

ENGINEERING A BETTER WORLD

26th ANNUAL REPORT

2019-20



Engineering a Better World

- Better realization** for our customers
- Better for our shareholders as we **delight our customers and grow**
- Safer and greener** for our society
- Better learning and growth opportunities** for our talent



Helping the world to drive, fly, build and farm by enabling our customers to realize better products

Enabling customers with services across the product lifecycle

- | | | |
|-------------|----------|---------|
| Conceive | Design | Develop |
| Manufacture | Digitize | Realize |

Help realize better products

- Better
- Faster
- Safer
- Greener
- Experiential



One Team with customers

- Co-innovate** with our customers and **partner** in their journey

Global Mindset

- Leverage **global presence and talent pool** to learn and share

"Can do" Attitude

- Deliver **compelling business outcomes**

CORPORATE INFORMATION

Board of Directors

Mr. Subramanian Ramadorai – Chairman
Mr. Rakesh Makhija - Non-Executive, Independent Director
Ms. Falguni Nayar - Non-Executive, Independent Director
Mr. Praveen Kadle - Non-Executive Director
Mr. Guenter Butschek - Non-Executive Director
Mr. Pathamadai Balachandran Balaji-Non-Executive Director
Mr. Warren Harris – CEO & Managing Director

Chief Financial Officer

Mr. Jitander Kumar Gupta

Company Secretary

Mr. Vikrant Gandhe

Registered Office

Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi,
Pune 411057, India

Corporate Identification Number

U72200PN1994PLC013313

Investor Relations Email ID

investor@tatatechnologies.com

Statutory Auditors

B S R & Co. LLP, Chartered Accountants
(Firm Registration No. 101248W/ W-100022)
8th Floor, Business Plaza, Westin Hotel Campus
36/3-B Koregaon Park Annex, Mundhwa Road
Pune 411 001

Committee Composition

Audit Committee

Ms. Falguni Nayar - Chairperson
Mr. Rakesh Makhija
Mr. Praveen Kadle
Mr. Pathamadai Balachandran Balaji – Permanent Invitee

Nomination and Remuneration Committee

Mr. Rakesh Makhija - Chairman
Mr. Subramanian Ramadorai
Ms. Falguni Nayar
Mr. Guenter Butschek

Corporate Social Responsibility Committee

Mr. Praveen Kadle - Chairman
Ms. Falguni Nayar
Mr. Warren Harris

Stakeholders Relationship Committee

Mr. Praveen Kadle - Chairman
Mr. Warren Harris

Registrar and Transfer Agents

TSR Darashaw Consultants Private Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road
Nr. Famous Studio, Mahalaxmi
Mumbai 400011
Tel : 91 22 66568484 Fax : 91 22 66568494
Email: csg-unit@tsrdarashaw.com

BOARD OF DIRECTORS



S. RAMADORAI
Chairman



RAKESH MAKHIJA
Independent Director



FALGUNI NAYAR
Independent Director



WARREN HARRIS
Chief Executive Officer
and Managing Director



P. B. BALAJI
Director



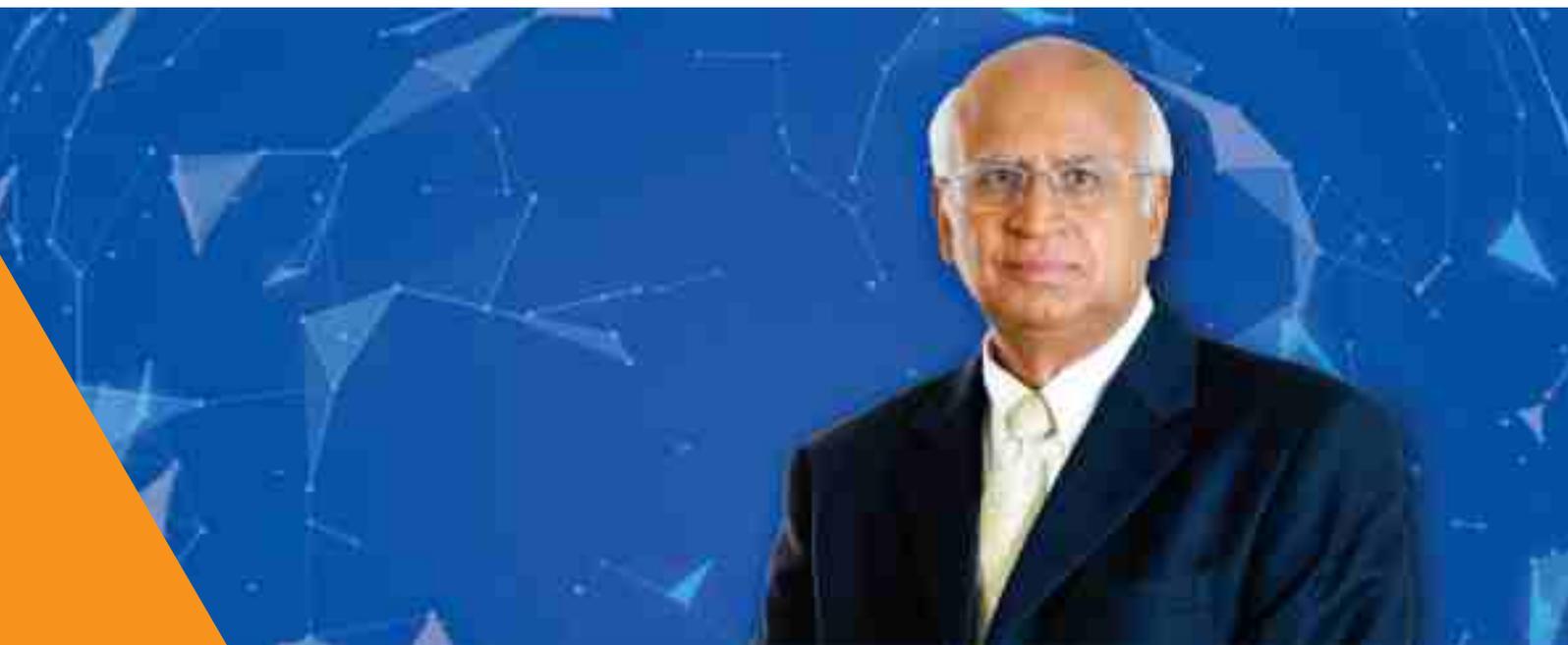
GUENTER BUTSCHEK
Director



PRAVEEN KADLE
Director

LETTER TO SHAREHOLDERS

An introduction from the Chairman of the Board of Directors



DEAR SHAREHOLDERS,

As the world faces an unprecedented challenge with much uncertainty, our thoughts remain with the communities and individuals most deeply impacted by the COVID-19 crisis.

Over the past weeks, we have closely followed the guidance of governments and leading public health institutes to ensure the safety of our employees. We have also worked tirelessly to support our customers at this challenging time. Additionally, we have conducted a business review to assess the potential impact of COVID-19. At this time, whilst we anticipate significant disruption to our operations in the first half of FY21, we remain confident in our ability to create sustainable value for our customers, employees and shareholders. We will continue to assess the evolving COVID-19 situation and will take every available measure to protect the integrity of our short, medium and long-term plans.

FY20 was a challenging year. The global economy was negatively influenced by uncertainties regarding trade relations between the USA and China as well as an unresolved Brexit. Falling vehicle sales and the shift towards Autonomous, Connected, Electric, and Shared (ACES) vehicles prompted many of our automotive clients to reprioritize investment decisions and aggressively deploy major cost-cutting programs. With more than 80% of our

service business being delivered to the global automotive market, Tata Technologies was not able to fully avoid the fall-out of these deteriorating market conditions in FY20.

Despite this backdrop, your Company achieved ₹2,852 Cr (\$401.8M) in revenue, operating margins of 16.5% and earnings per share of ₹60. We had strong cash generation with net cash from operating activities of ₹267 Cr. Moreover, we returned ₹293 Cr capital to our shareholders, including dividends of ₹182 Cr and share buyback of ₹111 Cr. We ended the year on a strong note, with accelerating QoQ revenue growth of 4.2% and operating profit growth of 32%. This was achieved on the back of an operational efficiency program that yielded a reduction in operating expense of \$14.5M in the second half of the year.

We outlined our strategic priorities during last year's Annual General Meeting, and our accomplishments in the fiscal year underscore our progress. These include:

- Further expanding our market-leading reputation for our full-vehicle development capabilities by successfully completing the design, engineering and launch of an all new 2-door plug-in hybrid sports car for a European OEM.
- Establishing an AUTOSAR (AUTomotive Open System ARCHitecture) Offshore Development Center for a major Tier 1 automotive supplier. This win is proof positive that

TTL's commitment to rebalance its engineering portfolio between mechanical and the fast-growing software / embedded electronics services is progressing well.

- Winning significant new business, led by digital, which represents significant part of new business wins during the fiscal year and now forms 20% of overall services business.
- Accelerating progress outside of automotive with our aerospace business growing by 11% and our industrial and heavy machinery (IHM) business growing by 8.2%.
- Double digit (13.5%) growth of our US business on the back of significant improvements in sales force effectiveness.
- Expanding the TTL Alliance Network by signing a global systems integration partnership with PTC to deliver digital transformation solutions to the manufacturing industry.
- Leveraging our value-added reseller relationships with Dassault Systèmes, Siemens and Autodesk, together with our digital and industry expertise, to grow our software products business by 8.2%.
- Building partnerships with leading higher education institutions in India to address growing skill requirements of our digital workforce.
- Gaining numerous industry and analyst recognitions, including the reinforcement of our leadership position in Zinnov Zones Global ER&D Services Ratings for 2019.

Our progress reflects the company's commitment to our growth strategy, which starts with our clients and their imperative to transform their product development capabilities. Tata Technologies' ability to create value for clients by combining our global footprint, unmatched technology expertise and deep manufacturing industry knowledge continues to set us apart in the marketplace.

Our clients count on us to help them improve their competitive position in an increasingly complex and disruptive environment. Today, we serve some of the most progressive companies in the global manufacturing sector. We are especially pleased that we finished FY20 with more than 37 clients with revenues to Tata Technologies of more than \$1M – an increase of 8 clients from last year and 18 from five years ago.

Giving back to the communities in which we have a presence is the cornerstone of our existence – both in India and globally. In India, we continued our flagship Ready Engineer program that has now improved the employability of more than 2,000 engineers since its launch in 2011. We have also supported 300 women, from disadvantaged families, to study

engineering through a partnership with the Lila Poonawalla Foundation. In FY20, we also partnered with Sahapedia, an Indian non-profit organization, to capture and develop an online heritage map of Pune's cultural and natural resources.

We will continue to focus upon delivering value to all our stakeholders—being a responsible business in how we serve our clients, creating value in our communities and for our people, and driving strong shareholder returns.

In closing, I would like to thank all Tata Technologies employees around the world for their dedication and commitment to our clients and our business. Based on our proven resilience, the momentum in the business and our continued discipline in executing our growth strategy, I am very confident in our ability to continue creating value for all our stakeholders.

Sincerely,



S. Ramadorai



LETTER TO SHAREHOLDERS

Insight from the Chief Executive Officer and Managing Director

DEAR SHAREHOLDERS,

Over the last couple of months, the world has been deeply affected by the COVID-19 pandemic. I trust and hope that you and your loved ones are safe and well.

As we face the uncertainties brought on by the current global health crisis, our vision of “Engineering a better world” feels more relevant today than at any point in our Company's history. I am incredibly proud of how your Company has responded to this crisis. The resilience and ingenuity demonstrated by our employees in the face of this challenge has been inspirational.

These are unpredictable times and the extent of the economic impact of the pandemic is still uncertain. However, given our fiscal discipline, strong balance sheet and high liquidity we remain confident in our resilience and future prospects. When this crisis abates, we believe that Tata Technologies will emerge stronger than before, poised to seize the continued strong demand for our services and the significant growth opportunities that lie ahead.

Looking back to last year, whilst fiscal year 2020 (FY20) was an important year of transformation, our performance did not meet our expectations. Our revenue in FY20, at \$401.8 M, was down 4.5% as reported and 2.9% at constant currency. So, while we continue to protect our core capabilities, we must also address those parts of our business that are holding us back.

We have two specific challenges, and we are taking steps to address both. The first involves shifting our services portfolio to align with new market realities and opportunities. We are accelerating the investment in embedded electronics, software and digital. We still have a long way to go but the progress achieved in FY20 is encouraging. Last year we secured the responsibility for building an AUTOSAR (AUTomotive Open System ARchitecture) Offshore Development Center for a major Tier 1 automotive supplier. Digital now makes up 20% of our services business and in FY20 represented majority of our new wins. Whether it's called “Industry 4.0”, as in Europe, the “Industrial Internet of Things (IIoT)”, as in the United States, or just “smart manufacturing”, the application of digital to every facet of manufacturing is in the midst of reshaping the modern manufacturing industry. This digitalization of manufacturing is changing how products are designed, fabricated, used, operated, and serviced post-sale, just as it's transforming the operations, processes, and energy footprint of factories and the management of manufacturing supply chains. This



convergence of digital technologies with manufacturing process promises to recast the landscape of global manufacturing competition. Given our pure-play focus upon the manufacturing sector we believe that we are uniquely qualified to support our customers on this digital transformation journey. The second challenge relates to client concentration risk and the lack of industry diversification. While Tata Technologies' growth last year in North America and India was strong, our over-dependence upon the automotive sector and specifically, individual customers in UK, Sweden and China made it difficult to resist the impact of deteriorating market conditions. We are remedying to improve industry diversification and focusing our business development efforts on scaling the number of key account relationships that we manage globally. In FY20 our aerospace business grew by 11% and our industrial and heavy machinery (IHM) business grew by 8.2%.

Despite the headwinds, we have continued to make progress against our 7-Pillar transformational goals. Highlights include:

Top 40 Accounts – The focus upon the Top 40 accounts has seen the number of clients, with revenues to Tata Technologies of more than \$1M, scale to 37 – an increase of 8 from the previous year.

Outside-In Organizational Structure – In FY20 we rolled out an industry and technology Practice structure to improve the alignment between our value-proposition and the needs of the industries and clients that we serve. At the same time, we have transformed our legacy enterprise IT services business by converging our CEIT and PLM lines of business into what we now call Digital Enterprise Solutions (DES). In DES, we bring together our market-leading capabilities in digital, Product Lifecycle Management (PLM), Enterprise Resource

Planning (ERP), Manufacturing Execution Systems (MES), Supply Chain Management (SCM), Customer eXperience Management (CXM) and business analytics and intelligence (BA/BI) to enable our clients to digitally transform their operations.

Margin Improvement – As in prior years, we maintained our commitment to running Tata Technologies with rigor and discipline. We delivered significant increases in cost efficiency by reducing operating expenses by \$14.5M during the fiscal year. This enabled your company to deliver operating margins of 20.4% in the final quarter of FY20.

Top ER&D Spenders – Given the challenges that we have seen with the long-tail of existing client list and the volatility that we have seen in the new energy vehicle (NEV) market, we have focussed our business development hunting activities on the top ER&D spenders globally. 11 out of 25 new logos, secured in FY20, were from the top ER&D spenders globally. This compares with 8 in FY19.

Focus Upon High Growth Geo's – Even though our performance at an aggregate level was below expectations, our non-captive performance in the North America, UK and India was broad-based, with revenue growth in all three geographic regions. I was particularly pleased with our 13.5% growth in the United States, where we have now achieved consistent quarter-on-quarter growth in four of the last five quarters. The diversity of our business—from an industry, capability and geographic perspective—creates resilience and durability, and is especially important at a time when the global economic environment remains volatile and uncertain.

Partnerships & Capabilities – In FY20 we signed a preferred partner agreement with PTC to provide Digital Transformation solutions to the manufacturing industry. This global systems integration (S.I.) agreement will focus upon leveraging the industry leading PTC technology portfolio to integrate the end-to-end digital thread of a manufacturing enterprise. In support of our shift toward digital, we have also made significant investments in transforming our global workforce, which is fundamental to our ability to serve our clients and enable our people to succeed, learn and grow. Once again, Tata Technologies was positioned in the 'Leadership Zone' in the latest Zinnov Zones Global ER&D services report – a testament to the ongoing investment we are making in developing skills and capabilities.

M&A – FY20 saw the completion of the integration of Escenda, the engineering services organization acquired in 2017 to provide Tata Technologies a nexus in Scandinavia. Escenda has now adopted Tata Technologies systems and processes and the leadership in Sweden has been reinforced to ensure that the complete Tata Technologies value proposition can be delivered to clients in this region.

Tata Technologies lives at the intersection of the digital and physical product. This allows us to “help the world to drive, fly, build and farm by enabling our clients to realize better products” and in so doing, to be essential to the markets we serve.

For example, we helped a North American electric vehicle

company digitize its entire value chain – from product development through manufacturing operations. We enabled a Korean automotive OEM to launch the “most comprehensive online car buying platform in India” and developed and deployed a connected car proposition for a Japanese OEM in China. In aerospace we continue to deliver innovative tooling solutions for MRO clients in Asia and North America and in the Industrial Heavy Machinery (IHM) sector we secured the turnkey responsibility for the development of a fork-lift truck. Quite simply, our client relationships are second to none, and our continued success underscores our ability to address our clients' most complex and strategic issues.

