paid - up:

5,30,59,549 equity shares of ₹ 10 each
(as at March 31, 2022: 5,30,59,549 equity shares of ₹ 10 each)
Total

53.06	53.06
<u>53.06</u>	<u>53.06</u>

(c) The movement of number of shares and share capital

	Year ended March 31, 2023		Year ended March 31, 2022	
	(No. of shares)	(₹ in crores)	(No. of shares)	(₹ in crores)
(i) Ordinary shares				
Balance as at April 1	5,30,59,549	53.06	16,36,97,694	163.70
Add : Issue of share capital	-	-	1,17,22,50,000	1,172.25
Less : Cancellation and extinguishment equity shares (Refer note h below)	-	-	(1,28,28,88,145)	(1,282.89)
Balance as at March 31	<u>5,30,59,549</u>	<u>53.06</u>	<u>5,30,59,549</u>	<u>53.06</u>

(d) Number of shares held by each shareholder holding more than 5 percent of the issued share capital :

	Year ended March 31, 2023		Year ended March 31, 2022	
	(No. of shares)	(₹ in crores)	(No. of shares)	(₹ in crores)
Ordinary shares :				
(a) Tata Motors Limited (including 60 shares jointly held with others)	5,30,59,549	53.06	5,30,59,549	53.06

(e) Disclosure of Shareholding of Promoters

	Period ended March 31, 2023		Period ended March 31, 2022	
	(No. of shares)	% of Issued Share Capital	(No. of shares)	% of Issued Share Capital
Promoter name				
(a) Tata Motors Limited (including 60 shares jointly held with others)	5,30,59,549	100%	5,30,59,549	100%

(f) Rights, preferences and restrictions attached to shares:

Equity shares:

In respect of every equity share, voting rights shall be in the same proportion as the capital paid up on such equity share bears to the total paid up share capital of the Company.

In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

(g) Information regarding issue of shares in the last five years :

- (a) The Company has not issued any shares without payment being received in cash.
- (b) The Company has not issued any bonus shares.
- (c) The Company has not undertaken any buy-back of shares.

(h) Pursuant to the Scheme of Arrangement between TML Distribution Company Limited and TML Business Services and their respective shareholders, the Company has done the reduction of its share capital by cancellation and extinguishment of ₹ 1,282.89 crores and paid ₹ 131.83 crores to its parent company, Tata Motors Ltd. The differential ₹ 1,151.06 crores is adjusted to the capital reserve. The capital reserve is then adjusted against the debit balance of amalgamation deficit account by ₹ 943.72 crores and retained earnings (distributable) by ₹ 207.34 crores. This treatment is given as on 1 April 2021 and hence previous comparative periods have been restated to that effect. Accordingly, EPS for March 31, 2022 has been restated.

(i) Notes to reserves

- (a) The Company has opted to fair value the fixed assets at the time of adoption of Ind AS as per Ind AS 101. The same has been recorded in equity as part of undistributable reserves. The property has been disposed off during the period and the corresponding amount is transferred from undistributable to distributable reserves.
- (b) **Retained earnings** - Retained earnings are the profits that the Company has earned till date.
- (c) **Merger Deficit adjustment account** - The merger deficit adjustment account represents the excess of the identifiable assets and liabilities, acquired pursuant to business combination transaction, over the consideration paid.
- (d) **Securities premium** - The amount received in excess of face value of the equity shares is recognised in Securities Premium.

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

16. Long-term borrowings

(₹ in crores)

	As at March 31,	
	2023	2022
Redeemable cumulative preference shares	24.35	24.35
	24.35	24.35

Redeemable cumulative preference shares

7% Cumulative Redeemable Preference Shares of ₹ 100 each, fully paid-up, allotted on October 21, 2004 was due for redemption on October 20, 2014. It has been rolled over for further 10 years and shall be redeemable on or before October 20, 2024.

These shares are redeemable at par at the end of 10 years from the date of rollover, with an option to the Company to redeem it at anytime from the date of rollover, if mutually agreed upon between the Preference Shareholders and the Company, on the original terms of the preference share issue.

These redeemable cumulative preference shares do not contain any equity component and are classified as financial liabilities in their entirety.

The following rights are attached to the preference shares aforesaid, inter se, as hereinafter provided, Viz:

- (a) The profits of the company, which the Directors shall from time to time determine to distribute as dividend, shall be applied first in payment of fixed cumulative preferential dividend at the rate of 7% per annum, subject to income tax, if any, on the cumulative redeemable preference shares according to the amounts paid-up thereon and subject thereto in payment of a dividend at such rate as may be determined from time to time on the equity shares.
- (b) In a winding up, the assets of the Company (including Capital uncalled at the commencement of the winding up) remaining after paying and discharging the debts and liabilities of the company and the cost of winding up shall be applied in the following order of priority:
- (i) In repayment of the capital paid up or credited as paid up on the 7% cumulative redeemable preference shares.
- (ii) In repayment of the capital paid-up or credited as paid up on the equity shares.
- (iii) The residue, if any, shall be divided amongst the holders of the equity shares in proportion to the amount paid up on such shares.

17. Trade payables

(₹ in crores)

	As at March 31, 2023					
	Not due	Overdue				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
Undisputed dues	0.09	-	-	0.00	-	0.09
Total	0.09	-	-	0.00	-	0.09
Outstanding dues of creditors other than micro and small enterprises						
Undisputed dues	24.87	0.08		0.28		25.23
Total	24.87	0.08	-	0.28	-	25.23
Balance as at March 31, 2023	24.96	0.08	-	0.28	-	25.32

(₹ in crores)

	As at March 31, 2022					
	Not due	Overdue				Total
		Up to 1 year	1-2 years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
Undisputed dues	0.02					0.02
Total	0.02	-	-	-	-	0.02
Outstanding dues of creditors other than micro and small enterprises						
Undisputed dues	21.39	1.81			2.62	25.82
Total	21.39	1.81	-	-	2.62	25.82
Balance as at March 31, 2022	21.41	1.81	-	-	2.62	25.84

18. Other financial liabilities – current

	As at March 31,	
	2023	2022
(a) Interest accrued but not due	-	17.04
(b) Liability for capital expenditure	-	0.12
(c) Liability towards "C" Forms	-	5.88
	-	23.04

TML Business Services Limited
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19. Income taxes

(a) Accounting policy

Income tax expense comprises current tax and deferred tax. Income tax expense is recognised in the statement of Profit and Loss except when they relate to items that are recognised outside of profit and loss (whether in other comprehensive income or directly in equity), in which case tax is also recognised outside profit and loss. Current income taxes are determined based on respective taxable income of each taxable entity.

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilised business loss and depreciation carry-forwards and tax credits. Such deferred tax assets and liabilities are computed separately for each taxable entity. Deferred tax assets are recognised to the extent it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Current and deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

- (b)** The reconciliation of income tax expense calculated as per tax rates applicable to individual entities with income tax expense is as follows:

	(₹ in crores)	
	Year ended March 31,	
	2023	2022
Profit/(loss) before tax	44.20	43.74
Income tax expense at tax rates applicable to individual entities	11.13	11.01
Deferred tax assets not recognized as realisation is not probable	(11.06)	1.02
Utilisation/credit of unrecognised tax losses	(38.79)	(12.03)
Reversal of Deferred tax asset created earlier	-	2.91
Income tax provision for current year	5.00	-
Reversal of excess provision for earlier years	(9.71)	-
Income tax expense reported in statement of profit and loss	(43.43)	2.91

- (c)** Significant components of deferred tax assets and liabilities for the year ended March 31, 2023 are as follows:

	(₹ in crores)				
	Opening balance	Recognised in profit and loss	Recognised in/reclassified from OCI	Effect on account of Tax rate	Closing balance
Deferred tax assets:					
Unabsorbed depreciation		19.41	-	-	19.41
Property, plant and equipment	16.77	(15.19)	-	-	1.58
Provisions, allowances for doubtful receivables and others	1.50	15.15			16.65
Compensated absences and retirement benefits		0.83	0.07	-	0.90
Operating / Finance Lease under IndAS 116		-	-	-	-
Derivative financial instruments		-	-	-	-
Others		0.24	-	-	0.24
Total deferred tax assets	18.27	20.45	0.07	-	38.79
Deferred tax liabilities:					
Property, plant and equipment	3.54	(3.54)	-	-	-
Others	14.73	(14.73)	-	-	-
Total deferred tax liabilities	18.27	(18.27)	-	-	-
Net Deferred tax assets / (liabilities)	-	38.72	0.07	-	38.79

TML Business Services Limited
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19. Income taxes (Continued)

Significant components of deferred tax assets and liabilities for the year ended March 31, 2022 are as follows:

(₹ in crores)

	Opening balance	Recognised in profit and loss	Recognised in/reclassified from OCI	Effect on account of Tax rate change	Closing balance
Deferred tax assets:					
Expenses deductible in future years	3.52	(1.03)	-	(0.99)	1.50
Property, Plant and Equipment	19.23	3.05	-	(5.51)	16.77
Compensated absences and retirement benefits	-	(0.45)	0.45	-	-
Addition on account of Merger of TML Distribution Co. Ltd.	2.46	(2.46)	-	-	-
Total deferred tax assets	25.22	(0.89)	0.45	(6.50)	18.28
Deferred tax liabilities:					
Property, plant and equipment	4.92	-	-	(1.38)	3.54
Intangible assets	-	-	-	-	-
Undistributed earnings in joint operations	-	-	-	-	-
Others	17.84	2.02	-	(5.12)	14.74
Total deferred tax liabilities	22.76	2.02	-	(6.50)	18.28
Net Deferred tax assets / (liabilities)	2.46	(2.91)	0.45	-	-

As at March 31, 2023 unrecognised deferred tax assets expire unutilised based on the year of

Particulars	As at March 31, 2023
FY 2016-17	2.94
FY 2017-18	15.40
FY 2018-19	11.58
Total Unabsorbed Business Loss	29.91

20 Other current liabilities

- (a) Advance from customers (Refer note 1 below)
(b) Statutory dues payable

Total

Year ended March 31,	
2023	2022
1.38	2.50
15.49	3.14
16.87	5.64

Significant changes in the contract liabilities balances during the year ended 31 March 2023 as follows:

Particulars		Year ended March 31,	
		2023	2022
Contract liabilities:			
Contract liabilities at the beginning of the reporting period		2.50	2.98
Other changes /write back		(1.12)	(0.48)
Contract liabilities at the end of the reporting period		1.38	2.50
		As at March 31,	
		2023	2022
Advances received from customers	Current	1.38	2.50
		1.38	2.50

TML Business Services Limited
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21. Revenue recognition

(a) Accounting policy

Revenue is measured at fair value of consideration received or receivable.