Our proprietary e-Learning and Organizational Change Management (OCM) platform, iGETIT, now boasts 100,000 online subscribers and, in FY20, our PLM value-added reseller business grew by 11% – growth that significantly outpaced the market.

We are committed to making a difference in the communities where we work and live— from improving the readiness of graduate engineers, addressing the skills gap in Science, Technology, Engineering and Mathematics (STEM) to accelerating gender equality in the workforce.

Through Ready Engineer, Tata Technologies and our partners have now equipped more than 2,000 graduate engineers with the skills to get a job and accelerate their path to productivity. We are increasingly leveraging technology and digital solutions to encourage school children to pursue careers in engineering and technology through our partnership with Tata Trust, IISER under (India Innovation Competency Enhancement Program (IICE) in India and STEM Youth Literacy program at J.E. Clark Preparatory academy in Detroit. We also remain focused on increasing the number of female engineers. In India we have supported more than 300 women, from disadvantaged families, to study engineering through a partnership with the Lila Poonawalla Foundation.

In closing, I want to thank all Tata Technologies people for their dedication and passion in delivering value for our clients and our company. We finished FY20 with strong momentum, positioning us well for the new fiscal year. With our highly differentiated capabilities and focused investments in the New—together with our disciplined management of the business—I could not be more bullish about our future prospects.

Regards,



Warren K. Harris



EXECUTIVE LEADERSHIP TEAM



WARREN HARRIS
Chief Executive Officer
and Managing Director



JK GUPTA
Chief Financial Officer



ANUPAL BANERJEE
Chief Human Resources Officer
& Company Ethics Counsellor



SONAL RAMAKHIANI
President Sales and
Chief Operating Officer
– Americas



ANAND BHADE
President Sales – Asia Pacific



PAWAN BHAGERIA
President Sales – Tata Motors
Group Strategic Business



ARUN KRISHNAMURTHI
President Sales – Europe



SANTOSH SINGH
Senior VP & Global Head
Marketing, BE & Innovation

SERVICE OFFERINGS

Tata Technologies - a leader in **product engineering services** - caters to the global manufacturing industry; enabling ambitious manufacturing companies to design and build better products



Engineering, Research & Development

Provide outsourced engineering services for our manufacturing customers globally to help them conceive, design, develop and realize better products.



Digital Enterprise Solutions

Help manufacturing customers identify and deploy emerging technologies, tools and solutions to manufacture, service and realize better products.



TATA TECHNOLOGIES REINFORCES LEADERSHIP POSITION IN ZINNOV ZONES GLOBAL ER&D SERVICES RATINGS 2019



Tata Technologies was positioned in the 'Leadership Zone' in the Zinnov Zones Global ER&D services 2019 report. Tata Technologies made impressive gains across all its key verticals – Automotive, Aerospace, and Construction & Heavy Machinery – compared to last year's rankings and was ranked as a global leader for the third straight year. Zinnov also rated Tata Technologies first amongst all India-based ESPs for the Automotive Industry ER&D services vertical.

Zinnov Zones for ER&D services is an annual rating from global management consulting firm Zinnov which caters to ER&D service providers and helps understand ongoing transformation resulting from changing priorities and align market positioning accordingly. The report has an enhanced focus on digital engineering and covers areas such as ER&D spending, vertical-focused digital engineering spending and

capabilities, and market addressed by service providers. The 2019 report assessed 50 global service providers for their ER&D prowess, aimed at helping enterprises make informed purchasing decisions for strategic initiatives.

The Zinnov report recognized the work of Tata Technologies across its Automotive ER&D offerings, including the work being done in the design and development of EVs and platforms. Zinnov also recognized Tata Technologies' engagement with global customers in the Construction & Heavy Machinery vertical for offerings that include mechanical engineering, product design, electronic, electrical & embedded systems, control systems, emissions, powertrain and hydraulics; and service offerings around MRO, tooling design and simulation for the Aerospace industry.

We are pleased that we have reinforced our position as a Leader amongst Global ER&D players across our key verticals and continued to improve our position year on year. The Zinnov ranking is a testament to the breadth and depth of Tata Technologies' offerings in ER&D services and the value that we create for our customers. It also reflects our commitment towards developing capabilities and solutions that enable our customers to design, develop and realize Better Products and thereby help us achieve our vision of Engineering a better world.

Warren Harris
CEO and MD, Tata Technologies

Tata Technologies has proved its mettle once again by strengthening its Leadership position among global ER&D service players. In a highly competitive industry, Tata Technologies stands out with its dedicated focus across key verticals and horizontal. With new initiatives on emerging areas such as electric cars, Industry 4.0 and smart engineering solutions, Tata Technologies is well poised to become the ESP of choice for businesses worldwide.

Sidhant Rastogi
Partner and Practice Head, Zinnov

TATA TECHNOLOGIES SHOWCASES ITS ELECTRIC VEHICLE MODULAR PLATFORM (EVMP) AT EV100 IN CHINA



Tata Technologies participated in the EV100, a global initiative which brings together forward-looking companies committed to accelerating the transition to electric vehicles (EVs), held in Beijing, China in January 2020. Tata Technologies highlighted its end-to-end capabilities in the EV market and showcased its innovative Electric Vehicle Modular Platform (EVMP) designed to meet the changing demands of the industry.

The company highlighted the need to improve EV economics and increase product competitiveness, along with the four mega trends of electrification, mobility, connectivity and autonomy. The company reaffirmed that the use and reuse of a single body architecture concept as a platform for new models is likely to be the fastest way into the market. The EVMP brings this concept to reality as it helps automakers and OEMs increase manufacturing efficiency and reduce costs. By fully integrating pre-validated EV aggregates, Motors, Batteries and HV Electronics from Tier 1 and/or OEMs and engineering high levels of modularity and commonality, material costs can be minimised and time-to-market can be slashed.

Tata Technologies also established a partnership with a new-age Chinese OEM to develop platforms and bring in process efficiencies through emerging technologies such as AR, VR, digital twin and data mining.



TATA TECHNOLOGIES AND PTC PARTNER TO PROVIDE DIGITAL TRANSFORMATION SOLUTIONS TO THE MANUFACTURING INDUSTRY



Tata Technologies partnered with PTC to provide next-generation smart manufacturing and digital transformation solutions to the manufacturing industry worldwide. As a Platinum Global Systems Integrator (GSI) of PTC, Tata Technologies will leverage its rich domain knowledge in manufacturing and global experience in product engineering to deliver differentiated digital transformation solutions through the innovative PTC product portfolio.

Tata Technologies will support the entire suite of PTC solutions including the ThingWorx, Vuforia, Windchill, Creo, and Servigistics solutions. This collaboration will further augment Tata Technologies' strong capabilities in Product Engineering, PLM, Product manufacturing services and strengthen the bouquet of smart manufacturing solutions including Digital Twin, AR/VR solutions thereby helping Tata Technologies develop innovative solutions to address business challenges of the manufacturing industry.

Tata Technologies with a vision of 'engineering a better world' enables the manufacturing industry to build and realize better products. Through this global collaboration, we aim to further accelerate our customer's digital transformation journey by offering targeted solutions that leverage our intimate understanding of the manufacturing industry and PTC's solution portfolio.

Warren Harris
CEO and MD, Tata Technologies

The collaboration with Tata Technologies brings together our combined market leadership and manufacturing industry solutions to support our joint customers on their digital transformation journeys. We are pleased to be working with Tata Technologies to deliver differentiated manufacturing solutions through the innovative PTC product portfolio.

Ravi Asrani
SVP, GSI Strategic Alliances, PTC.

Selecting both PTC's PLM solutions and Tata Technologies as the 'joint implementation partner' assures us of an unparalleled transformation of our business and we wish this partnership the very best.

Doosan Bobcat
One of the first customers of this joint partnership

AWARDS & ACHIEVEMENTS



Recognition in Zinnov Zones Global ER&D Services Ratings 2019

Tata Technologies was ranked first amongst all India-based ESPs for automotive industry ER&D services vertical in the Zinnov Zones Global ER&D Services Ratings 2019. The company was also placed in the Leadership Zone in the Construction & Heavy Machinery ER&D and Aerospace ER&D services verticals.



Muthiah Kasi Award for VAVE Capabilities

Tata Technologies won the prestigious Muthiah Kasi award for its Value Analysis & Value Engineering (VAVE) capabilities at the 35th INVEST International & 8th Asian Value Engineering Conference held at Bengaluru. Tata Technologies won the award for the “The Best Function Oriented VAVE Project in India”.

AWARDS & ACHIEVEMENTS



Recognition for Ready Engineer CSR Program by Ministry of Corporate Affairs, Government of India

Tata Technologies' flagship CSR program 'Ready Engineer' won the Honourable Mention at the first National Corporate Social Responsibility (CSR) Awards - 2019 given by Ministry of Corporate Affairs, Government of India in presence of Hon. President of India.



3DS - On Premise Sales Award

Stephanie Mangum, Tom Collins, and Tom Short, receive Dassault Systèmes' North America 3DEXPERIENCE On Premise Sales Award.



Recognition by Dassault Systèmes

In 2019, the Tata Technologies NA Products Sales team became the #2 ranked DS Business Partner in NAM (#11 in 2018), based on the KPIs achieved in the Dassault Systèmes Rewards program.



Dassault Systèmes' North America Top Salesperson Award

Mark Jabara receives Dassault Systèmes' North America Top Salesperson Award, for the third year in a row.



SE Platinum Partner Award

Jeff Zobrist, Siemens Vice President Global Solution Partner Sales, presents Tom Short and Tom Collins with the Siemens Platinum Partner Award, with Craig Radomski, Vice President Americas Channel.

Solution Partner

Smart Expert

Digital Industries Software

Siemens Smart Expert Partner Badge 2020

Three-years running, Tata Technologies is a Siemens Digital Industries Software - Platinum Partner, the highest level partner status. Platinum status requires the NA Product Sales team to receive Siemens' validation and customer verified experience and expertise. Tata Technologies NA Product Sales team also holds a Smart Expert Partner designation for four Siemens Digital Industries Software solutions: NX CAD, NX CAM, Teamcenter and Femap.



PTC Partnership Tier Improvement Award

PTC awarded the partnership tier improvement award to Tata Technologies on account of superior partner performance.



Recognition for CIIT

Tata Technologies Education Group has set up a Center for Invention, Innovation, Incubation and Training at Govt. College of Engineering, Chandrapur. These awards were given to our employee Manish Kumar for Paper Presentation on following Disruptive Technologies in Automotive and its impact on Business and Industry 4.0 - Opportunities and Challenges.

CORPORATE SUSTAINABILITY

Businesses are powerful constituents of society and the most successful, respected, and desirable businesses exist to do much more than make money –they exist to bring positive change in the world.

The Tata name has been synonymous with corporate social responsibility (CSR) for more than a century. As a Tata company, Tata Technologies proudly champions sustainable, socially responsible business practices and undertakes many philanthropic and community development initiatives throughout the year. We ensure the products that we help our clients engineer are improving the quality of lives of those that are exposed to those products. We engineer a better world.



TTL CEO and MD Warren Harris launched Sahapedia - a Cultural Mapping project to document Pune's cultural and natural resources from the past to the present.



As part of our flagship CSR Program 'Ready Engineer', an in-house training program was organized to train 40 professors from various engineering colleges. Professors from these colleges also visited the AXIA lab.



Twenty students from WMG Academy for Young Engineers attended the STEM Day at the EIDC, UK. The aim of this day was to provide students with an insight into STEM and the celebration of Women in STEM and Business.



The CSR EU team represented Tata Technologies at the Myton School Careers Fair in Leamington Spa to encourage and support young individuals to consider the vast amounts of careers available within the Engineering Industry.



TTL volunteers participated at the 'Wild Work Day' initiative held at Brandon Marsh Nature Reserve in the UK. The team took part in painting a full shed for educational purposes as well as tidying and clearing up walking pathways in the woods.

CORPORATE SUSTAINABILITY



In the spirit of the giving season, TTL volunteers prepared and donated “Project Night Night” packages containing a new security blanket, an age-appropriate children's book and a stuffed animal. The team delivered them to local homeless and domestic abuse shelters.



The North American CSR team actively engaged with the STEM Youth Literacy program at J. E. Clark Preparatory Academy in Detroit. Volunteers from Tata Technologies, i GET IT and Ford helped students in year 6-8 with activities designed and led by the Detroit Science Center.



Tata Technologies Romania participated in the AFCCO event organised by Transilvania University where a team of engineers, along with the HR department, assess the participating projects. The best candidates were offered jobs inside Tata Technologies Romania, Brasov.



Tata Technologies Romania joined initiatives from other TTL locations in organizing a charity event to support children – Christmas Jumper Day. The event was held in all Tata Technologies locations on December 13th and the money raised was donated to the "Save the Children" organization.

CONTENTS

Notice	01
Board's Report	09
Management Discussion & Analysis	39
Corporate Governance Report	51
Consolidated Accounts	60
Standalone Accounts	132
ECS Request Form	197

This report and financial statements contained herein have been prepared in accordance with the requirements of the Companies Act, 2013 ("The Act") and the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The preparation of financial statements requires management to make estimates and assumptions which affect the reported amounts of income and expenses of the period, assets and liabilities as of the date of the financial statements. The estimates and judgements relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner, the form and substance of transactions

This page is intentionally left blank

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-SIXTH ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF TATA TECHNOLOGIES LIMITED will be held on Monday, July 27, 2020 at 03:00 PM (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the year ended March 31, 2020 together with Report of the Directors and Auditors thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the year ended March 31, 2020 together with Report of the Auditors thereon.
3. To confirm the payment of Interim Dividends on equity shares for the financial year 2019-20.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
RESOLVED THAT Mr. Praveen Purushottam Kadle (DIN: 00016814), a director liable to retire by rotation at the Twenty-sixth Annual General Meeting, who does not offer himself for reappointment, be not reappointed as a Director of the Company and the vacancy, so caused on the Board of the Company, be not filled up.

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013 concerning the Special business under Item No. 4 of the Notice, which is considered unavoidable by the Board, is annexed hereto.
2. The Ministry of Corporate Affairs has, vide its General Circular No. 20/2020 dated May 5, 2020 allowed the Companies to conduct their Annual General Meetings to be held in calendar year 2020, through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and as such, the Twenty-Sixth Annual General Meeting of the Company shall be held only through VC or OAVM.
3. This Notice along with the Annual Report for FY 2019-20 has been sent only to those members whose Email IDs are registered with the Company or the Registrar and Transfer Agent.
4. The Company has also uploaded a copy of this Notice along with the Annual Report for FY 2019-20 on its website.
5. A transcript of the proceedings of the AGM will be uploaded on the website of the Company.
6. For participation of members in the AGM the Company has made arrangements with National Securities Depository Limited (NSDL) which allows participation of at least 1,000 members on first-come-first-serve basis.
7. The facility for joining the meeting through Video Conferencing shall be kept open at least 15 minutes before the scheduled time for the AGM and will be closed 15 minutes after the scheduled start time.
8. Shareholders who wish to attend this AGM may follow the below steps to access the VC platform and attend the meeting:
 - a. **In case the shareholder wants to join the meeting and also vote:**
 - i. Visit NSDL evoting site <https://evoting.nsdl.com/> and click on “Shareholder/Member” login button.
 - ii. A page will open where they have to enter their remote e-Voting login credentials.
 - iii. After successful login, the shareholder will be able to see the home page of NSDL e-Voting system.
 - iv. Click on “Active Evoting Cycles”.
 - v. Shareholder will be able to see all active EVENS for which voting is live as well as AGM is scheduled to be held. Click on the respective EVEN (VC Link) for which the shareholder wants to vote. After successfully joining the meeting, the shareholder will be allowed to vote.
 - vi. Shareholder will be able to join the meeting and pose questions (optional) if they wish to do so.
 - vii. Further, during the meeting, a shareholder can click on respective EVEN of Company. They have to choose their option of voting per resolution or can choose for “Mark all in favour”/“Mark all as against”. This facility will be available to only those shareholders who have not cast their votes through Remote Voting.
 - viii. Shareholder will confirm the options that they have selected to cast the vote.
 - ix. Upon clicking the Confirm button the shareholder will get voting confirmation. Thus the shareholder will complete voting process.

b. In case the shareholder wants to only view the AGM:

- i. Visit NSDL evoting site <https://evoting.nsd.com/> and click on “Shareholder/Member” login button.
- ii. A page will open where they have to enter their remote e-Voting login credentials.
- iii. After successful login, shareholder will be able to see the home page of NSDL e-Voting system.
- iv. Click on “Active Evoting Cycles” as shown below.
- v. Shareholder will be able to join the meeting and pose questions if he wishes to do so. After registration he can view AGM by playing the video.
- vi. Shareholders can pose questions in chat box and send their questions to the moderator. They will get success message after successfully posting (Optional).