(i) Sale of services

The Company is interalia engaged in the business of providing outsourcing services for all process, sub-process, transactional activities, and knowledge based services including consulting to Tata Motors Limited ("TML") & its subsidiaries. Revenues are recognised on monthly basis when services are rendered to customers and related costs are incurred. The Company is also engaged in providing outbound logistics support services and revenue is recognized based on the total vehicles managed monthly.

22. (a) Revenue From Operations	(₹ in crores)	
	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) Sale of products	0.04	0.20
(b) Sale of services	188.78	153.29
Revenue	188.82	153.49
(c) Other operating revenues	7.78	1.50
	<u>196.60</u>	<u>154.99</u>

23. Other income

(a) Accounting policy

(ii) Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest Income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

(b) Other income

	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) Interest income	8.70	10.78
(b) Interest on VAT refund	-	25.47
(c) Amount no longer required written back	-	4.92
	<u>8.70</u>	<u>41.17</u>

24. Employee benefits expense

	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) Salaries, wages and bonus	80.88	75.50
(b) Contribution to provident fund and other funds	4.44	4.60
(c) Staff welfare expenses	7.72	3.51
	<u>93.04</u>	<u>83.61</u>

Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund, compensated absences, Bhavishya Kalyan Yojana and Post retirement medicare scheme.

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made.

a) Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. Annual contributions to Liability for gratuity are funded with Trusts established by Tata Motors Ltd. The Company's obligation in respect of gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Remeasurement comprising actuarial gains and losses, the effect of the asset ceiling and the return on assets (excluding interest) relating to retirement benefit plans, are recognized directly in other comprehensive income in the period in which they arise. Remeasurement recorded in other comprehensive income is not reclassified to statement of profit and loss.

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b) Provident Fund

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary). The contributions, as specified under the law, are made to the provident fund and pension fund. These amounts are charged to statement of profit and loss in the period in which the employee renders services.

c) Compensated Absence

The Company provides for the encashment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

d) Bhavishya Kalyan Yojana

Bhavishya Kalyan Yojana is an unfunded defined benefit plan for employees transferred from Tata Motors Limited. The benefits of the plan include pension in certain cases, payable up to the date of normal superannuation had the employee been in service, to an eligible employee at the time of death or permanent disablement, while in service, either as a result of an injury or as certified by the appropriate authority. The monthly payment to dependents of the deceased/disabled employee under the plan equals 50% of the basic salary or 30% of total fixed pay, whichever is higher, drawn at the time of death or accident or a specified amount, whichever is greater. We account for the liability for BKY benefits payable in the future based on an actuarial valuation.

e) Post Retirement Medicare Scheme

Under this unfunded scheme, employees receive medical benefits subject to certain limits on amounts of benefits, periods after retirement and types of benefits, depending on their grade and location at the time of retirement. Employees separated from the Company as part of an Early Separation Scheme, on medical grounds or due to permanent disablement are also covered under the scheme. We account for the liability for post-retirement medical scheme based on an actuarial valuation.

Defined Benefit Plan

Pension and post retirement medical plans

The following table sets out the funded and unfunded status and the amounts recognized in the financial statements for the pension and the post retirement medical plans

	(₹ in crores)			
	Pension benefits*		Post retirement medical Benefits	
	Year ended March 31,			
	2023	2022	2023	2022
Change in defined benefit obligations :				
Defined benefit obligation, beginning of the year	11.85	10.49	1.30	0.30
Current service cost	1.35	0.98	0.18	0.04
Interest cost	0.80	0.65	0.12	0.04
Remeasurements (gains) / losses				
Actuarial (gains) / losses arising from changes in demographic assumptions	-	0.16	-	0.10
Actuarial (gains) / losses arising from changes in financial	0.57	0.51	0.24	0.31
Actuarial (gains) / losses arising from changes in experience	0.01	0.86	0.08	0.19
Benefits paid from plan assets	(1.81)	(1.78)		
Benefits paid directly by employer	(0.05)	(0.04)	(0.04)	(0.03)
Past service cost - Plan amendment	-	0.47	0.86	0.35
Transfer in of liability	0.75	(0.45)	0.17	-
Defined benefit obligation, end of the year	13.47	11.85	2.90	1.30
Change in plan assets:				
Fair value of plan assets, beginning of the year	9.15	10.07	-	-
Interest income	0.71	0.64	-	-
Return on plan assets, (excluding amount included in net Interest cost)	0.36	0.02	-	-
Employer's contributions	3.00	0.64	-	-
Benefits paid	(1.81)	(1.78)	-	-
Transfer in of liability	0.69	(0.45)	-	-
Fair value of plan assets, end of the year	12.11	9.15	-	-
Amount recognized in the balance sheet consists of:				
	As at March 31,			
	2023	2022	2023	2022
Present value of defined benefit obligation	13.47	11.85	2.90	1.30
Fair value of plan assets	12.11	9.15	-	-
Net liability	(1.36)	(2.70)	(2.90)	(1.30)
Amounts in the balance sheet:				
Non-current assets	0.84	-	-	-
Non-current liabilities	(2.20)	(2.70)	(2.90)	(1.30)
Net liability	(1.36)	(2.70)	(2.90)	(1.30)

* Pension benefit includes Gratuity, Bhavishya Kalyan Yojna

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Information for funded plans with a defined benefit obligation in excess of plan assets:

	Pension Benefits	
	As at March 31,	
	2023	2022
Defined benefit obligation	-	10.11
Fair value of plan assets	-	9.15

Information for funded plans with a defined benefit obligation less than plan assets:

	Pension Benefits	
	As at March 31,	
	2023	2022
Defined benefit obligation	11.23	-
Fair value of plan assets	12.11	-

Information for unfunded plans:

		Post retirement medical	
Pension Benefits		Benefits	
As at March 31,			
	2023	2023	2022
Defined benefit obligation	2.20	1.73	2.90
			1.30

Net pension and post retirement medical cost consist of the following components:

Net pension and post retirement medical cost consist of the following components:				
	Pension Benefits		Post retirement medical Benefits	
	Year ended March 31,			
	2023	2022	2023	2022
Service cost	1.35	0.98	0.18	0.04
Net interest cost / (income)	0.09	-	0.12	0.04
Past service cost - Plan amendment	-	0.47	0.86	0.35
Net periodic cost	1.44	1.46	1.15	0.43

Other changes in plan assets and benefit obligation recognized in other comprehensive income.

Other changes in plan assets and benefit obligation recognized in other comprehensive income.	(₹ in crores)			
	Pension Benefits		Post retirement medical	
			Benefits	
	Year ended March 31,			
	2023	2022	2023	2022
Remeasurements				
Return on plan assets, (excluding amount included in net Interest expense)	(0.36)	(0.02)	-	-
Actuarial (gains)/losses arising from changes in demographic assumptions	-	0.16	-	0.10
Actuarial (gains)/losses arising from changes in financial assumptions	0.57	0.51	0.24	0.31
Actuarial (gains)/losses arising from changes in experience adjustments on plan	0.01	0.86	0.08	0.19
Total recognized in other comprehensive income	0.22	1.52	0.32	0.60
Total recognized in statement of operations and other comprehensive income	1.66	2.97	1.47	1.03

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The assumptions used in accounting for the pension and post retirement medical plans are set out below:

	Pension Benefits		Post retirement medical Benefits	
	As at March 31,			
	2023	2022	2023	2022
Discount rate	7.20%	6.50% - 7.10%	7.30%	7.20%
Rate of increase in compensation level of covered employees	6.00% - 12.00%	6% - 10%	NA	NA
Increase in health care cost	NA	NA	6.00%	6.00%

Plan Assets

The fair value of Company's pension plan asset as of March 31, 2023 and 2022 by category are as follows:

	Pension benefits	
	Plan assets as of March 31	
	2023	2022
Asset category:		
Cash and cash equivalents	15.4%	1.9%
Debt instruments (quoted)	62.5%	69.5%
Debt instruments (unquoted)	0.0%	0.0%
Equity instruments (quoted)	8.2%	8.4%
Deposits with Insurance companies	13.9%	20.2%
	100.0%	100.0%

The Company's policy is driven by considerations of maximizing returns while ensuring credit quality of the debt instruments. The asset allocation for plan assets is determined based on investment criteria prescribed under the Indian Income Tax Act, 1961, and is also subject to other exposure limitations. The Company evaluates the risks, transaction costs and liquidity for potential investments. To measure plan asset performance, the Company compares actual returns for each asset category with published bench marks.

The weighted average duration of the defined benefit obligation as at March 31, 2023 is **10.30 years** (2021 : 11.69 years)

The Company expects to contribute ₹ **0.93 crores** to the funded pension plans in Fiscal 2024.

The table below outlines the effect on the service cost, the interest cost and the defined benefit obligation in the event of a decrease/increase of 1% in the assumed rate of discount rate, salary escalation and health care cost:

Assumption	Change in assumption	Impact on defined benefit obligation	Impact on defined benefit obligation
Discount rate	Increase by 1% Decrease by 1%	Decrease by ₹ 1.29 crores Increase by ₹1.50 crores	Decrease by ₹0.43 crores Increase by ₹0.49 crores
Salary escalation rate	Increase by 1% Decrease by 1%	Increase by ₹0.80 crores Decrease by ₹0.73 crores	Increase by ₹0.34 crores Decrease by ₹0.30 crores
Health care cost	Increase by 1% Decrease by 1%	Increase by ₹0.55 crores Decrease by ₹ 0.45 crores	Increase by ₹0.14 crores Decrease by ₹0.11 crores

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(₹ in crores)

25. Finance costs

	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) Interest on borrowing	1.73	1.72
(b) Interest on lease liability	1.38	1.33
	<u>3.11</u>	<u>3.05</u>

26. Other expenses

	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) IT related Expenses	4.84	5.71
(b) Rent,Rates & taxes	13.78	8.79
(c) Security Expenses	2.96	2.69
(d) Miscellaneous contract jobs/outsourcing	34.78	15.44
(e) Yard management expenses	19.23	13.80
(f) Bad debts written off,(Reversal) / Provision and write off of trade and other receivables	0.60	(0.13)
(g) Corporate social responsibility expenses (Refer note c)	0.16	0.65
(h) Works operation and other expenses (Refer note a)	7.50	6.73
Total	<u>83.85</u>	<u>53.69</u>