User Guidelines/Compatibility for viewing of AGM:

- i. Shareholders need a computer with an Internet connection (high speed service such as DSL or cable works best) and speakers.
 - ii. Compatible Browser list: Google Chrome 50, Microsoft Edge, Internet Explorer 10 & above, Firefox, Safari or Opera.
 - iii. Video Buffering / Video Stuck but not audible: Check on the Internet Connection, check whether you have sufficient bandwidth for viewing the same, to check whether you have sufficient bandwidth for viewing the same, click on the system check tab or visit speedtest.net; minimum Internet Speed should be 10 MBPS with the Upload and Download Ratio of 1:1.
 - iv. Allow third party cookies.
 - v. You may also use a headset instead of speakers.
 - vi. Please refresh your browser (for laptop / desktop kindly press Ctrl+F5).
9. Shareholders, who may require assistance before or during the AGM may contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-2499 4545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.
 10. Since this AGM will be held through VC or OAVM, the facility for appointment of Proxy is not available.
 11. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum for the meeting.
 12. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Articles of Association are available for inspection by the members.
 13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 are available for inspection by the members.
 14. This Notice of AGM has been sent to all the members whose name appeared in the Register of Members and Register of Beneficial Owners as on Friday, June 26, 2020.
 15. Pursuant to the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, members whose names appear on the Register of Members as on Monday, July 20, 2020 (“Cut-off Date”) would be eligible to vote by electronic means. Any recipient of the notice who has no voting rights as on the cut-off date shall treat this notice as intimation only.
 16. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 21, 2020 to Monday, July 27, 2020 (both days inclusive).
 17. A person who acquired the shares and became member of the Company prior to the cut-off date i.e. Monday, July 20, 2020 shall be entitled to exercise his votes either electronically i.e. remote e-voting in the following manner:
 - a. Such person may obtain the login ID and password by sending a request to evoting@nsdl.co.in or to the Company at investor@tatatechnologies.com or TSR Darashaw Consultants Private Limited, the Registrar and Transfer Agents of the Company at csg-unit@tsrdarashaw.com;
 18. As per the provisions of the Companies Act, 2013, facility for making nominations is available for members in respect of shares held by them. Nomination Forms can be obtained from the Company’s Registrar and Transfer Agent.

19. Members may please note the contact details of the Company's Registrar and Transfer Agent, M/s TSR Darashaw Consultants Private Limited, as follows:

TSR Darashaw Consultants Private Limited

6-10 Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai-400011
Tel: +91 22 66568484 Fax: +91 22 66568494

Email ID: csg-unit@tsrdarashaw.com; Website: www.tsrdarashaw.com

20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, change of address, change of name, change in Email ID etc., to their Depository Participants. Changes intimated to the Depository Participants will be then automatically reflected in the Company's records which will help the Company's Registrar and Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes including their Email IDs to the Company's Registrar and Transfer Agent.
21. Members attention is particularly drawn to the 'Transfer of Unclaimed/Unpaid dividends to Investor Education and Protection Fund' section under 'General Shareholder Information' in the Corporate Governance Report.
22. The Company has dematerialized its Equity Shares with CDSL & NSDL and Company's ISIN number is INE142M01017. The members are requested to note that in wake of notification dated September 10, 2018, issued by Ministry of Corporate Affairs, members holding shares in physical form have to mandatorily convert their holding into Demat form if they intend to transfer their shares on or after October 2, 2018. Members, who hold shares in physical form, are requested to dematerialize their shares at the earliest.
23. The Company has received a unique user code from Reserve Bank of India to credit the dividend directly to the bank accounts of the Investors. Members, who intend to opt for the NECS facility, are requested to fill in the NECS Request Form attached at the end of this Report and send to the Company's Registrar and Transfer Agent. Members holding the shares in electronic form are requested to contact their Depository Participants and give suitable instructions to record their bank account details in their Demat account.
24. Pursuant to Finance Act 2020, dividend income will now be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company's Registrar and Transfer Agent, TSR Darashaw Consultants Private Limited at csg-unit@tsrdarashaw.com (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to csg-unit@tsrdarashaw.com.
25. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members are requested to register/ update their email address, through written application, with Company's Registrar and Transfer Agents to enable the Company to send notices, annual reports and other communication via email.
26. Copies of the Annual Report 2019-20 are being sent through electronic mode only to those members, whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes. Members are requested to update their Email IDs with the Company's Registrar and Transfer Agent.
27. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
28. **Voting through electronic means:**

For voting through electronic means, the expression-

"Remote e-voting" means the facility of casting votes by a member using an electronic voting system from a place other than venue of a general meeting.

- I. According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Amended Rules, 2015, e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
- II. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members, facility to exercise their right to vote by utilizing the facility of remote e-voting by electronic means and the business will be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

- III. A member may exercise his vote in respect of the resolutions proposed in the notice of AGM by electronic means (“remote e-voting”) and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
- IV. During the Remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a Cut-off Date, may cast their vote electronically.
- V. In case a Member receives an email from NSDL [for members whose Email IDs are registered with the Company/ Depository Participants(s)]:

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below:

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

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

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Company, which is 113009.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jbhhave@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to contact NSDL on evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager – NSDL at amity@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-2499 4545 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.

Process for those shareholders whose Email IDs are not registered with the depositories for procuring user id and password and registration of Email IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to csg-unit@tsrdarashaw.com.

In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csg-unit@tsrdarashaw.com.

The instructions for members for e-voting on the day of the AGM are as under:-

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

Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions by July 23, 2020 (5:00 p.m. IST) mentioning their name, Demat account, number/folio number, Email ID, mobile number at investor@tatatechnologies.com. The same will be replied by the Company suitably.
 6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email address mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number at investor@tatatechnologies.com from July 21, 2020 (9:00 a.m. IST) to July 23, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VI. The remote e-voting period commences on Friday, July 24, 2020 (10:00 am) and ends on Sunday, July 26, 2020 (5:00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Monday, July 20, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently or cast the vote again.
- VII. The members, who have cast their vote by remote e-voting, may also attend the meeting through VC but shall not be entitled to cast their vote again.
- VIII. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Monday, July 20, 2020.
- IX. Mr. Jayavant Bhawe, Practicing Company Secretary (FCS No. 4266; COP No. 3068) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three (3) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman or a person authorized by him in writing who shall countersign the same.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tatatechnologies.com immediately after the results are declared by the Chairman.
- XII. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the AGM.

By Order of the Board of Directors

Vikrant Gandhe
Company Secretary
Membership No.: F4757

Date: May 18, 2020

Place: Pune

Registered Office:

Tata Technologies Limited
Plot No 25, Rajiv Gandhi Infotech Park,
Hinjawadi, Pune – 411057

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act), sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming a part of the Notice.

Item No 4: Director not seeking re-appointment

Mr. Praveen Kadle, a Director of the Company who is liable to retire by rotation at this Annual General Meeting has indicated that he does not wish to offer himself for re-appointment at the Annual General Meeting.

Mr. Praveen Kadle was appointed as a Director of the Company on February 4, 1997 to help the Company achieve its objectives as well as advise and guide the Board and has been associated with the Company since then and the Company has greatly benefitted from his guidance and able leadership.

None of the Directors of the Company or Key Managerial Personnel or their relatives, except Mr. Praveen Kadle (DIN: 00016814) are in any way concerned or interested, financially or otherwise, in this resolution.

The Directors recommend the resolution in the accompanying Notice for approval of the members of the Company.

By Order of the Board of Directors

Vikrant Gandhe
Company Secretary
Membership No.: F4757

Date: May 18, 2020

Place: Pune

Registered Office:

Tata Technologies Limited
Plot No 25, Rajiv Gandhi Infotech Park,
Hinjawadi, Pune – 411057

BOARD'S REPORT

To the Members of Tata Technologies Limited

The Directors present the Annual Report of Tata Technologies Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2020. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. FINANCIAL RESULTS

The summary of the financial results of the Company for year ended March 31, 2020 is as follows:

(₹ Crore)

Particulars	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Income from Operations	1,244.55	1,217.30	2,852.05	2,942.21
Other Income	150.62	11.03	44.89	42.23
Total Income	1,395.17	1,228.33	2,896.94	2,984.44
Operating Expenditure	941.42	913.43	2,381.61	2,437.35
Profit before Depreciation, Interest and Taxes	453.75	314.90	515.33	547.09
Interest	8.85	0.04	15.63	1.29
Depreciation	59.96	48.78	99.15	68.64
Profit before exceptional item and tax	384.94	266.08	400.55	477.16
Exceptional items	1.34	-	8.58	6.22
Profit before tax (PBT)	383.60	266.08	391.97	470.94
Tax expense	91.68	74.90	140.42	118.34
Profit after tax (PAT)	291.92	191.18	251.55	352.60

2. OPERATING RESULTS & BUSINESS PERFORMANCE

The Operating revenue of the Company recorded an increase of 2.2% during financial year 2019-20 over previous financial year on a standalone basis. The revenue growth on standalone basis mainly consists of growth of 3.8% in sale of services to ₹ 1,080.23 crore, while sale of products declined by 6.9% to ₹ 164.32 crore.

On Consolidated basis, the Company recorded a decrease in revenue from operations by 3.1%. The revenue from operations decreased to ₹ 2,852.05 crore during financial year 2019-20 compared to ₹ 2,942.21 crore during previous year. The revenue from sale of services decreased by 5.2% to ₹ 2,343.50 crore in financial year 2019-20 compared to ₹ 2,472.30 crore in previous financial year 2018-19 while product revenue increased by 8.2% to ₹ 508.55 crore compared to ₹ 469.91 crore during previous financial year.

During the year under review, the Company received dividend amounting to ₹ 137.60 crore from its subsidiaries.

The Profit before Tax (PBT) increased by 44.2% to ₹ 383.60 crore in financial year 2019-20 compared to ₹ 266.08 crore in previous financial year on a standalone basis. The Profit after Tax (PAT) increased to ₹ 291.92 crore in financial year 2019-20 compared to ₹ 191.18 crore during previous financial year on standalone basis.

On Consolidated basis, the Company earned a PBT of ₹ 391.97 crore during financial year 2019-20 compared to ₹ 470.94 crore during previous financial year registering a decrease of 16.8% over previous financial year. The PAT decreased by 28.7% to ₹ 251.55 crore in financial year 2019-20 compared to ₹ 352.60 crore in previous financial year.

The Members are advised to refer the separate section on the Management Discussion and Analysis, which is a part of this report, for detailed understanding of the operating results and business performance.

3. DIVIDEND

During the year under review, the Company paid two interim dividends of ₹ 35 and ₹ 5 each per share. The Board did not recommend a final dividend and therefore total dividend for the year ended March 31, 2020 will be ₹ 40 per share.

4. TRANSFER TO RESERVES

The Board of Directors have not proposed to transfer any amount to the General Reserve. Therefore, entire profits of ₹ 291.92 crore earned during financial year 2019-20 have been retained in profit and loss account.

5. HUMAN RESOURCE DEVELOPMENT

The Company's Human Resources function has been structured to support and enable employees and business lines across all locations and territories that Tata Technologies operates in. The structure is a balance between Regional HR and Centers of Excellence (COEs).

In the last few years, the HR function has evolved as a natural partner to Business, working in close collaboration for multiple organization-related actions, namely organization design, leadership development, effective resource management, improved performance management and review and launch of the competency management program. As a function, HR is adequately supported at all locations while ensuring continuity of work. It has continued to focus on fostering Diversity and Inclusion to promote gender diversity in the Company. The Company's women workforce now stands at 14.1% of the total workforce. The Company's attrition rate during 2019-20 was 14.2% which is lower than the industry average. The members are advised to refer to the relevant section of Management Discussion and Analysis, which forms a part of this report, for details of Human Resource strategy the Company.

6. BUSINESS EXCELLENCE AND QUALITY INITIATIVES

The Company has adopted the Tata Business Excellence Model (TBEM) as an organizational improvement methodology to achieve excellence in the way it runs its business and drive key strategic initiatives associated with its strategy. TBEM brings focus on various parts of the business including Leadership, Strategy, Customer, People and Processes as these are assessed for process maturity as well as outcomes they deliver, and the Company's objective is to enhance the maturity of the processes and outcomes. TBEM assessment is Industries best practices action planning and deployment to drive improvements across the organization.

The Company has adopted various globally recognized standards to establish its enterprise-level Quality Management System (QMS) and Information Security Management System (ISMS). Internal and external quality audits, customer feedback and inputs from process group members have helped in continuously improving the QMS processes and related IT tools. The Company's online project tracking system provides real-time visibility of the status of projects to Project Managers, Vertical Heads and Line of Business Heads.

The Company has adopted following globally recognized standards:

- ISO 9001 certification for its facilities in Hinjawadi, SEZ Blueridge, Thane, Jamshedpur, Bangalore, Romania and Sweden locations
- AS9100 for its facilities in Hinjawadi and SEZ Blueridge locations of Pune
- ISO 27001 for its facilities in JK, Hinjawadi and SEZ Blueridge Locations of Pune
- The Company has expanded ISO's security certification, ISO 27001 to Tata Technologies' Pune offices' SEZ 1, 2, and 3 premises.

7. CHANGES IN SHARE CAPITAL

During the financial year 2019-20, the following changes have occurred in the share capital of the Company:

- a) The authorized share capital of the Company remained unchanged at ₹ 60.70 crore divided into 6,00,00,000 equity shares of ₹ 10 each and 7,00,000 0.01% cumulative non-participative compulsorily convertible preference shares of ₹ 10 each.
- b) Paid up equity share capital of the Company increased from ₹ 43,04,37,020 to ₹ 43,04,98,900 due to allotment of additional 6,188 equity shares under its ESOP Scheme.
- c) Paid up equity share capital of the Company decreased from ₹ 43,04,98,900 to ₹ 41,80,32,250 due to extinguishment of 12,46,665 equity shares as a result of the buyback offer launched by the Company during the financial year 2019-20.

BUYBACK OF SHARES:

The Company introduced an offer to buyback up to 21,35,337 (Twenty One Lakh Thirty Five Thousand Three Hundred and Thirty Seven only) of its equity shares at a fair market price of ₹ 748 per share. The buyback represented 4.96% of the total issued and paid-up equity shares of the Company. The share buyback was offered in compliance with the provisions of Companies Act 2013 and other applicable laws.

The shareholders holding 12,46,665 equity shares participated in the buyback offer and the transaction was completed on March 6, 2020. The Company paid total consideration of ₹ 111.19 crore (including buyback tax of ₹ 17.94 crore) to the participating shareholders in the buyback process. The promoters of the Company did not participate in the buyback.

8. SUBSIDIARY COMPANIES AND JOINT VENTURE

As a part of simplification process, your Company has undertaken corporate restructuring program aimed at reducing number of subsidiaries, exiting sub-optimal operations and de-layering of subsidiaries. As a part of this process, Tata Technologies de Mexico, S.A. de C.V., a step subsidiary of the Company passed a resolution for its voluntary liquidation in December 2019. The liquidation process is ongoing.

Tata HAL Technologies Limited (THAL), a joint venture between Hindustan Aeronautics Limited (HAL) and Tata Technologies Limited has decided to close its operations effective March 31, 2020 except for the remaining work related to LCA Tejas Division of HAL. The Board of Directors of THAL have decided to file application for its voluntary winding during 2020-21 after closing of remaining operations.

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

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act 2013, the Directors, based on the representations received from the Operating Management, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- ii. they have, in selection of the accounting policies, consulted the Statutory Auditors and have 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 of the Company for that period;
- iii. they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis; and
- v. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the 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 financial year 2019-20.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Praveen Kadle (DIN 00016814) retires by rotation at the ensuing Annual General Meeting of the Company in accordance with the provisions of Section 152 and Article 140 of the Articles of Association of the Company. Mr. Praveen Kadle, who is eligible for re-appointment, has conveyed that he does not intend to seek re-appointment and will retire upon completion of his current term at the ensuing Annual General Meeting. The Board placed on record its appreciation for the valuable services rendered by Mr. Praveen Kadle.

Pursuant to Section 149 (6) of the Companies Act, 2013, the Company has received the declaration of independence from Ms. Falguni Nayar and Mr. Rakesh Makhija, Independent Directors.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are:

Mr. Warren Kevin Harris, Chief Executive Officer and Managing Director, Mr. Jitander Kumar Gupta, Chief Financial Officer and Mr. Vikrant Gandhe, Company Secretary.

11. BOARD MEETINGS

The Board met nine (9) times during the financial year 2019-20 on May 7, 2019, May 21, 2019, July 19, 2019, August 14, 2019, October 18, 2019, December 27, 2019, January 23, 2020, February 10, 2020 and March 25, 2020. The time gap between two meetings was less than 120 days.

12. BOARD EVALUATION

The Company has adopted the Tata Group Governance Guidelines in which a due process for evaluation of the Board has been set up and the Board of Directors has carried out an annual evaluation of its own performance, Board Committees, and individual directors pursuant to Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

A meeting of the Independent Directors' which was scheduled to be held in the last week of March 2020 could not be held due to the Nationwide lockdown imposed by the Government as a measure to address the COVID-19 threat. The Ministry of Corporate Affairs had, vide its General Circular No. 11/2020 dated March 24, 2020, exempted the Independent Directors from the requirement of holding the meeting.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

13. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report as Annexure III.

14. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this report.

15. AUDIT COMMITTEE

The Audit Committee comprises of three Non-Executive Directors including two Independent Directors, all of whom are financially literate. The Committee is comprised of Ms. Falguni Nayar, Chairperson, Mr. Rakesh Makhija and Mr. Praveen Kadle as members of the Committee. Mr. Pathamadai Balachandran Balaji is a permanent invitee to the Committee. The Committee has adopted a Charter for its functioning. The Committee met eight (8) times during the year, the details of which are given in the Corporate Governance Report. During the year under review, the Board has accepted all the recommendations of the Committee.

16. STATUTORY AUDITORS

M/s. BSR & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/ W-100022) were appointed as the statutory auditors of the Company to hold office from the conclusion of the Twenty-Third Annual General Meeting ("AGM") held on September 15, 2017, till the conclusion of Twenty-Eighth AGM subject to ratification of their appointment at every AGM. Pursuant to the Companies (Amendment) Act, 2017 (which became effective from May 7, 2018), the appointment of the Auditors is no longer required to be ratified at each Annual General Meeting. The report of the Statutory Auditors forming part of the Annual Report, does not contain any qualification, reservation, adverse remark or disclaimer. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

17. SECRETARIAL AUDIT

Section 204 of the Companies Act, 2013 inter-alia requires prescribed classes of companies to annex with its Board Report, a Secretarial Audit Report given by Company Secretary in Practice, in the prescribed format. Since the Company falls under the prescribed class, the Board of Directors had appointed M/s. SVD & Associates, Practicing Company Secretaries, as Secretarial Auditors to conduct Secretarial Audit of the Company for 2019-20 and their report is annexed to this report as Annexure IV. There are no qualifications in the said Report.

18. INTERNAL AUDITORS

The Company has appointed M/s. Ernst & Young LLP, as Internal Auditors of the Company, to conduct the Internal Audit of the Company and its subsidiaries.

19. COMPLIANCE AUDITORS

To strengthen the compliance process of the Company, the Company has implemented a system based compliance tool known as "iComply" in India, Europe, Thailand, Singapore, United States of America, Romania, Mexico and China. The Company has appointed M/s. Ernst & Young LLP, as Compliance Auditors of the Company, to conduct the Compliance review at all locations where the iComply tool has been implemented.

20. RISK MANAGEMENT POLICY

Shareholders are requested to refer the separate section on Risk Management in Management Discussion and Analysis.

21. COVID 19 PANDEMIC AND COMPANY'S PREPAREDNESS

The world has witnessed an unprecedented ghastly impact due to COVID-19 pandemic, which is slowly engulfing the world into its clutches and even the Company's business is impacted due to the pandemic. As COVID-19 spreads to high revenue generating geographies (US, UK and EU), the business is expected to have its adverse impact. The Company generates a significant portion of its revenue in US and UK and the impact of the pandemic on these countries has significantly affected the overall demand. As a part of Business Continuity Planning, the Company has enabled 'Work from Home' model for almost all the workforce. With the impact of COVID-19 gradually lowering and restrictions having been eased, the employees in East Asia have started to return to office. As a measure to mitigate the COVID-19 risk, the Company has made itself structurally more agile, c-suite driven and cross functional. The Company has also initiated a number of employee welfare initiatives including keeping a track of employee health through 'My Tata Technologies' app and rolling out periodic advisories and employee communications through emails and Workplace, which is an internal communication tool that connects everyone in the Company.

The Company is well equipped to cater to business requirements as well as employee needs in these challenging times.

22. LOANS AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

23. RELATED PARTY TRANSACTIONS

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. The information on transactions with

related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure V in Form No. AOC-2 and the same forms part of this report. All the Related party Transactions entered by the Company in 2019-20 were in the ordinary course of business and at arm's length basis. All such transactions were reviewed and ratified by the Audit Committee from time to time.

24. PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 during the year under review and hence, no amount is outstanding under the head 'Public Deposits' as on March 31, 2020.

25. CORPORATE SOCIAL RESPONSIBILITY

Your Company has been on the forefront in adopting newer technologies and approaches for its initiatives under its Corporate Social Responsibility program. Over the years, your Company has created tremendous value in its initiatives which has encouraged many Companies to join hands for the social good. The Company's Corporate Social Responsibility vision has always been to co-create sustainable value for its stakeholders by leveraging its engineering and technology knowledge and thereby promoting Innovation. To this end, the Company is committed to enhancing the quality of education for a better future of our younger generation, specifically Engineers that are increasingly required in product development across the globe.

The Company has complied with the provisions of Section 135 of Companies Act 2013 and all its subsequent amendments. The shareholders are advised to refer the separate section on the Corporate Social Responsibility and the details of the projects undertaken by the Company during the year are given as Annexure VI to this report.

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

CONSERVATION OF ENERGY INITIATIVES

Your Company is committed to environmental protection through reduction of carbon foot print. Green buildings, efficient operations, green IT and the use of renewable energy have been the key enablers in the Company's journey of carbon and energy performance improvement.

The Company has been using LED lights in place of conventional lights, modernizing data center / Networking environment by replacing conventional rack by integrated cooling racks, installing LED street lights, extensive use of solar water heaters, use of Hybrid lighting sensors in all utility area and lighting Lux level controls as per LEED norms.

The Company has taken certain measures to save water as part of its green initiatives. The Company has been successful in saving 1,50,000 Liters of water per day and direct cash out flow of ₹ 12 lakh annually besides several collateral benefits such as energy saved to pump 1,50,000 liters of water per day. This initiative helped increase the Company's water saving approximately to the tune of 50% of its previous year's average consumption.

The Company has been recycling 100 % of its organic waste through its Organic Waste Converter (OWC) plant.

TECHNOLOGY ABSORPTION

Over the past 2+ years, the Company had undertaken an organization-wide 'Opportunity to Cash' (O2C) initiative to bring in automation and streamline operations and processes throughout the organization. As part of this initiative the Company rolled out iPMS (Integrated Project Management System) for Delivery Excellence and Salesforce for Sales Excellence. Additionally, the Company has implemented a wide range of process improvements and automation that has made its processes more robust, reliable and efficient. The Company has implemented Technology enablement in two key areas, one being enterprise systems and processes which include systems like SAP, iPMS, Salesforce, Mobility, and Web. The other being Cybersecurity, Information Security and Compliance.

In order to bring about a straight through process, and as per the O2C Charter, the Company integrated SFDC (Salesforce.com) with SAP through iPMS (Integrated Project Management System) automation. The business opportunities are created in SFDC and on winning the project, the execution planning is done in iPMS which is integrated with SAP.

A portal for capturing Customer Satisfaction surveys using the Company's internally developed First platform has been developed. Other implementations include HotSpot (for Skills Tracking and Management), Training & Event Management, and PACE (for Performance Management) in SAP.

Some Analytics and BI dashboards developed by the Company include Procurement dashboard, Time booking and Utilization dashboard, Project profitability, Finance MIS, Bench ageing report, Time booking compliance report, e-Separation report and Asset report, ticketing system.

With the current COVID-19 crisis having started in Q4, the Company is using "My Tata Technologies" mobile app to keep a track of and understand the welfare of its employees.

Given the nature of Company's people intensive operations, the Company has developed Always-on VPN, NextGen Firewall, Advanced EDR (Endpoint Detection & Response), WIPS (Wireless Intrusion Prevention System), NAC (Network Access Control), SOC (Security Operations Center), DLP (Data Loss Prevention), Mobile Application Management, Identity Access Management as a measure of enhanced Cyber Security, Information Security and Compliance.

FOREIGN EXCHANGE EARNINGS & OUTGO

Information pertaining to the foreign exchange earnings and outgo during the year under review is as follows:

	(₹ Crore)	
Particulars	2019-20	2018-19
Earnings in foreign currency		
- Services & Trading Business	406.37	408.87
- Dividend from subsidiaries	137.60	-
Total earnings in foreign currency	543.97	408.87
Expenditure in foreign currency	15.72	21.50
Net Forex earnings	528.25	387.37

27. MANAGEMENT DISCUSSION AND ANALYSIS

The shareholders are advised to refer the separate section on the Management Discussion and Analysis in this Report.

28. CORPORATE GOVERNANCE REPORT

The shareholders are advised to refer the separate section on Corporate Governance in this Report.

29. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in Form No. MGT-9 is enclosed as Annexure VII to this Report and has also been placed on the website of the Company at <https://www.tatatechnologies.com/us/about-us/investor-relations>.

30. MANAGEMENT OF BUSINESS ETHICS

The Tata Code of Conduct (TCOC) upholds the highest standards of corporate and personal conduct and is the guiding force for all Tata companies, including Tata Technologies. The Company ensures ethical behavior in all stakeholder interactions including the organization's partners/suppliers and tracks TCOC compliance across the organization.

To ensure consistent understanding and deployment of the TCOC globally across all employees and contractors of the Company, the following processes are in place:

- Session on TCOC as part of induction for new joiners
- E-learning training on TCOC using 'iGETIT®', which is part of the Mandatory Trainings all employees must undertake. The same is monitored at organization-wide level and required steps are undertaken to ensure compliance.

The organization structure for the Management of Business Ethics (MBE) in the Company comprises a) Ethics Committee, b) Chief Ethics Counsellor, c) Ethics Counsellor and d) POSH and Ethics Committee.

In addition to the TCOC, the Company has a Whistle Blower Policy in place to provide a mechanism for employees of the Company to approach the Ethics Counsellor/Chairman of the Company's Audit Committee to report any concerns. The Company has also adopted a Global Anti-Bribery and Gift Policy, in line with the Tata Code of Conduct and applicable laws, if any.

To encourage employees to raise any Ethics related concerns, a dedicated email account ethics@tatatechnologies.com has been made available. Since this e-mail is managed directly by the Ethics Office, it ensures that employees are able to raise concerns without any fear. Awareness on Regional Ethics Counsellors and the availability of reporting mechanisms are conducted through regular communication. The concerns raised by employees are managed by the Ethics Office and a tracker is maintained and reviewed by the Chief Ethics Counsellor.

To further enhance the dissipation of information and to create a common understanding of TCOC and Ethics, a detailed communication plan has been created by the Ethics Office and the same is in process.

31. PREVENTION OF SEXUAL HARASSMENT

The Company received eleven complaints during the year. Two of these were investigated as Ethics/TCOC complaints, six were grievances and three were line management issues. Out of the eleven complaints, nine complaints were closed and two are 'In Progress'. There were no POSH cases that were reported during the financial year.

The Annual return for POSH has been filed for the period ending December 2019.

32. ORDER OF COURT

The Company has not received any significant and material orders, passed by the regulators and courts or tribunal impacting the ongoing status and Company's operations in the future.

33. COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with the applicable secretarial standards. For more details, shareholders are advised to refer to the Secretarial Audit Report annexed to this report as Annexure IV.

34. PARTICULARS OF EMPLOYEES

The information required under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed to this report as Annexure VIII.

35. ACKNOWLEDGMENTS

The Directors express their earnest gratitude to all the customers, business partners, bankers and auditors for their continued support and association with your Company. They also wish to thank the Government and all the statutory authorities for their support and co-operation and place on record their appreciation of the dedicated, individual and collective contribution of all the employees in the overall progress of the Company during the last year. The Directors would like to specially thank and place on record their gratitude to all the members of the Company for their faith in the management and continued affiliation with the Company.

On behalf of the Board of Directors

Date: May 18, 2020

Place: Pune

S. Ramadorai

Chairman

DIN: 00000002

EMPLOYEE STOCK OWNERSHIPS SCHEMES

a) Tata Technologies Limited Employees Stock Option Plan (TTESOP – 2001)

Tata Technologies Limited Employees Stock Option Plan 2001 (TTESOP Plan 2001) was launched by the Company in the year 2001. During the financial year ended March 31, 2020, one of the option grantees, resigned from the services of the Company and as a consequence, 1,500 stock options lapsed. During the year, 3,750 options vested but were not exercised by two option grantees. The exercise price for these options is ₹ 645 per share. These options will lapse if not exercised within the maximum exercisable period of four years from the date of vesting i.e. four years from March 30, 2020.

b) Stock based incentive schemes by Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Zedra Trust Company (Guernsey) Limited

To manage and implement various stock based incentive programs for employees of the Company, the Company / its subsidiary had formed the Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Zedra Trust Company (Guernsey) Limited, respectively.

During the Financial Year, the Company had launched a Buyback scheme in which both the Trusts participated to the extent of their entire shareholding.

Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) has implemented the following stock based incentive programs:

- 1) Tata Technologies Employee Stock Purchase Program 2008
- 2) Tata Technologies Employee Stock Purchase Program 2009
- 3) Share Repurchase Program
- 4) Tata Technologies Employees Stock Purchase Program- Series III (ESPP- Series III)
- 5) Employees Stock Purchase Program- Series IV (ESPP – Series IV)
- 6) Employees Stock Purchase Program- Series V (ESPP – Series V)
- 7) Employees Stock Purchase Program- Series VI (ESPP – Series VI)

The Schemes implemented by Zedra Trust Company (Guernsey) Limited are:

- 1) Employee Stock Ownership Program for INCAT Employees 2006
- 2) Employee Stock Ownership Program for INCAT Key Employees 2007
- 3) Employee Stock Ownership Program for INCAT General Employees 2007
- 4) Employee Stock Ownership Program 2009 (ESO 2009)
- 5) Employee Stock Ownership Program 2010 (ESO 2010)
- 6) Employee Stock Ownership Program 2012 (ESO 2012)
- 7) Employee Stock Ownership Program 2015 (ESO 2015)

Status of shares held by both Trusts as on March 31, 2020:

Sr. No	Name of the trust	Number of Shares
1	Tata Technologies Limited Employees Stock Option Trust	Nil
2	Zedra Trust Company (Guernsey) Limited	Nil

FORM NO. AOC-1

[Pursuant to first proviso to sub section 3 of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

PART "A"

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

Sr. No.	Name of Subsidiary Company	Country	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments Other than Investment in Subsidiaries	Turnover	Profit/(Loss) Before Taxation	Provision for taxation	Profit / (loss) After taxation	Proposed Dividend	% shareholding
1	INCAT International Plc.	UK	GBP	93.53	2.27	44.02	49.80	3.51	-	119.27	119.02	0.34	118.68	-	100
2	Tata Technologies Inc.	USA	USD	75.63	905.29	(472.08)	579.70	146.49	-	892.12	36.79	26.42	10.37	-	99.80
3	Tata Technologies de Mexico, S.A. de C.V. (in process of liquidation)	Mexico	MXN	3.18	0.56	2.62	12.57	9.39	-	16.03	(1.04)	0.95	(1.99)	-	99.80
4	Cambric Limited, Bahamas	Bahamas	USD	75.63	20.42	0.76	21.18	-	-	0.03	0.02	-	0.02	-	99.80
5	Cambric GmbH (in process of liquidation)	Germany	EURO	82.78	0.21	1.59	1.81	0.01	-	-	(0.15)	-	(0.15)	-	99.80
6	Tata Technologies SRL, Romania	Romania	RON	17.10	5.26	49.12	61.40	7.02	-	78.67	20.56	3.20	17.35	-	99.80
7	Tata Manufacturing Technologies Consulting (Shanghai) Limited	China	RMB	10.62	3.27	45.84	72.35	23.24	-	99.25	3.86	1.92	1.94	-	100
8	Tata Technologies Europe Limited	UK	GBP	93.53	0.10	835.90	1,188.75	352.75	-	916.16	130.51	24.20	106.31	-	100
9	Escenda Engineering AB	Sweden	SEK	7.44	0.16	0.95	66.29	65.18	-	98.95	(20.91)	(4.27)	(16.64)	-	100
10	INCAT GmbH (in process of liquidation)	Germany	EURO	82.78	1.36	17.81	19.44	0.27	-	0.33	0.33	-	0.33	-	100
11	Tata Technologies (Thailand) Limited	Thailand	BAHT	2.30	8.11	(3.11)	9.30	4.30	-	12.64	(4.91)	0.02	(4.94)	-	100
12	TATA Technologies Pte Ltd.	Singapore	USD	75.63	408.39	428.04	867.13	30.70	-	65.89	144.13	0.26	143.87	-	100

(Amount in ₹ Crore)

- Names of the subsidiaries which are yet to commence operations
NIL
- Names of the subsidiaries which have been liquidated or sold during the year
NIL

PART "B":
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Joint Venture

Name of the Joint Venture	Tata HAL Technologies Limited
1. Latest audited Balance Sheet Date	March 31, 2020
2. Shares of Joint Venture held by the company on the year end date	
No.	50,70,000
Amount of Investment in Joint Venture ₹ in crores	5.07
Extent of Holding %	50%
3. Description of how there is significant influence	There is no significant influence.
4. Reason why the joint venture is not consolidated	Provision for impairment was made to the extent of Investment in Joint Venture in FY 16-17 and hence not considered for Consolidation
5. Networth attributable to Shareholding as per latest audited Balance Sheet ₹ in crores	0.69
6. Profit/(Loss) of the year ₹ in crores	0.87
i. Considered in Consolidation ₹ in crores	-
ii. Not Considered in Consolidation ₹ in crores	0.44
1. Names of the joint ventures which are yet to commence operations	NIL
2. Names of the joint ventures which have been liquidated or sold during the year	NIL

REMUNERATION POLICY OF TATA TECHNOLOGIES LIMITED FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The philosophy for remuneration of directors, Key Managerial Personnel ("KMP") and all other employees of Tata Technologies 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"). While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered 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). In addition to the sitting fees, ID may be paid 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 commission payable to 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 ID 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 IDs other than in meetings.
- In addition to the sitting fees and commission if any, 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 employees

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

- a) Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the company loses talent),
- b) Driven by the role played by the individual,
- c) Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay,
- d) Consistent with recognized best practices and
- e) Aligned to any regulatory requirements.