Note:

Works operation and other expenses include:

	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) Auditors' Remuneration (excluding GST)		
(i) Audit Fees	0.20	0.20
(ii) Tax Audit / Transfer Pricing Audit	0.04	0.02
(iii) Reimbursement of travelling and out-of-pocket expenses	0.01	
(c) The Company has spent an amount of Rs. 0.16 crores towards various schemes of Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Companies Act, 2013. No amount has been spent on construction / acquisition of an asset of the Company. The prescribed CSR expenditure required to be spent in the year 2022-23 as per Companies Act, 2013 is Rs. Nil, in view of average net loss of the Company being ₹ 50.83 crores (under section 198 of the Act) for last three financial years.		

27. Commitments and contingencies

	Year ended March 31,	
	<u>2023</u>	<u>2022</u>
(a) Claims against the Company not acknowledged as debts -		
(i) Sales Tax	34.08	48.07
(ii) Service Tax	11.55	11.87
(iii) Entry Tax	1.24	1.24
(iv) The claims / liabilities in respect of other matters (Payment of Bonus Act).	0.02	0.02

(b) Provident fund contribution

The Hon. Supreme Court of India (SC) by their order dated February 28, 2019 set out the principle based on which allowances paid to the employees should be identified for inclusion in basic wage for the purpose of computation of Provident Fund contribution. There are interpretative challenges and considerable uncertainty, including estimating the amount retrospectively. Pending the directions from the EPFO, the impact for past periods, if any, is not ascertainable reliably and consequently no financial effect has been provided for in the financial statements. The Company has complied with this on prospective basis, from the date of SC order.

28. Earnings per Share ("EPS")

(a) Accounting policy

Basic earnings per share has been computed by dividing net income by the weighted average number of shares outstanding during the year. Partly paid up shares are included as fully paid equivalents according to the fraction paid up. Diluted earnings per share has been computed using the weighted average number of shares and dilutive potential shares, except where the result would be antidilutive.

(b) EPS

		Year ended March 31,	
		<u>2023</u>	<u>2022</u>
(a) Profit after tax	₹ crores	87.63	40.84
(b) The weighted average number of Ordinary shares for Basic EPS (Refer Note below)	Nos.	5,30,59,050	5,30,59,050
(c) The nominal value per share	₹	10	10
(d) Earnings per share (Basic) (Refer note 15(h))	₹	16.52	7.70
(e) Share of Profit for Equity Shares for Diluted EPS	₹ crores	87.63	40.84
(f) The weighted average number of Equity Shares for Diluted EPS	Nos.	5,30,59,050	5,30,59,050
(g) Earnings per share (Diluted) (Refer note 15(h))	₹	16.52	7.70

29 Financial instruments

(a) Accounting policy

(i) Recognition:

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

Financial instruments are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Initial measurement

Financial instruments are initially recognised at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss. However, trade receivables that do not contain a significant financing component are measured at transaction price. Transaction costs of financial instruments carried at fair value through profit or loss are expensed in the statement of profit and loss.

Subsequently, financial instruments are measured according to the category in which they are classified.

Classification and measurement – financial assets

Classification of financial assets is based on the business model in which the instruments are held as well as the characteristics of their contractual cash flows. The business model is based on management's intentions and past pattern of transactions. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest. The Company reclassifies financial assets when and only when its business model for managing those assets changes.

Financial assets are classified into three categories

Financial assets at amortised cost: Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortised cost using the effective interest method less any impairment losses.

Equity investments at fair value through other comprehensive income (Equity instruments): These include financial assets that are equity instruments and are designated as such upon initial recognition irrevocably. Subsequently, these are measured at fair value and changes therein are recognised directly in other comprehensive income, net of applicable income taxes.

Dividends from these equity investments are recognised in the statement of Profit and Loss when the right to receive payment has been established.

When the equity investment is derecognised, the cumulative gain or loss in equity is transferred to retained earnings.

Financial assets at fair value through other comprehensive income (Debt instruments): Financial assets having contractual terms that give rise on specified dates, to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows as well as to sell the financial asset, are classified in this category. Subsequently, these are measured at fair value, with unrealised gains or losses being recognised in other comprehensive income apart from any expected credit losses or foreign exchange gains or losses, which are recognised in profit or loss.

Financial assets at fair value through profit and loss: Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in profit and loss.

29 Financial instruments (continued)

Classification and measurement – financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial guarantee contracts: These are initially measured at their fair values and, are subsequently measured at the higher of the amount of loss allowance determined or the amount initially recognised less, the cumulative amount of income recognised.

Other financial liabilities: These are measured at amortised cost using the effective interest method.

Equity instruments: Equity instruments: An equity instrument is any contract that evidences residual interests in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(ii) Determination of fair value:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The fair value of a financial instrument on initial recognition is normally the transaction price (fair value of the consideration given or received).

In estimating the fair value of an asset or liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Subsequent to initial recognition, the Company determines the fair value of financial instruments that are quoted in active markets using the quoted bid prices (financial assets held) or quoted ask prices (financial liabilities held) and using valuation techniques for other instruments. Valuation techniques include discounted cash flow method and other valuation methods.

(iii) Derecognition of financial assets and financial liabilities:

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. Any gain or loss arising on derecognition is recognised in profit or loss. When a financial instrument is derecognised, the cumulative gain or loss in equity is transferred to the statement of profit and loss unless it was an equity instrument electively held at fair value through other comprehensive income. In this case, any cumulative gain or loss in equity is transferred to retained earnings. Financial assets are written off when there is no reasonable expectation of recovery. The Company reviews the facts and circumstances around each asset before making a determination. Financial assets that are written off could still be subject to enforcement activities.

Financial liabilities are derecognised when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

(iv) Impairment of financial assets:

The Company recognises a loss allowance for expected credit losses on a financial asset that is at amortised cost or at fair value through other comprehensive income. Expected credit losses are forward looking and are measured in a way that is unbiased and represents a probability-weighted amount, takes into account the time value of money (values are discounted using the applicable effective interest rate) and uses reasonable and supportable information.

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29. Financial instruments (Continued)

(a) Capital management

The Company manage its capital through its parent company, to ensure that Company will be able to meet its funding requirements and will be able to continue as going concern.

The Company is not subject to any externally imposed capital requirements.

(b) Financial assets and liabilities

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

(₹ in Crores)

PARTICULARS	Carrying Amount		Fair Value	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial assets				
Investment	0.35	0.15	0.35	0.15
Loans and advances	77.38	204.87	77.38	204.87
Other financial assets	5.60	3.92	5.60	3.92
Trade receivables	45.14	50.88	45.14	50.88
Cash and cash equivalents	16.62	22.54	16.62	22.54
Total	145.09	282.36	145.09	282.36
Financial liability				
<u>Measured at amortised cost</u>				
Borrowings	24.35	24.35	24.35	24.35
Lease Liability	12.95	15.45	12.95	15.45
Other finance liabilities	-	23.04	-	23.04
Trade payables	25.32	25.84	25.32	25.84
Dues to Holding Company	0.01	131.83	0.01	131.83
Total	62.63	220.51	62.63	220.51

The Management assessed that the fair value of cash , trade receivable , loans and advances, trade payables , borrowings and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturity of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in the current transactions between willing parties , other than in a forced or liquidation sale.

(c) Financial Risk Management Objectives

The Company seeks to minimize and manage the financial risks relating to the operations of the Company. These risks may include market risk, interest rate risk, credit risk and Liquidity Risk.

Market Risk:

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

Interest Rate Risk:

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs.

Although not very significant, the Company is subject to variable interest rates on some of its interest bearing liabilities.

Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks.

Financial instruments that are subject to concentrations of credit risk, principally consist of investments classified as trade receivable, loans and advances and other financial assets. None of the financial instruments of the Company result in material concentrations of credit risks.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 145.09 crores as of March 31, 2023 and ₹ 2.82 crores as of March 31, 2022 being the total of the carrying amount of balances with banks, trade receivables, loans and other financial assets.

Financial assets that are neither past due nor impaired.Regarding trade receivables, loans and advances and other financial assets, that are neither impaired nor past due, there were no indications as of March 31, 2023, that defaults in payment obligations will occur.None of the Company's cash equivalents are past due or impaired.

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29. Financial instruments (Continued)

The ageing of trade receivables as of balance sheet date is given below. The age analysis has been considered from the due date.

(₹ in Crores)

		As at March 31, 2023							
		Not due	Up to 3 months	3 months to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
	Undisputed								
(a)	Considered good	37.34	5.72	0.10	0.45	0.27	-	1.27	45.14
(b)	risk	-	-	-	-	-	-	-	-
(c)	Credit impaired	-	-	-	-	-	-	66.17	66.17
	Disputed								
(a)	Considered good	-	-	-	-	-	-	-	-
(b)	risk	-	-	-	-	-	-	-	-
(c)	Credit impaired	-	-	-	-	-	-	-	-
	Less:								
	Allowances for credit impaired receivables	-	-	-	-	-	-	(66.17)	(66.17)
	Total	37.34		0.10	0.45	0.27	-	1.27	45.14

(₹ in Crores)

		As at March 31, 2022							
		Not due	Up to 3 months	3 months to 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
	Undisputed								
(a)	Considered good	28.54	-	13.43	5.86	0.47	2.59	0.00	50.89
(b)	risk	-	-	-	-	-	-	-	-
(c)	Credit impaired	-	-	-	-	-	1.46	36.20	37.66
	Disputed								
(a)	Considered good	-	-	-	-	-	-	-	-
(b)	risk	-	-	-	-	-	-	-	-
(c)	Credit impaired	-	-	-	-	-	-	54.66	54.66
	Less:								
	Allowances for credit impaired receivables	-	-	-	-	-	(1.46)	(90.86)	(92.32)
	Total	28.54	-	13.43	5.86	0.47	2.59	0.00	50.89

Liquidity Risk

Liquidity Risk is the risk that entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets. The Company manages the liquidity risk by maintaining funding lines through banking facilities by continuously monitoring forecast, actual cash flows and support of its parent company.

Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit & loss, statement of comprehensive income, balance sheet, statement of changes in equity and statement of cash flows, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in GBP against the functional currency of TML Business Services Limited

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following table sets forth information relating to foreign currency exposure as of March 31, 2023:

		Rs in Crores		
		GBP	SGD	Total
(a)	Financial assets	5.75	0.02	5.77
(b)	Financial liabilities	-	-	-

The following table sets forth information relating to foreign currency exposure as of March 31, 2022:

		Rs in Crores		
		GBP	SGD	Total
(a)	Financial assets	6.55	-	6.55
(b)	Financial liabilities	-	-	-

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30. Related-party transactions

The Company's related parties principally includes holding company Tata Motors Limited and its subsidiaries, joint operations. The Company routinely enters into transactions with these related parties in the ordinary course of business.

All transactions with related parties are conducted at arm's length price under normal terms of business and all amounts outstanding are unsecured and will be settled in cash

(a) The following table summarises related-party transactions and balances for the year ended / as at March 31, 2023:

	Parent Company	Fellow Subsidiaries	(₹ in Crores) Total
(A) Transactions			
Services received	1.19	3.20	4.39
Services rendered	101.43	87.39	188.82
Interest expense	0.95		0.95
Interest Income	8.05		8.05
Dividend	53.06		53.06
Finance given (including loans and equity)	222.00		222.00
Finance given, taken back (including loans and equity)	349.50		349.50
(B) Balances			
Amounts receivable in respect of loans and interest thereon	72.50		72.50
Trade and other receivables	29.57	14.08	43.65
Trade payables	0.72	1.14	1.86
Interest outstanding on Preference Shares	-	-	-
Preference Shares	13.54		13.54

(b) The following table summarises related-party transactions and balances for the year ended / as at March 31, 2022:

	Parent Company	Subsidiaries	(₹ in Crores) Total
(A) Transactions			
Services received	4.74	3.07	7.81
Services rendered	119.33	34.83	154.16
Interest expense	0.95		0.95
Interest Income	10.01		10.01
Finance given (including loans and equity)	101.74		101.74
Finance given, taken back (including loans and equity)	169.24		169.24
(B) Balances			
Amounts receivable in respect of loans and interest thereon	200.00		200.00
Trade and other receivables	23.88	24.07	47.95
Trade payables	0.14	2.02	2.16
Interest outstanding on Preference Shares	9.48		9.48
Preference Shares	13.54		13.54

(c) The following table summarizes material related-party transactions included in the financial statements for the year ended March 31, 2023 and 2022 :

Name of the related party	Transactions	March 31, 2023	March 31, 2022
Tata Motors Limited	Interim Dividend	53.06	-
Tata Motors Limited	Services rendered	101.43	119.33
Tata Motors Passenger Vechiles Limited	Services rendered	43.98	10.59
Jaguar Land Rover Ltd Uk	Services rendered	36.73	20.72
Tata Motors Limited	Finance given	222.00	101.74
Tata Motors Limited	Finance given, taken back	349.50	169.24

(₹ in crores)

Compensation of key management personnel:	Nature of Relationship	Year ended , March 31, 2023	Year ended , March 31, 2022
Mr. Ravindra Pethe	Chief Executive Officer & Manager	0.96	0.14
Ms Arti Desai (Upto January 23, 2022)	Chief Executive Officer & Manager	-	0.82
Mr. Prabhu Krishnan (With effect from January 21, 2023)	Chief Financial Officer	0.13	-
Total		1.09	0.96

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31. Ratio

Sr No	Particulars	Year ended March 31,		Change	Reason for Change
		2023	2022		
a)	Debt Equity Ratio (number of times) [Total Debt ⁽ⁱ⁾ / Shareholders' Equity ⁽ⁱⁱ⁾]	0.14	0.09	54%	Increase on account of capital reduction in the current year as per the scheme of arrangement with TMLD
b)	Debt Service Coverage Ratio (number of times) [(Profit/(loss) before exceptional items and tax+Interest on Borrowings)/(Interest on Borrowings + Repayment of Borrowings ⁽ⁱⁱⁱ⁾)]	15.45	33.06	-53%	Decrease is mainly on account of increase in outsourced cost and employee cost.
c)	Current ratio (number of times) [Current assets (excluding Assets classified as held for sale) / Current liabilities (excluding Liabilities directly associated with Assets Classified as Held For Sale)]	3.07	4.05	-24%	-
d)	Trade receivable turnover (number of times) [Revenue from operations / Average Trade receivables]	4.09	3.04	35%	Driven by increase in revenue & continues focus on debtors' collection
e)	Inventory turnover (number of times) [Raw material consumed ^(iv) / average inventory ^(vi)]	Not Applicable	Not Applicable		
f)	Trade payable turnover (number of times) [Cost of material consumed / Average Trade payables]	Not Applicable	Not Applicable		
g)	Net capital turnover (number of times) [Revenue from operations / Working capital ^(vii)]	1.94	0.72	168%	Increase on account of capital reduction in the current year as per the scheme of arrangement with TMLD
h)	Net profit margin (%) [Net profit after tax / Revenue from operations]	44.57%	26.35%	69%	Increase is due to profit on sale of Land & Building and tax credit during the year
i)	Return on equity (number of times) [Net profit after tax / Average shareholders' equity]	0.54	0.15	266%	Increase is due to profit on sale of Land & Building and tax credit during the year
j)	Return on capital employed (number of times) [Profit before interest and tax / Capital employed ^(viii)]	0.13	0.17	-23%	-
k)	Return on investments (number of times) [Net profit after tax / Average investments]	0.55	0.17	233%	Increase in net profit