The Company provides retirement benefits as applicable:

- a) The remuneration mix for the MD/ EDs will be as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.
- b) Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- c) 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.

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.

- 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:
 - a) Company performance on certain defined qualitative and quantitative parameters as may be decided by the Board from time to time,
 - b) Industry benchmarks of remuneration,
 - c) Performance of the individual.
- The Company also provides stock based incentive schemes to the employees from time to time based on the recommendation of the NRC
- 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.

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[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,
TATA TECHNOLOGIES LIMITED,
Plot No. 25, Rajiv Gandhi InfoTech Park,
Hinjawadi, Pune – 411057,
CIN: U72200PN1994PLC013313

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tata Technologies 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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013, the Companies Amendment Act, 2019 (the Act) and the rules made thereunder (the Act), so far as they are made applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder **(not applicable to the Company during audit period since the Company is unlisted)**;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of the equity shares held in dematerialized form;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(not applicable to the Company during audit period since the Company is unlisted)**;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 2015); **(not applicable to the Company during audit period since the Company is unlisted)**;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the Company during audit period since the Company is unlisted)**;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during audit period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during audit period since the Company is unlisted)**;
 - (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 audit period)**;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during audit period since the Company is unlisted)**; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the Company during audit period since the Company is unlisted)**;
- (vi) The following laws applicable specifically to the Company, the compliance of which has been examined on the basis of relevant documents on test check basis and regard is placed on the compliance system prevailing in the Company:
 - (i) Special Economic Zone Act, 2005 and the Rules made thereunder.

- (ii) Trade Mark Act 1999 and the Rules made thereunder.
- (iii) Information Technology Act, 2000 and the Rules made thereunder.
- (iv) Policy relating to Software Technology Parks of India and its Regulations.
- (v) The Export and Import Policy of India.
- (vi) The Indian Copyright Act, 1957 and the Rules made thereunder.
- (vii) The Patents Act, 1970 and the Rules made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s), pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **(not applicable to the Company during audit period since the Company is unlisted)**;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above and the following points were observed:-

- a. The Annual Performance report of one of the Joint Ventures of the company for the Financial year ended 31st March, 2019 as required under the provisions of Foreign Exchange Management Act, 1999 read with RBI circular No. RBI//2015-16/374, A.P. (DIR Series) Circular No. 62, dated April 13, 2016 was in process of filing as on the close of the financial year and;
- b. The newspaper advertisement and transfer of equity shares to IEPF in terms of section 124 of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 have been done beyond the prescribed time.

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance 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. Further, in the incidences where, for the purpose of any Board or Committee Meeting, notice, agenda or notes to agenda are circulated with shorter period of less than seven days, all the Directors including Independent Directors have consented to the shorter period of circulation of the same. A Meeting of Independent Directors, as required under the Act, could not be conducted due to pandemic of Covid-19 and the Independent Directors had discussion on the same via emails and phone calls.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period:

- i) the Company has allotted 6188 Equity Shares on 07th May, 2019, consequent upon the exercise of the options vested in the grantees as per the terms of the Tata Technologies Employee Stock Option Plan (TTESOP 2001).
- ii) In the Annual General Meeting held on 19th July, 2019, the company has re-appointed Mr. Warren Harris as the Managing Director and CEO for a further term of 5 years.
- iii) Special resolution was passed by way of postal ballot dated 04th February, 2020 for buyback of 21,35,337 equity shares of face value of ₹ 10/- each at the rate of ₹ 748/- each. The company completed buyback of 12,46,665 equity shares in this process.

Place: Pune
Date: May 18, 2020

For **SVD & Associates**

Sridhar Mudaliar
Partner
FCS No. 6156
C P No. 2664
UDIN: F006156B000223274

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

To,
The Members,
TATA TECHNOLOGIES LIMITED,
Plot No-25,
Rajiv Gandhi Infotech Park,
Hinjawadi,
Pune – 411057
CIN: U72200PN1994PLC013313

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

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. We have also relied on the documents and evidences provided on email to us, in view of the prevailing Pandemic situation of COVID-19.
5. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.
6. The observations made in the report are self explanatory.

Disclaimer

7. 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.

Place: Pune
Date: May 18, 2020

For **SVD & Associates**

Sridhar Mudaliar
Partner
FCS No. 6156
C P No. 2664
UDIN: F006156B000223274

FORM NO. AOC- 2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis - Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No.	Name of the related Party	Nature of Relationship	Nature of contracts/ arrangements /transactions	Amount ₹ in crore	Duration of the contract/ arrangement/ transactions	Salient terms of contracts or arrangements or transactions including the value, if any	Amount paid as advance, if any
1	Tata Motors Limited	Holding Company	a) Sale of services /goods b) Inter Corporate Deposits (ICD) placed during the year c) ICD's repaid during the year d) ICD's outstanding receivable e) Interest income on ICD's f) Dividend paid	586.19 1,031.75 1,064.50 26.50 3.23 121.20	Ongoing, subject to termination Ongoing, subject to termination Ongoing, subject to termination Ongoing, subject to termination Ongoing, subject to termination Not Applicable	Not Applicable Not Applicable Not Applicable Not Applicable Interest rate ranging from 7.50% to 7.75% Interim dividend for FY 2019-20 at the rate of ₹ 40 per equity share of ₹ 10 each Not Applicable Not Applicable	- - - - - -
2	Tata Technologies Europe Limited	Indirect Subsidiary Company	g) Purchase of services	1.99	Ongoing, subject to termination	Not Applicable	-
3	Escenda Engineering AB	Indirect Subsidiary Company	a) Sale of services/goods	193.33	Ongoing, subject to termination	Not Applicable	-
4	Tata Technologies Pte Limited	Subsidiary Company	a) Sale of services/goods b) Purchase of services	4.67 0.06	Ongoing, subject to termination Ongoing, subject to termination	Not Applicable Not Applicable	- -
5	Tata Technologies (Thailand) Limited	Subsidiary Company	a) Sale of services/goods	29.64	Ongoing, subject to termination	Not Applicable	-
6	Tata Technologies Inc	Indirect Subsidiary Company	a) Sale of services/goods	1.69	Ongoing, subject to termination	Not Applicable	-
7	Tata Technologies SRL, Romania	Indirect Subsidiary Company	a) Sale of services/goods b) Purchase of services	129.39 0.09	Ongoing, subject to termination Ongoing, subject to termination	Not Applicable Not Applicable	- -
8	Tata Manufacturing Technologies (Shanghai) Limited	Indirect Subsidiary Company	a) Sale of services/goods b) Purchase of services	0.01 0.01	Ongoing, subject to termination Ongoing, subject to termination	Not Applicable Not Applicable	- -
			a) Sale of services/goods	4.94	Ongoing, subject to termination	Not Applicable	-

Sr. No.	Name of the related Party	Nature of Relationship	Nature of contracts/arrangements /transactions	Amount ₹ in crore	Duration of the contract/arrangement/ transactions	Salient terms of contracts or arrangements or transactions including the value, if any	Amount paid as advance, if any
9	TATA HAL Technologies Limited	Joint Venture	a) Sale of services/goods	0.10	Ongoing, subject to termination	Not Applicable	-
			b) Purchase of services	1.11	Ongoing, subject to termination	Not Applicable	-
10	Concorde Motors (India) Limited	Fellow Subsidiary	a) Sale of services/goods	1.72	Ongoing, subject to termination	Not Applicable	-
11	Tata Motors Finance Limited	Fellow Subsidiary	a) Sale of services /goods	3.55	Ongoing, subject to termination	Not Applicable	-
			b) Interest income on Debentures	0.55	Maturity in September 2021	Interest @ 11% p. a.	-
			c) Investment in Debentures	5.00	Maturity in September 2021	Interest rate as mentioned in 11 (b) above	-
			d) Dividend paid	3.25	Not Applicable	Interim dividend for FY 2019-20 at the rate of Rs. 40 per equity share of ₹ 10 each	-
12	TMF Holdings Limited	Fellow Subsidiary	a) Purchase of services	0.08	Ongoing, subject to termination	Not Applicable	-
			b) Interest on lease liability	0.01	Ongoing, subject to termination	Interest @ 12.75% p. a.	-
			c) Lease Liability	0.06	Ongoing, subject to termination	Not Applicable	-
13	Tata Motors Finance Solution Limited	Fellow Subsidiary	a) Sale of services/goods	0.47	Ongoing, subject to termination	Not Applicable	-
14	TML Distribution Company Limited	Fellow Subsidiary	a) Sale of services/goods	1.69	Ongoing, subject to termination	Not Applicable	-
15	PT Tata Motors Distribusi Indonesia	Fellow Subsidiary	a) Sale of services/goods	1.06	Ongoing, subject to termination	Not Applicable	-
16	Tata Marcopolo Motors Limited	Fellow Subsidiary	a) Sale of services/goods	5.83	Ongoing, subject to termination	Not Applicable	-
17	Jaguar Land Rover Limited	Fellow Subsidiary	a) Sale of services/goods	1.26	Ongoing, subject to termination	Not Applicable	-
18	Tata Motors (SA) (Proprietary) Limited	Fellow Subsidiary	a) Sale of services/goods	0.30	Ongoing, subject to termination	Not Applicable	-

Notes:

- Appropriate approvals have been taken for Related Party Transactions.

Place: Pune
Date: May 18, 2020

For and on behalf of the Board of Directors

S Ramadorai
Chairman

TATA TECHNOLOGIES LIMITED

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

I. **Brief outline of Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes.**

Tata Technologies is committed to integrating environmental, social and ethical principles into the core business, thereby enhancing long-term stakeholder value. The company's Corporate Social Responsibility programmes aim to be relevant to local and national contexts, keep disadvantaged communities as the focus, be based on globally agreed sustainable development principles and be implemented in partnership with government, NGOs and other relevant stakeholders. We are committed to sustainability and enhancing the quality of education for a better future of our young generation, specifically the quality engineers that are increasingly required in product development across the globe, promoting STEM education and development of rural India as part of our focused CSR programs.

CSR Policy is stated herein below:

Web link: <https://www.tatatechnologies.com/in/about-us/corporate-sustainability/>

Key CSR Projects at Tata Technologies:**1. Science, Technology, Engineering and Mathematics (STEM) Education**

Tata Technologies has joined hands with Tata Trusts, Royal Society of Chemistry, British Council, Department of Science & Technology (GOI) and IISER Pune under guidance of Tata Sons and have come together as a consortium for creating a sustainable, prosperous and healthy sciences society with a vision to build a culture of Innovation and Translational Research for Impact, under the India Innovation Competency Enhancement Program (IICEP).

The program aims to build a range of skills and competency at grassroots level by engaging with teachers and consequently the students, outreach to build culture of innovation, augment infrastructure like tinkering & innovation labs, support talented Researchers including interning with industry and promote thought leadership to build a sustainable sciences society. Encourage innovation in young minds, develop the educators & teachers to develop India's next generation, support science professionals through Industry-academia collaborations and maturing research for impact, are some of the critical aspirations. The Program aims to provide a platform to bring like-minded partners on to the program for impact, through a collective framework thereby creating a sustainable eco-system. An agile program is envisaged to enable partners contribute to larger national aspiration of an enriched sciences society while accomplishing their organizations' goals in chosen area of impact. The program aims to create 200 Master trainers, 8000+ Teacher trainers enabling to reach 2 lakh students in first three years of pilot phase. The new curriculum is aimed to provide an element of innovation & creativity while teachers deliver STEM education at school level, facilitating creation of innovative ideas amongst the students. To ensure the curriculum meets the emerging needs of innovative world, it is envisaged that other institutes in the field of STEM education would be brought in appropriately to collaborate with IISER. To add intensity, value of the content, relevant UK expertise would be secured from time to time.

2. Project Prabhat

The program was established in 2018 with an aim to provide holistic career orientation and aids to students of government aided schools. What was realised first was that the current education system did not cater to career guidance at the high school level. Students were being made to think of their future only after their schooling is over. To bring about a change in this system, it became crucial to introduce career conversations at an early age and involve all the school-environment stakeholders (from teachers and parents to school leadership) in the process. Hence, the overall vision of the Prabhat Program became clear – "Contribute to the India Growth Story by empowering youth towards self-belief and future readiness".

With a limited scope and an intention to maximise the impact, last year, Prabhat 2019 successfully covered about 2,000 students from different schools and backgrounds. Students experienced a career orientation session, followed by guidance sessions with a counsellor. Though they underwent a rigorous process, it was observed that the sustained impact of the project was lacking. Teachers and schools reached out for further interventions and looked forward to more direction on what they could do to enable their students' career journeys. The success of any program is determined by whether it is Impactful, Measurable and Sustainable. With this thought in mind and our learnings from the previous year, the sustainability of the program was carefully crafted in a way that was holistic and impactful. The plan was very clear - to enable early career and employability readiness by bringing a change in every part of the student's ecosystem including self, school and home. The idea was to execute the plan in a way that every year new schools were added to the program and the older partner schools became self-sufficient, while continuing to receive handholding and guidance. Some key elements that were set in place to ensure this sustainability are: Principals and School Management as the torchbearers and leaders of the process; Training teachers to be Career Enablers and Parent Collaborators in the matter of the child's career; Equipping the schools with the necessary literature, information and tools to explore a variety of careers; The Potter's Earth as Career Counsellors and Guides to all the stakeholders of the process.

3. **Ready Engineer 2.0**

Being the flagship CSR program of Tata Technologies, Ready Engineer program has undergone many changes in past three years now. Apart from the core Automobile design related courses prepared by subject matter experts from Tata Technologies, students are now also equipped with other necessary skills required for making them job ready. The program has now successfully recorded over 300 placements of students in previous year. Further, the program is being recognized by State Technical University of Maharashtra. To enhance the research aptitude among students, the Company has collaborated with GIZ (German Development Corporation) in Aurangabad (MH) wherein it supports students to identify technological problems in MSME & allow them to research & work on to find the solution.

4. **Empowerment Via Education (EVE)**

Our commitment to empower women engineers enables EVE program. This year we have crossed empowering 300 women engineers, since the program inception, in collaboration with Lila Poonawalla Foundation. Empowerment being at the heart of this project, EVE program aims to empower girls in a way that they become financially independent and productive individuals who will work alongside men thereby reshaping the traditional gender norms and bringing equality in all spheres of interpersonal and social relationships. With this dream, the Company signed a fresh MoU with Lila Poonawalla Foundation to provide scholarship and mentorship support to 70 meritorious girls coming from low income families and help them to become successful Engineers. This partnership is expected to lessen the under-representation of Indian women in careers related to Science, Technology and Engineering. The scholarships will be awarded for the entire period of the Engineering degree course, subject to academic performance and participation in various educational & personality development programs of the Foundation.

5. **Integrated Rural Development Project**

Integrated rural development project initiated by Tata Technologies in FY 2019-20 is one step ahead of our earlier water shed development project. The project aims at fulfilling aspirations of under-privileged populations in Osmanabad district, the top-most aspirational district of Maharashtra. The project will be undertaken in rural setting of Osmanabad with about 2,000 population constituted by about 400 households. The project will adopt holistic approach to rural development. This approach appreciates the fact that the issues hindering development of the disadvantaged are multi-faceted as well as intertwined. The project will enrich the local natural and human resource. This approach, as against the distributionary approach, focuses on developing local natural assets (land, soil, water, green cover, etc.) and human skill sets. The project shall be implemented by All India Institute of Local Self Government.

Another project under rural development initiative is conceptualised with Rotary focusing on building school infrastructures in rural areas under the banner of "Happy Schools". The project shall mainly focus on aesthetically pleasing school building with infrastructure and repair works, gender-based toilets, safe drinking water, optimal hygiene conditions including providing hand wash stations, e-learning support, benches, library, outdoor and indoor sports facilities and science labs.

6. **Pune Urban Cultural Mapping Project**

Tata Technologies in association with Sahapedia has initiated a ground-breaking project in the field of culture & heritage mapping. The Project documents Pune's cultural heritage and natural resources from the past to the present. The information gathered will be available on a free interactive bilingual (English and Marathi) digital map, building awareness, diversity, and ownership of the city. These resources include but are not limited to museums, buildings, food, music, dance, rivers, historic educational institutes, hills and gardens (over 30 themes, 1000+ interest points, 1500+ links) and are documented and reviewed through multiple renowned participants like artists, architects, city residents, institutions, NGOs and others. The project's vision is to create a practice of building and creatively engaging with repositories of knowledge across cities through collective participation of different user groups for both the production and consumption of cultural information. The objectives of the study include:

- Develop a toolkit tailored to the Indian context for both gathering and archiving content and creating a technological interface in cultural mapping that could be used by governments, practitioners, researchers and others involved in collecting cultural data.
- Build awareness among city residents, communities, migrants, tourists, artists, researchers, scholars and cultural practitioners through a cultural data repository that provides insights to various aspects of the known and unknown of a city's legacy.
- Promote diversity by nurturing, interpreting and developing diverse cultural resources across communities for the present and future generations.
- Revitalise communities by generating a rich database of information not only through experts and practitioners but also through recording memories and practices of everyday city residents. This we hope will intensify participation both from an engagement and philanthropic perspective for culture.
- Structure inclusive practices in cultural data collection by amplifying unheard voices and unknown data champions.

- Influence public policy by using the data repository for shaping cultural policies of a city across various domains like education, creative industries, tourism and urban planning.
- Incentivise deeper understanding of cultural data by becoming the go-to resource archive for research, education and recreation in the areas of art, knowledge traditions and performances, amongst others.

7. Disaster Relief Project

Maharashtra saw an unprecedented rainfall last year leading to severe floods in Sangli and Kolhapur region. Tata Technologies' volunteers were on ground in association local government agencies and Tata group companies helping the needy flood affected families. Tata Technologies supported the flood relief program initiated by Tata group as one Tata response. We also initiated an employee contribution drive to support the flood relief program wherein we received good response.

II. The Composition of the CSR Committee:

The CSR Committee comprises of the following Board members:

- Mr. P. P. Kadle (Non-Executive Director, Chairman of the Committee)
- Ms. Falguni Nayar (Independent Director, Member of the Committee)
- Mr. Warren Harris (CEO and Managing Director, Member of the Committee)

III. Average net profit of the Company for last three financial years prior to 2019-20:

₹ 254.48 Crore.

IV. Prescribed CSR Expenditure

For FY 2019-20, implementation of Section 135 of the Companies Act 2013, the CSR projects for the Company are funded through the CSR budget calculated as 2% average of the net profit for the last three financial years, totalling to ₹ 5.14 Crore.

V. Details of CSR spent during the financial year:

Particulars	Amount (in ₹ Crores)
Total amount to be spent for the financial Year	5.14
Amount unspent, if any	Nil
Manner in which the amount spent during the Financial Year	Please refer to the table 1 below

Table: 1 Manner in which the amount spent for each of the CSR projects during the FY 2019-20

Sr. No.	CSR Project Identified	Project Area	Project Sector	Amount Outlay Project wise ₹ Crore	Amount spent on the projects INR Crore		Cumulative Expenditure FY 2019-20 ₹ Crore	Amount Spent ₹ Crore	
					Direct Expenditure	Overheads		Direct	Implementing Agency
1	Science, Technology, Engineering and Mathematics Education								
i	India Innovation Competency Enhancement Program	Maharashtra & other states	Sch. VII (ii)	1.00	1.00	-	1.00	-	1.00
ii	STEP for STEM for capacity building of Teachers & Project Prabhat	Pune, Maharashtra	Sch. VII (ii)	0.56	0.63	-	1.63	-	0.63
2	Empowerment Via Education (EVE) - Women Empowerment & Technical Education	Maharashtra	Sch. VII (ii) (iii)	1.00	1.00	-	2.63	-	1.00
3	Ready Engineer 2.0 (Skill & Employability)	Maharashtra & Karnataka	Sch. VII (ii)	0.63	0.51	-	3.14	0.03	0.48
4	Integrated Rural Development Project	Osmanabad Dist. Maharashtra	Sch. VII (i) (iv) (x)	1.09	1.14	-	4.28	-	1.14
5	Pune Urban Cultural Mapping	Pune Region, Maharashtra	Sch. VII (v)	0.45	0.45	-	4.73	-	0.45
6	Disaster Relief Program - Support to Sangli & Kolhapur Flood Relief Efforts	Maharashtra	Sch. VII (i) (iv)	0.10	0.10	-	4.83	-	0.10
7	Location based Volunteering activities (CSR Supporting Activities)	Pune, Jamshedpur, Bangalore, Thane	Sch. VII (i) (ii) (iv)	0.05	0.06	-	4.89	-	0.06
	Administrative Overheads (5% of total CSR budget on Project capacity building, Trainings etc.)	-	-	0.26	-	0.26	5.15	0.26	-
	Total			5.14	4.89	0.26	5.15	0.29	4.86

Notes:

The prescribed CSR expenditure for Tata Technologies for the financial year 2019-20 was ₹ 5.14 Crore (i.e. 2% of ₹ 254.48 Crore). However, the Company has spent ₹ 5.15 Crore, a little over the prescribed budget.

List of Implementing / Partner Organisations is provided below:

1. The Potter's Earth, Indian Institute of Science Education and Research (IISER), India STEM Foundation
2. Lila Poonawalla Foundation
3. Cracklin Technologies, CoCubes/Aon Consulting, Aspiring Minds, National Programme on Technology Enhanced Learning (NPTEL), GIZ, Joy Vibes.
4. All India Institute of Local Self Government, Rotary Club of Poona North
5. Sahapedia
6. Sumant Moolgaonkar Foundation (Tata Motors Limited)
7. Being Volunteer, Bhumi, Box of Science, United Way etc.

VI. A Responsibility Statement of the CSR Committee

To continue our journey in creating positive impact, We, the CSR Committee of the Board, intend to review the CSR policy on a timely basis to check the integrity and purpose of the policy and the undertaken CSR projects in accordance with the Company's purpose, resources and skills as well as any changes as per the applicable law. The Company has set up vigorous processes to strategize, conceptualize, select partners, implement, monitor and evaluate, measure the impact and aim for continual improvement for all the CSR projects.

We hereby declare that implementation and monitoring of CSR Policy are in compliance with CSR objectives and policy of the Company.

Praveen Purushottam Kadle
Chairman, CSR Committee

Place: Pune
Date: May 18, 2020

Falguni Nayar
Member, CSR Committee

Place: Pune
Date: May 18, 2020

Warren Harris
Member, CSR Committee

Place: Pune
Date: May 18, 2020

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

(as on financial year ended on March 31, 2020)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U72200PN1994PLC013313
2.	Registration Date	22 August 1994
3.	Name of the Company	Tata Technologies Limited
4.	Category	Public Company
	Sub-category of the Company	-
5.	Address of the Registered Office	Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411057, India
	Contact Details	Tel: 020 66529090, Email: investor@tatatechnologies.com
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	TSR Darashaw Consultants Private Limited 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Nr. Famous Studio, Mahalaxmi, Mumbai - 400011 Tel : 91 22 66568484 Fax : 91 22 66568494

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Information Technology Services	721	85.24%
2	Trading in computer hardware/software	721	13.04%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name of the Company	Registered Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Tata Motors Limited	Bombay House, 24 Homi Mody Street, Mumbai MH 400001 IN	L28920MH1945PLC004520	Holding	72.48	2(87)
2	Tata Technologies Pte Ltd	78 Shenton Way #14-02, Singapore 079120	198100504W	Subsidiary	100	2(87)
3	Tata Technologies (Thailand) Ltd	43 Thai CC Tower, Room 108-9, 10 th Floor, South Sathorn Road, Yanawa Sub-District, Sathorn District, Bangkok Metropolis	010554812171 Formerly No: 017554824090	Subsidiary	100	2(87)
4	Tata Technologies Europe Ltd	European Innovation and Development Centre (EIDC) Olympus Avenue, Tachbrook Park, Warwick, United Kingdom, CV34 6RJ	2016440	Subsidiary	100	2(87)
5	Escenda Engineering AB	LindholmSPIREN 7417 56 Göteborg, Sweden	556798-1286	Subsidiary	100	2(87)

S. No	Name of the Company	Registered Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
6	INCAT International Plc.	European Innovation and Development Centre (EIDC) Olympus Avenue, Tachbrook Park, Warwick, United Kingdom, CV34 6RJ	2377350	Subsidiary	100	2(87)
7	INCAT GmbH (under liquidation)	c/o Baker Tilly Rechtsanwalts-gesellschaft mbH, Calwer Straße 7, 70173 Stuttgart	HRB 18622	Subsidiary	100	2(87)
8	Tata Technologies Inc.	6001 Cass Avenue, Suite 600, Detroit, Michigan 48202, USA	476-730	Subsidiary	99.80	2(87)
9	Tata Technologies de Mexico, S.A. de C.V. (under liquidation)	Blvd. Independencia No. 1600 Oriente Local C46, 27100 TORREON, COAHUILA	TTM-990127-V84-Regn No	Subsidiary	99.80	2(87)
10	Cambric Limited	C/o H&J Corporate Services Ltd. Ocean Centre, Montagu Foreshore East Bay Street PO Box SS-19084 Nassau, Bahamas	Company Number: 57500	Subsidiary	99.80	2(87)
11	Tata Technologies SRL, Romania	România, mun. Braşov, str. Turnului nr. 5, Coresi Business Park, clad. L1, et. 2-3, jud. Braşov	Registration Certificate Number B1766921	Subsidiary	99.80	2(87)
12	Cambric GmbH (under liquidation)	Campus Gb. A1 a Am Stadwald 30 66123 Saarbrücken	Entity Registration #: HR B14269	Subsidiary	99.80	2(87)
13	Tata Manufacturing Technologies (Shanghai) Co., Ltd	Room 1606-1607, Tower 2 Raffles City Changning No. 1189, Changning Road, Changning Dist Shanghai 200051	R No: 310000400732137	Subsidiary	100	2(87)
14	Tata HAL Technologies Limited	Unit 901-902, A Block, 8 th Floor Laurel Building, Bagmane Tech Park, Cv Raman Nagar Bangalore Bangalore Ka 560093 In	U93000KA2008PLC046588	Associate	50	2(87)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
(a) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0.00
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0.00
c) Bodies Corporates	3,03,00,600	0	3,03,00,600	70.39	3,03,00,600	0	3,03,00,600	72.48	2.09
d) Bank/FI	0	0	0	0	0	0	0	0	0.00
e) Any other	0	0	0	0	0	0	0	0	0.00
SUB TOTAL:(A) (1)	3,03,00,600	0	3,03,00,600	70.39	3,03,00,600	0	3,03,00,600	72.48	2.09
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0.00
b) Other Individuals	0	0	0	0	0	0	0	0	0.00

Category of Shareholders	No. of Shares held at the beginning of the year 31-03-2019				No. of Shares held at the end of the year 31-03-2020				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any other...	0	0	0	0	0	0	0	0	0.00
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	3,03,00,600	0	3,03,00,600	70.39	3,03,00,600	0	3,03,00,600	72.48	2.09
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
C) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies corporates	64,80,537	29,24,383	94,04,920	21.85	71,00,957	10,37,998	81,38,955	19.47	-2.38
i) Indian	27,34,032	49,486	27,83,518	6.47	27,39,735	0	27,39,735	6.55	0.08
ii) Overseas	37,46,505	28,74,897	66,21,402	15.38	43,61,222	10,37,998	53,99,220	12.92	-2.46
b) Individuals	0	0	0	0	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto ₹1 lakh	14,46,201	9,78,781	24,24,982	5.63	20,04,811	5,16,384	25,21,195	6.03	0.40
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakh	3,53,200	5,60,000	9,13,200	2.12	5,36,500	3,05,975	8,42,475	2.02	-0.10
c) Others (specify)	0	0	0	0	0	0	0	0	0.00
SUB TOTAL (B)(2):	82,79,938	44,63,164	1,27,43,102	29.61	96,42,268	18,60,357	1,15,02,625	27.52	-2.09
Total Public Shareholding (B)= (B)(1)+(B)(2)	82,79,938	44,63,164	1,27,43,102	29.61	96,42,268	18,60,357	1,15,02,625	27.52	-2.09
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	3,85,80,538	44,63,164	4,30,43,702	100.00	3,99,42,868	18,60,357	4,18,03,225	100.00	-2.38

(b) Shareholding of Promoter

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Tata Motors Limited	3,03,00,600	70.39	0	3,03,00,600	72.48	0	2.09
		3,03,00,600	70.39	0	3,03,00,600	72.48	0	2.09

(c) Change in Promoters' Shareholding

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3,03,00,600	70.39	3,03,00,600	70.39
2	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	-	2.09*
3	At the end of the year	-	-	3,03,00,600	72.48*

* The change in percentage is due to increase in paid-up capital on account of allotment of shares upon exercise of ESOPs and the Buyback of Equity Shares conducted by the Company which ended on 6th March 2020, in which the Promoter did not participate.

(d) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the Shareholder	No of shares as on 31.03.2019	% to Capital	No of shares as on 31.03.2020	% to Capital	Net Changes	% to Capital
1	Alpha TC Holdings Pte. Ltd.	37,46,505	8.70	37,46,505	8.96	0	0.00
2	Tata Capital Growth Fund I	18,73,253	4.35	18,73,253	4.48	0	0.00
3	Tata Motors Finance Limited	8,11,992	1.89	8,11,992	1.94	0	0.00
4	Tata Enterprises Overseas Limited	7,07,820	1.64	7,07,820	1.69	0	0.00
5	Zedra Corporate Services (Guernsey) Limited	15,41,733	3.58	6,14,717	1.47	-9,27,016	-2.22
6	Patrick Raymon McGoldrick	5,60,000	1.30	5,60,000	1.34	0	0.00
7	MCCC Engineering Establishment	3,30,178	0.77	3,30,178	0.79	0	0.00
8	Praveen Purushottam Kadle	1,39,200	0.32	1,39,200	0.33	0	0.00
9	Subramanian Ramadorai	1,32,000	0.31	1,32,000	0.32	0	0.00
10	Ratan Naval Tata	1,00,000	0.23	1,00,000	0.24	0	0.00

(e) Shareholding of Directors and Key Managerial Personnel#:

S. No	Name of the Director/KMP	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Subramanian Ramadorai	At the beginning of the year	1,32,000	0.31	1,32,000	0.31
		Date wise Increase / Decrease in Shareholding during the year	-	-	-	0.01
		At the end of the year	1,32,000	0.32	1,32,000	0.32
2	Praveen Purushottam Kadle	At the beginning of the year	1,39,200	0.32	1,39,200	0.32
		Date wise Increase / Decrease in Shareholding during the year	-	-	-	0.01
		At the end of the year	1,39,200	0.33	1,39,200	0.33
3	Mr. Warren Harris (holds through Zedra Trust Company Guernsey Limited.)	At the beginning of the year	4,00,000	0.93	4,00,000	0.93
		Date wise Increase / Decrease in Shareholding during the year	-	-	-	0.03
		At the end of the year	4,00,000	0.96	4,00,000	0.96
4	Mr. Jitander Kumar Gupta	At the beginning of the year	0	0	0	0
		Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
		At the end of the year	0	0	0	0
5	Mr. Vikrant Gandhe	At the beginning of the year	0	0	0	0
		Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
		At the end of the year	0	0	0	0

The change in percentage is due to increase in paid-up capital on account of allotment of shares upon exercise of ESOPs and the Buyback of Equity Shares conducted by the Company which ended on March 6, 2020, in which the Directors/ KMPs did not participate.