Notes:

- i Total debts includes non current and current borrowings.
- ii Equity = Equity share capital + Other equity
- iii Repayment of borrowings includes repayment of long-term borrowings, proceeds from short-term borrowings, repayment of short-term borrowings and net change in other short-term borrowings (with maturity up to three months).
- iv Working capital = Current assets (excluding Assets classified as held for sale) - Current liabilities (excluding current maturities of long term debt, interest accrued on borrowings and liabilities directly associated with assets classified as held for sale).
- v Cost of goods sold includes Cost of materials consumed, Purchases of products for sale and Changes in inventories of finished goods, work-in-progress and products for sale.
- vi Inventory includes Raw materials and components, Work-in-progress, Finished goods, Stores and spare parts, Consumable tools and Goods-in-transit - Raw materials and components.
- vii Capital employed includes Shareholders' Equity, non current and current borrowings

32. Other statutory information :

- (I) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (II) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (III) The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (IV) The Company have not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (V) The Company have not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (VI) 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).
- (VII) The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the companies act,2013) or constorium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- (VIII) The Company has complied with the number of layers for its holding in downstream companies prescribed under clause (87) of section 2 of the companies Act,2013 read with the Companies(Restriction on number of layers) Rules, 2017
- (IX) The Company does not have any transaction which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessment under the Income tax Act,1961
- (X) The Company has not revalued any of its Property,Plants and Equipments (including Right-of-use Assets) during the year.
- XI) There are no transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 for the year ended Mar 31, 2023 and 2022 respectively.

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

33. Revenue from contracts with customers

a) Revenue from operations

The Company generates revenue primarily from the sale of vehicles and sale of services as per details provided in Note 19 to the financial statements.

b) Disaggregation of revenue

Considering the nature, amount, timing and uncertainty of revenue and cash flows, the Company determines that its revenue from operations would fall in single category as per the requirements of Ind AS 115.

The contract liabilities primarily relate to the advance consideration received from customers. Revenue is recognized from the contract liability amounts as and when goods are supplied or services are delivered and related performance obligations satisfied. The unused credit or balance is deferred until used by the customer or expired.

c) Performance obligations

The Company satisfies its performance obligations pertaining to the sale of services as and when services are rendered to the customer and are recognized net of performance obligations. No significant judgment is involved in evaluating when a customer obtains control of promised goods. The contract is a fixed price contract and do not contain any financing component. The payment is generally due within 7-60 days. There are no other significant obligations attached in the contract with customer.

d) Significant judgements in the application of this Standard

There are no significant judgements involved in ascertaining the timing of satisfaction of performance obligations, in evaluating when services are rendered to the customer, in determining the transaction price and allocation of transaction price to the performance obligations.

e) Cost to obtain contract or fulfil a contract

There are no costs incurred for obtaining or fulfilling a contract and there are no closing assets recognised from the costs incurred to obtain or fulfil a contract with a customer.

34 The Company alongwith its parent company Tata Motors Limited (TML), announced a voluntary retirement scheme for its employees in December 2020.

As per the scheme, employees need to apply for voluntary retirement and the Company reserves the right to reject any application without providing reasons for such rejection. Compensation in respect of applications which were approved aggregating to Rs. 0.09 crore is shown as an exceptional item.

TML Business Services Limited
NOTES FORMING PART OF FINANCIAL STATEMENTS

35 Other notes:

- i) During the year ended March 31, 2023, the Company earned profit of ₹ 24.89 crores on sale of properties in Hyderabad.
- ii) The Company has certain Land and Building, which is held for sale as on March 31, 2023.
- iii) **Micro, Small and Medium Enterprises Development Act, 2006**
The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below :

Particulars		(₹ in crores)	
		As at March 31,	
		2023	2022
(a) Principal amount remaining unpaid to any supplier as at the year end and interest due thereon		0.09	0.02
(b) Amount of interest paid by the Company in terms of Section 16 of the MSMED, along with the amount			
	- Principal		
of the payment made to the supplier beyond the appointed day during the accounting year		-	-
(c) Amounts paid after appointed date during the year	- Principal	-	-
(d) Amount of interest accrued and unpaid as at March 31,	- Interest	-	-
(e) Amount of estimated interest due and payable for the period from April 1, 2023 to actual date of payment or May 1, 2023 (whichever is earlier)	- Interest	-	-

In terms of our report attached

For and on behalf of the Board

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 101248W/W-100022

Ravindra Kumar G P
Director
(DIN:07108426)
Place : Mumbai

Ravindra Pethe
Chief Executive Officer
Place: Pune

Kalpesh Khandelwal
Partner
Membership No. 133124
UDIN No : 23133124BGYBBJ8805

Mr Nagaraj Ijari
Director
(DIN: 0939057)
Place : Bengaluru

Subbarayan Prabhu Krishnan
Chief Financial Officer
Place: Pune

Kaynaz Sarbhanwala
Company Secretary
(ACS 34947)
Place: Mumbai

Date : May 1, 2023
Place : Pune

Date : May 1, 2023