V. INDEBTEDNESS

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
* Addition			Nil	
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No	Particulars of Remuneration	Name of Managing Director	Total Amount (in ₹)
		Mr. Warren Harris	
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		25,53,323
	(b) Value of Perquisites u/s 17(2) Income-tax Act, 1961		-
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961		-
2	Stock Option		-
3	Sweat Equity		-
4	Commission		-
	- as % of profit		
	- others, specify...		
5	Others, please specify*		4,12,48,518
	Total (A)		4,38,01,841
	Ceiling as per the Companies Act, 2013		19,10,61,073

*Received from Tata Technologies Inc., a subsidiary of the Company

b) Remuneration to other Directors

S. No	Particulars of Remuneration	Name of Directors	Total Amount (in ₹)
1	Independent Directors		
	Fee for attending board and committee meetings	Falguni Nayar	4,25,000
		Rakesh Makhija	5,80,000
	Commission	Falguni Nayar	11,50,000
		Rakesh Makhija	11,50,000
Others, please specify		-	
	Total (1)		33,05,000
2	Other Non-Executive Directors		
	Fee for attending board and committee meetings	S Ramadorai	3,55,000
		Praveen Kadle	4,70,000
		Guenter Karl Butschek	20,000
	Commission	S Ramadorai	15,50,000
Praveen Kadle		11,50,000	
Others, please specify		-	
	Total (2)		35,45,000
	Total (B)=(1+2)		68,50,000
	Total Managerial Remuneration		68,50,000
	Overall Ceiling as per the Companies Act, 2013		3,82,12,215

c) Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

(Amount in ₹)

Sr. No	Particulars of Remuneration	Key Managerial Personnel (Chief Financial Officer)	Key Managerial Personnel (Company Secretary)
		Jitander Kumar Gupta	Vikrant Gandhe
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,55,94,135	47,52,622
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,03,807	56,425
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	others, specify...		
5	Others, please specify	-	-
	Total	1,58,97,942	48,09,047

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed (In ₹)	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

PARTICULARS OF EMPLOYEES

Sr. No.	Name	Designation/ Nature of duties	Gross Remuneration ₹#	Nature of employment, whether contractual or otherwise	Qualifications of the employee	Experience of the employee	Date of Commencement of employment	Age (Years)	Last Employment/Period Designation-Period	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule (2) above	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Anand Bhade	President of Asia Pacific Sales	1,20,65,736	Permanent	B.E., MBA	19	16-Apr-13	46	TATA Technologies Limited, USA / Vice President Global Services-NA	NA	No
2	Anupal Banerjee	Chief Human Resource Officer	1,44,67,224	Permanent	B. Tech. (Mechanical Engineering)	21	06-Feb-17	41	Viacom 18 Media Pvt. Limited / Senior Vice President	NA	No
3	Ashutosh Vaidya	Chief Delivery Officer	2,35,39,178	Permanent	B.E. / MBA	35	20-Nov-17	58	Dell Services / CDO	NA	No
4	Franck Euvrard ^a	EVP & Global Head-ER&D	69,23,772	Permanent	M.E.	27	08-Jan-20	52	ICONIQ Motors (Systems Integration)	NA	No
5	Jitender Kumar Gupta	Chief Financial Officer	1,67,14,795	Permanent	M.Com / MBA / LLB / Fellow member Institute of Cost Accountants of India	42	01-Sep-17	60	Tata Consultancy Services - Vice President (Legal) / CFO, CMC	NA	No
6	Kazunari Isaka ^{a*}	Sr. Project Manager	63,23,972	Permanent	B.E.	37	24-Oct-17	60	OSRAM Japan - General Manager of Sales & Marketing	NA	No
7	Pawan Bhageria	President - Tata Motors Group SBU	1,14,00,541	Permanent	B. Tech. / MBA (Finance & Systems)	37	18-Sep-12	59	General Motors - Regional Manager IT (International Operations)	NA	No
8	Saket Singhal ^{a*}	Country Manager	61,09,464	Permanent	B.E. (Mechanical Engineering)	20	02-Mar-15	41	Lumax Industries Limited / Asst. General Manager - Design (R&D)	NA	No
9	Subhendu Ghosh	Executive VP-Global Engineering & Design	1,01,96,859	Permanent	B. Tech.	39	01-Jul-81	59	Tata Motors Limited / Manager	NA	No

Note: # Gross remuneration includes perquisite value as per Income Tax, Contribution by Company towards PF and Superannuation.

*TTL employee in Japan. For purposes of this report the compensation, after currency conversion, is reported in ₹

^a For part of the year

MANAGEMENT DISCUSSION AND ANALYSIS

A. INDUSTRY OVERVIEW & TRENDS

Global Engineering and R&D (ER&D) market is expected to grow to USD 2.2 trillion by 2025 as per Zinnov, a global consulting and advisory firm. Digital engineering is seen as key driver for future growth in ER&D growing at CAGR of 19% over next 5 years and is estimated to account for 53% of overall ER&D spend by companies till 2025. North America dominates the global ER&D spend given the presence of Tech giants in that territory while Asia Pacific region is poised to overtake Western Europe in ER&D spending by 2025 driven by investments from China. Amongst Industry verticals, Automotive, IHM and Aerospace (key focus areas of Tata Technologies), ER&D spends are expected to grow at 5% CAGR with more than USD 230 billion investments expected in upcoming year/s. For Product Engineering perspective, Body engineering is the most outsourced area from OEMs to ESPs. However, ADAS and autonomous will drive future spends and outsourcing.

However, the global pandemic COVID-19 has disrupted manufacturing operations across regions owing to “lock outs” undertaken as a preventive action by various governments across the world and in turn redefined the new normal for Post Covid Product engineering with Social Distancing and Digital everything being seen as the new pre-requisites for the product engineering industry. Post stabilization, investments in Digital First solutions will be in focus to enable social distancing norms such as virtual customer experience and OEMs will be focusing on ensuring operations through leveraging digital technologies and productivity tools to work remotely, increasing level of automation and cloud investments, remote diagnostics tools and plant maintenance

We also observe the following key product and technology trends in the manufacturing industry and its customer preferences.

- **Digital ER&D** – There will be an increased focus on Digital ER&D including Digital/Virtual product development and collaboration solutions and companies focus on enabling Work From Home (WFH) and distributed product development. With technological development in industrial automation, plant engineering and simulation, Virtualization, Digital Twin, IoT & Industry 4.0, manufacturers are leveraging Digital ER&D solutions to improve productivity and efficiency.
- **Digital First solutions** – Companies will be focused on enabling Digital channels of Sales, Service and engagement using web, mobile and AR / VR solutions to create a differentiated customer experience while maintain social distancing norms.
- **Autonomous and Connected Driving solutions** – OEMs will continue to focus on development of efficient vehicles with advances in connected, autonomous solutions as consumers look to move away from ride sharing to maintain social distancing.
- **Diversification of value chain** – With global disruptions impacting the manufacturing and product development operations, organizations are focusing on diversification of supply chain, sourcing and product development across territories to mitigate impacts of global events.

B. OPPORTUNITIES & THREATS

Opportunities

- **Growing IHM and Aerospace Verticals** - There are opportunities for growing the Company’s IHM /and Aerospace business by leveraging current capabilities around value engineering, product design simulation and digital twin.
- **Strengthening presence in strategic geographies** - Expansion of sales and delivery organization in key geographies of North America and EU presents opportunities to acquire top R&D spenders OEMs.
- **Enhancing Digital Offerings** - Focus on capability building on Digital ER&D, Digital manufacturing, Digital customer experience and Digital enterprise solutions will enable the Company to further expand footprint in new age offerings.
- **Enhancement of Value proposition through Alliances and Partnerships** – Strengthening the value proposition and Go To Market approach by partnering with new technology / solution providers.

Threats

- **Credit risk with new OEMs (Start-ups)** - The Company has ongoing engagements with new age OEMs and there could be uncertainty in their funding plans, future product roadmap and change in ownership that could lead to a potential credit risk to the Company.
- **Exchange Rate Fluctuations** - As a result of increasing globalization and heightened currency volatility, exchange rate fluctuations have a substantial influence on the Company’s operations and profitability.
- **Data security - GDPR, Cyber security and customer data confidentiality** - Stringent Data privacy laws are being implemented across territories and globally connected business operations have vulnerability to system breach, hacking and data leakages impacting IT infrastructure.
- **Disruptions due to Global or local Pandemics** - Pandemic situation from infectious disease has a substantial impact on global operations as lock outs can disrupt manufacturing operations and impacts customers’ ability to spend and the Company’s ability to continue the business.

C. COMPANY OVERVIEW & FOCUS AREAS

Tata Technologies (TTL) is a global engineering and product development digital services company focused on fulfilling its mission of helping the world drive, fly, build and farm by enabling its manufacturing clients across the automotive, industrial heavy machinery and aerospace verticals realize better products and drive efficiencies in their businesses, leading to the development of products which are better for the end customer, environment and society at large. Committed to 'Engineering a better world', through agile, collaborative innovation and adoption of sustainable technologies and processes, the Company has over 8,600 innovators serving clients across three continents through its uniquely balanced onshore/offshore global delivery model that enables us to provide aligned on-shore customer proximity required to support the iterative nature of product development services together with the capacity and cost-effectiveness of offshore locations.

The Company has been ranked in the Leadership Zone of 2019 Global ER&D Services Zinnov Zones and its ranking has improved across almost all the Verticals and Horizontals where it competes at the marketplace. The Company is now positioned as first amongst all India-based Global ESPs in the Automotive ER&D Services Vertical and the analyst community has recognized the breadth and depth of its offerings across automotive ER&D services, including the work that the Company is doing in design and development of EVs and Platforms. The Company is also ranked in the Leadership zone of the Construction & Heavy Machinery ER&D services vertical through its capabilities around frugal engineering and vehicle design programs that it is doing for prominent OEMs. The Company is also ranked in the Leadership zone in the Aerospace ER&D services vertical. Zinnov recognized the Company's capabilities around MRO, tooling design and simulation and its success with large engagements that it has been delivering.

The Company has been focusing on strategic initiatives for future growth including growth in key geographies, sales and delivery structure realignment, focus on key account management, automation in delivery processes and capability building as initiative of seven pillars of strategy in recent years. The Company has increased its presence in important Asian markets and has established engagements with leading OEMs and emerging start-ups in the connected, autonomous and electrification space. The Company continues to evaluate expansion opportunities in other markets, with a special focus on opportunities in Body Engineering, Connected Products and Smart Manufacturing.

There are two components to the company's value proposition; the first one being outsourced product engineering services for the Company's clients helping them conceptualize, design and develop better products (ER&D), and the second one is helping them identify and deploy technologies and solutions that are used to manufacture, service and realize better products (DES).

Focus Areas

The Company's service offerings are delivered through two lines of business.

- 1. Engineering, Research & Development (ER&D) services** – Product Design and simulation, Validation & Testing and embedded systems development services of products primarily in the automotive, aerospace and industrial machinery sectors.
- 2. Digital Enterprise Solutions (DES)**- IT value offerings to improve organization efficiency in ERP, CRM, Analytics and digital enterprise and Digitization of product database for smart knowledge management through the product lifecycle.

D. DISCUSSIONS ON CONSOLIDATED FINANCIAL RESULTS

The consolidated financial performance of the Company includes performance of subsidiaries of the Company, two Trusts set-up by the Company / its subsidiaries to administer Employee Stock Option Schemes (ESOP) and the Company's share in profit/loss of its Joint Venture. In view of Global nature of operations of the Company carried out through a network of subsidiaries and JVs, the analysis of Consolidated Financial Statements is more relevant for understanding the overall performance of the Company.

RESULT FROM OPERATIONS

INCOME

Income from Operations

The Company earned total revenue from its operations of ₹ 2,852.05 crore during financial year 2019-20 compared to ₹ 2,942.21 crore in financial year 2018-19.

A summary of revenue from its service and product businesses is as given below:

Particulars	2019-20		2018-19		Variance
	₹ crore	%	₹ crore	%	
Services Revenue	2,343.50	82.2%	2,472.30	84.0%	-5.2%
Product Revenue	508.55	17.8%	469.91	16.0%	8.2%
Total Revenue	2,852.05	100%	2,942.21	100%	-3.1%

The Revenue from operations primarily decreased due to overall slowdown in auto industry in general and China in particular. The revenue from services decreased by 5.2% primarily on completion of some large service projects in Europe and decline in revenue from China. The Revenue from product business increased by 8.2% on account of increase in product business in North America during the financial year 2019-20.

The Company gets substantial revenue denominated in USD and GBP. On a yearly average basis, the rupee depreciated against USD by more than 1% over previous year's rate while rupee has seen appreciation of around 2% against GBP. The year-end and average currency exchange rates against Indian Rupee prevailing during financial year 2019-20 and financial year 2018-19 for currencies are given below:

Currency	Average rates for the financial year			Closing rates as at March 31		
	2019-20	2018-19	Change	2020	2019	Change
GBP	90.13	91.76	-2%	93.53	90.51	3%
USD	70.89	69.89	1%	75.63	69.15	9%
SEK	7.41	7.81	-5%	7.44	7.44	0%
CNY	10.18	10.42	-2%	10.62	10.30	3%

As a result of changes in average currency rates during the current year, there has been an adverse impact on revenue by ₹ 5.97 crore. The revenue in USD has been impacted favorably by ₹ 12.04 crore. The increase has been offset by adverse impact on revenue earned in other currencies by ₹ 18.01 crore during the year. The Company has earned following foreign currency revenue during the year under review :

Currency Mix of Revenue	2019-20		2018-19		Variance
GBP	847.91	30%	916.71	31%	-6%
USD	858.61	30%	747.04	25%	13%
SEK	97.40	4%	201.26	7%	-49%
CNY	71.89	3%	145.74	5%	-50%
Other Currencies	86.42	3%	54.24	2%	60%
Revenue in Forex currencies	1,962.23	69%	2,064.99	70%	-5%
Indian Rupees	889.82	31%	877.22	30%	1%
Total Revenue	2,852.05	100%	2,942.21	100%	-3%

The geography-wise break down of revenue from operations during the financial year 2019-20 as compared to financial year 2018-19 is as under:

Geography Mix of Revenue	2019-20		2018-19		Variance
Asia Pacific (including India)	1,017.12	35.7%	1,090.07	37.0%	-6.7%
UK and Europe	978.45	34.3%	1,106.26	37.6%	-11.6%
North America	856.48	30.0%	745.88	25.4%	14.8%
Total	2,852.05	100.0%	2,942.21	100.0%	-3.1%

The reduction in Asia Pacific is primarily on account of slowdown in China. The reduction in UK & EU is primarily on account of completion of a large project during the financial year 2019-20. The Revenue in North America increased primarily on account of acquisition of new clients in automotive and aerospace and also increase in product business.

Other Income

The Other Income increased to ₹ 44.89 crore during financial year 2019-20 compared to ₹ 42.23 crore during financial year 2018-19 as detailed below:

Particulars	2019-20	2018-19	Variance
Research and Development Expenditure Credit	19.55	23.74	-17.7%
Interest Income	6.95	6.18	12.5%
Favorable changes in fair value of mutual funds	2.22	3.19	-30.1%
Foreign currency gain/ (loss) (Net)	5.43	(1.99)	372.9%
Others Miscellaneous Income	10.74	11.11	-3.4%
Total	44.89	42.23	6.3%

The Research and development credit primarily decreased by ₹ 2.08 crore in China and ₹ 2.11 crore in UK in line with decline in business in these geographies.

The Interest income increased marginally by ₹ 0.77 crore during the year. The Company earns interest income on inter-corporate deposits (ICD) invested with its parent company. During the year under review, the Company earned interest on ICD investment @7.75% p.a. compared to 7.50% p.a. during financial year 2018-19.

The Increase in foreign currency gain is an impact of reinstatement of net foreign currency assets on account of favorable currency movement as at the close of the financial year.

EXPENDITURE

Purchase of Traded Products

Total cost of traded products in financial year 2019-20 increased to ₹ 367.92 crore compared to ₹ 344.66 crore in financial year 2018-19, registering an increase of 6.8% over previous year. The Increase is in line with increase in revenue of 8.2%. The Company experienced margin improvement primarily in the North America geography. The gross margin on product business improved by 100 basis points year on year, as detailed below:

₹ crore			
Particulars	2019-20	2018-19	Variance
Sale of Products	508.55	469.91	8.2%
Purchases of traded products	367.92	344.66	6.8%
Gross Margin	140.63	125.25	12.3%
Margin %	27.7%	26.7%	

Outsourcing and consultancy charges

Outsourcing and consultancy charges reduced by 17.8% to ₹ 304.57 crore during financial year 2019-20 compared ₹ 370.67 crore during financial year 2018-19. The revenue from sale of services reduced by 5.2%. The outsourcing cost as a % of service revenue also reduced to 13% during financial year 2019-20 compared to 15% during financial year 2018-19 due to reduction in contract associates in high cost countries, as a measure of cost optimization.

₹ crore			
Particulars	2019-20	2018-19	Variance
Sale of Services	2,343.50	2,472.30	-5.2%
Outsourcing and consultancy charges	304.57	370.67	-17.8%
% to sale of services	13.0%	15.0%	

Employee Benefit Expenses

The employee benefit expenses in 2019-20 were ₹ 1,418.53 crore compared to ₹ 1,390.09 crore in financial year 2018-19 which is an increase of 2%. The increase was primarily on account of increase in average manpower strength and annual salary increment which was partially offset by improved manpower mix towards low cost resources. The employee costs as a percentage of services revenue has been at 60.5% in financial year 2019-20 compared to 56.2% in financial year 2018-19.

₹ crore			
Particulars	2019-20	2018-19	Variance
Sale of Services	2,343.50	2,472.30	-5.2%
Employee cost	1,418.53	1,390.09	2.0%
% to sale of services	60.5%	56.2%	

Employee cost and contractor cost together accounted for 73.5% of services revenue in financial year 2019-20 compared to 71.2% in the previous year.

Other expenses

The other expenses decreased by 12.5% to ₹ 290.59 crore during financial year 2019-20 compared to ₹ 331.93 crore during financial year 2018-19. As a percentage of revenue from operations, the other expenses went down to 10.2% compared to 11.3% during financial year 2018-19. A detailed analysis is as under:

₹ crore			
Particulars	2019-20	2018-19	Variance
Rent	6.72	49.66	-86.5%
Allowances for doubtful debts (net)	13.12	26.86	-51.2%
Staff recruitment expenses	6.36	9.39	-32.3%
Travelling & conveyance	72.59	78.87	-8.0%
Power & fuel	9.37	8.94	4.8%
Office expenses	17.34	16.45	5.4%
Professional fees	17.22	16.11	6.8%
Repairs & maintenance	16.22	13.66	18.7%
Communication expenses	13.50	11.36	18.8%
Software - Internal Use & AMC	82.66	66.14	25.0%
Others	35.49	34.49	3.0%
Total	290.59	331.93	-12.5%

An analysis of significant variances in various expense lines are as under:

- The Company has adopted Ind AS 116 w.e.f. April 1, 2019. Hence all lease arrangements except those excluded as prescribed under Ind AS 116 have been capitalized as Right to use (RTU) asset in Financial statements. The RTU assets are amortized over the life of lease and classified along with depreciation and amortization. Without considering the implications of Ind AS 116, the rent for the financial year 2019-20 would have been ₹ 46.01 crore.
- The Provision for allowances were higher during the financial year 2018-19 due to allowances for doubtful debts amounting to ₹ 13.72 crore provided on account of one of the US based client in line with the Company's policy. The Company has provided ₹ 13.12 crore during the financial year 2019-20 towards allowances for doubtful debts as per the said policy.
- Staff and recruitment cost decreased during current financial year mainly due to staff recruitment expenses amounting to ₹ 1.48 crore paid to external agency during previous financial year 2018-19 .
- Travel cost reduced by ₹ 6.29 crore mainly due to significant cost control measures undertaken by the Company during the year, travel restrictions across the globe due to COVID-19 outbreak during March 2020 and revision in VISA fee in UK and corresponding reversal of provision.
- The increase in Software and AMC cost is primarily due to change in service delivery terms with a vendor from fixed license cost to subscription based variable cost of license. The change resulted in reclassification of cost of ₹ 10.54 crore from depreciation & amortization expense to software and AMC cost. The Company has also incurred a cost of ₹ 1.75 crore towards settlement of disputes related to service delivery during earlier years. Further, the AMC cost during financial year 2018-19 was net of ₹ 3.75 crore on account of cost recovered from a customer.
- The Repair and maintenance cost increased on account of additional cost incurred to create around 250 additional seat capacity in Hinjawadi facility.
- The communication expenses incurred in financial year 2018-19 was net of ₹ 2.14 crore towards cost recovered from one of the customers as per the agreement. There was no similar recovery in 2019-20.

Finance Cost

Finance cost increased to ₹ 15.63 crore during financial year 2019-20 compared to ₹ 1.29 crore in 2018-19 primarily due to notional interest charged on lease liability recognized on adoption of Ind AS 116 – Lease by the Company.

Depreciation and amortization

Depreciation and amortization charge increased to ₹ 99.15 crore in 2019-20 from ₹ 68.64 crore in 2018-19 as detailed below:

₹ crore			
Particulars	2019-20	2018-19	Variance
Depreciation on tangible assets	33.00	37.82	-12.8%
Depreciation on Right to use assets	35.80	-	100.0%
Amortization	30.35	30.82	-1.5%
Total	99.15	68.64	44.4%

The depreciation during the year includes amortization of right to use assets recognized as per Ind AS 116 amounting to ₹ 35.80 crore. The depreciation excluding Ind AS 116 impact is ₹ 63.35 crore and as a percentage of total operating revenue it has decreased from 2.3% in financial year 2018-19 to 2.2% in financial year 2019-20.

Impact of Ind AS 116 – Lease accounting

The Company has adopted Ind AS 116 with effect from April 1, 2019 to recognize its lease arrangements except short term and low value leases in accordance with the provisions of the said Accounting Standard and accounting policy approved and disclosed in the financial statements. The impact of Ind AS 116 on various heads of Income Statements during financial year 2019-20 has been as follows:

₹ crore	
Particulars	2019-20
Rent expenses	(39.30)
Depreciation	35.80
Interest expenses	14.50
Net Impact on Profit Before Tax	11.00

Figures in brackets represent negative numbers

Exceptional items

The exceptional items include ₹ 8.02 crore towards cost of business restructuring in Thailand and professional fees incurred on liquidation process of the Company's Mexico step subsidiary and ₹ 0.56 crore towards payment of the last installment of deferred

consideration paid to erstwhile promoters of Escenda Engineering AB, Sweden in accordance with the Share Sale and Purchase Agreement. The exceptional items in financial year 2018-19 included ₹ 6.22 crore towards deferred consideration paid to promoters of Escenda Engineering AB.

Profit before Taxes

As a result of the factors explained above, the Company earned Profit before taxes (PBT) of ₹ 391.97 crore in financial year 2019-20 compared to ₹ 470.94 crore in financial year 2018-19. As a percentage of total income, PBT decreased from 15.8% in financial year 2018-19 to 13.5% in the current financial year.

Tax expenses

The tax expenses for the year ended March 31, 2020 increased to ₹ 140.42 crore from ₹ 118.34 crore in the previous year, an increase of 18.7%, primarily due to following reasons:

- The tax expense for the year 2019-20 includes tax on dividend received from subsidiaries amounting to ₹ 24.04 crore while the dividend income has been eliminated on consolidation.
- The Revenue authorities in the United States of America (US) have introduced new tax provisions named the Base Erosion and Anti-Abuse Tax (BEAT) on offshoring business. The Company's US based step subsidiary has incurred tax expenses of ₹ 14.54 crore (USD 2.02mn) towards BEAT tax provision during the financial year 2019-20.
- The Company has been able to reduce Effective Tax Rate (ETR) by 0.41% primarily due to increased share of tax-exempt profits from SEZ facilities.
- The ETR excluding dividend tax and impact of BEAT tax has been 25.98% during financial year 2019-20 compared to 25.13% during financial year 2018-19. The increase is primarily due to higher tax disallowances during the financial year 2019-20.

Profit after Taxes

The Profit after Taxes (PAT) decreased by 28.7% to ₹ 251.55 crore in 2019-20 from ₹ 352.60 crore during financial year 2018-19. PAT margin as a percentage to total income decreased to 8.7% in financial year 2019-20 from 11.8% in financial year 2018-19.

FINANCIAL POSITION

Property, plant and equipment

The net value of Property, plant and equipment increased to ₹ 105.09 crore as at March 31, 2020 from ₹ 99.80 crore as at March 31, 2019. The Increase is primarily on account of capital expenditure of ₹ 38.09 crore during financial year 2019-20 compared to ₹ 22.01 crore during previous financial year. Details of capital expenditure during financial year 2019-20 compared to financial year 2018-19 are given below:

₹ crore			
Particulars	2019-20	2018-19	Variance
Computers	23.28	18.12	28.5%
Furniture & Fixtures	7.33	2.82	159.9%
Lease Hold Improvements	5.89	0.26	2165.4%
Plant & Machinery	1.56	0.58	169.0%
Others	0.03	0.23	-87.0%
Total	38.09	22.01	73.1%

Increase in expenditure on Computers, Furniture & Fixture and Leasehold improvement during financial year 2019-20 is mainly on account of new SEZ 4 in India and new office premises for the subsidiary company in USA, which shifted its operations from Novi to Detroit during the year.

Capital work-in-progress was reduced to ₹ 0.09 crore as on March 31, 2020 compared to ₹ 4.24 crore as on March 31, 2019 primarily due to capitalization of assets in SEZ during the year. Intangible assets primarily represent cost of software licenses (other than internally generated) and value of customer relationship acquired through business combinations. The increase in intangible assets from ₹ 57.23 crore to ₹ 67.28 crore is primarily due to software licenses worth ₹ 36.98 crore acquired and translation impact of ₹ 3.44 crore during the financial year 2019-20 which has been partially offset by amortization of ₹ 30.35 crore for the year, as per the amortization policy.

Intangible assets under development represent cost incurred towards implementation of the O2C project. Intangible assets under development as at March 31, 2020 stood at ₹ 0.26 crore compared to ₹ 20.76 crore as at March 31, 2019 primarily due to capitalization of O2C automation during the year.

Right to Use (RTU) Assets

The Company has recognized right-of-use assets representing its right to use the underlying assets under operating lease arrangements. The cost of the right-of-use assets has been measured considering terms and conditions of the respective lease covenants with lessor and based on an evaluation of probability to avail renewal options as per the lease covenants. The future lease

payments have been discounted using incremental borrowing rate in the respective geographies of underlying asset. A reconciliation with the opening minimum lease payments as disclosed in financials is given below:

₹ crore

Particulars	March 31, 2020
Minimum lease Payment as disclosed during Financial Year 2018-19	
Operating lease arrangements	218.22
Unamortized prepaid rent for leasehold land	3.30
Lease arrangements exempted as per Ind AS 116	(1.09)
Impact of:	
Extension and termination options reasonably certain to be exercised	62.96
Variable lease payments based on an index or a rate	8.79
Discounting of Future lease payments	(74.56)
Right to Use assets recognized as on April 1, 2019	217.62
Additions during the year (net of leases discontinued)	65.11
Amortization of RTU assets during the financial year 2019-20	(35.80)
Net Right to use assets as at March 31, 2020	246.93

Goodwill on Consolidation and acquisition

Goodwill on consolidation as at March 31, 2020 was ₹ 699.94 crore as compared to ₹ 662.02 crore as at March 31, 2019. The increase is primarily on account of translation impact as detailed below:

₹ crore

Particulars	2019-20
Opening Goodwill as at April 1, 2019	662.02
Translation impact	37.92
Closing Goodwill as at March 31, 2020	699.94

Goodwill is tested for impairment at the end of each financial year by an external valuation firm. The management does not foresee any risk of impairment on the carrying value of goodwill as at March 31, 2020.

Investment in Joint Venture

The Company has a joint venture with Hindustan Aeronautics Limited (HAL) namely TATA HAL Technologies Limited (THTL) for providing engineering and design solutions and services in the domain of aerostructures for aerospace industry.

The Company has reviewed current financial situation and future business strategy in joint Aero projects and decided to recognize provision for impairment to the extent of investment made in joint venture in 2016-17. There is no change in the provision for impairment during financial year 2018-19 and 2019-20.

Financial assets (Non-current)

Other Investments

The non-current investment in debentures stood at ₹ 5.00 crore as at March 31, 2020 compared to ₹ 33.83 crore as at March 31, 2019. The reduction is primarily on account of classification of investment in mutual funds to current investment during the year. The Investment is due for redemption in July 2020.

Trade Receivables

The Trade receivable – noncurrent of ₹ 15.73 crore pertains to one government customer in India. The Company has contracted extended payment terms to the customer. The Company has recognized financing component on these dues as non-current in line with the requirements of Ind AS 109.

Loans

The Loans and advances were ₹ 8.68 crore as at March 31, 2020 compared to ₹ 9.89 crore as at March 31, 2019. The decrease is primarily on account of repayment of employee loans of ₹ 3.43 crore during the year. There has been an increase in security deposits by ₹ 1.55 crore and project related travel advances to employees by ₹ 0.67 crore during the year.

Other Bank Balances

Other Bank balances as at March 31, 2019 of ₹ 0.05 crore represents the deposit kept with bank towards self-managed Life cover scheme in lieu of the EDLI Scheme. During the financial year 2019-20, the Company has surrendered the exemption awarded under the provident fund regulations and consequently, the deposit with bank towards EDLI scheme has also been liquidated on surrender of the scheme. The Company has amended the Life Cover Scheme and taken Group EDLI Insurance Scheme policy from an Insurance Company.

Other Financial Assets

Other Financial assets decreased to ₹ 19.35 crore as at March 31, 2020 compared to ₹ 30.27 crore as at March 31, 2019. The financial assets primarily include Research and Development credit (RDEC) receivables in UK. The Company has received ₹ 30.47 crore towards RDEC credits outstanding till previous year. The RDEC credit receivable as at March 31, 2020 represents credits worth ₹ 19.55 crore, accrued during financial year 2019-20.

Deferred Tax Asset (Net)

Deferred tax asset (Net) as at March 31, 2020 was ₹ 32.03 crore as compared to ₹ 30.66 crore as at March 31, 2019. The increase is primarily on account of carry forward of losses in Escenda and provision for doubtful debts. Details of deferred tax asset have been given in Note no. 10 (iii) of the consolidated financial statements of the Company.

Income Tax Assets (Net)

Income tax assets (Net) stood at ₹ 16.11 crore as at March 31, 2020 compared to ₹ 13.29 crore as at March 31, 2019. The increase is mainly in India due to increase in TDS receivable during the year.

Other non-current assets

Other non-current assets as at March 31, 2020 were ₹ 7.12 crore compared to ₹ 6.95 crore as at March 31, 2019.

The unamortized balance of prepaid expenses increased by ₹ 3.41 crore primarily due to change in arrangement with vendor from fixed license cost to subscription based variable cost of license. The increase in prepaid balance primarily represents the unamortized portion of quarterly subscription.

The prepaid lease rentals have been reclassified during the year to Right to use assets as per the requirements of Ind AS 116.

Current Assets**Inventories (Traded)**

Inventories as at March 31, 2019 of ₹ 0.04 crore represent software/hardware items which are not yet delivered to the customer. There were no such inventories with the Company as at March 31, 2020.

Other Investments

The current investment amounting to ₹ 31.06 crore pertains to investment in mutual funds reclassified from noncurrent as at March 31, 2019 to current investment during the financial year 2019-20. The mutual funds are due for redemption in July 2020. The current investment of ₹ 5.0 crore as at March 31, 2019 were in preference shares and have been redeemed during the current financial year.

Trade Receivables

Trade receivables as at March 31, 2020 aggregated ₹ 625.07 crore (net of provision for doubtful debts) as compared to ₹ 575.68 crore as at March 31, 2019. The net debtor days increased to 80 during financial year 2019-20 from 71 days during financial year 2018-19.

The Company had unbilled revenue (inclusive of contract assets and net of unearned revenue and income received in advance) of ₹ 117.20 crore as on March 31, 2020 compared to ₹ 96.69 crore as on March 31, 2019. As a result, level of net unbilled receivables increased to 16 days from 12 days.

Total receivable days (net of provision and Income received in advance) were 96 days during financial year 2019-20 compared to 83 days during financial year 2018-19.

The cumulative provision towards bad and doubtful debts as on March 31, 2020 stood at ₹ 56.44 crore compared to ₹ 39.79 crore as at March 31, 2019. The increase was primarily on account of overdue debts from clients in North America, UK and China.

The Company follows Global Revenue Management policy for providing for bad & doubtful debts. This policy is periodically tested as per the requirement under Expected credit loss model prescribed by IND AS 109.

Cash and cash equivalents

Cash and cash equivalents as at March 31, 2020 are ₹ 376.08 crore as compared to ₹ 372.53 crore as at March 31, 2019. The cash and cash equivalents include balances with banks and fixed deposits kept with banks for less than 3 months.

Other Bank Balances

Other bank balances include bank deposits for a period more than 3 months and earmarked balances with banks towards the unpaid dividend. Other bank balances as at March 31, 2020 are ₹ 12.95 crore as compared to ₹ 11.40 crore as at March 31, 2019.

Loans

Loans are ₹ 28.41 crore as at March 31, 2020 as compared to ₹ 69.15 crore as at March 31, 2019. The decrease in loans primarily represents reduction in Inter corporate deposits placed with Tata Motors Limited by ₹ 32.75 crore during the year.

Other Financial Assets

Other financial assets as on March 31, 2020 are ₹ 140.03 crore as compared to ₹ 142.81 crore as at March 31, 2019.

The Company has received settlement of all bills of exchange amounting to ₹ 17.05 crore outstanding as at March 31, 2019. Also, the SEIS (Export incentives) increased to ₹ 34.01 crore as at March 31, 2020 compared to ₹ 14.59 crore as at March 31, 2019. The increase in SEIS receivables is due to delay in filing of claims with authorities on account of lockdown conditions due to COVID-19 outbreak.

Current Income Tax Assets

Current Income Tax Assets as on March 31, 2020 are ₹ 26.09 crore as compared to ₹ 45.41 crore as at March 31, 2019, primarily due to adjustment of tax liability against advance tax paid.

Other current Assets

Other current assets are ₹ 109.69 crore as at March 31, 2020 as compared to ₹ 77.98 crore as at March 31, 2019. The increase in other current assets is primarily due to increase of ₹ 14.32 crore in unbilled revenue under fixed price projects, which have not achieved billing milestones as per contract terms. The unamortized prepaid expense balances increased by ₹ 14.18 crore mainly on account of advance payment of insurance in US and council tax in UK.

EQUITY

Equity Share Capital

Paid up equity share capital of the Company decreased to ₹ 41.81 crore as at March 31, 2020 crore from ₹ 43.05 crore as at March 31, 2019.

The decrease is on account of 12,46,665 equity shares bought back at a fair value of ₹ 748 per shares under a buyback scheme launched by the Company during the year. Consequently, the paid up share capital has been reduced by ₹ 1.25 crore after shares offered under buyback were extinguished.

Both the ESOP Trusts participated in the Buyback offer and tendered their entire shareholding of 9,50,501 shares. As at 31 March 2020, the shareholding of ESOP Trusts was nil.

Net share capital as on March 31, 2019 was ₹ 42.10 crore after consolidation of accounts of ESOP Trusts as per IND AS 110.

Other Equity

Share Application Money

The company had collected share application money of ₹ 0.34 crore during financial year 2018-19 which was outstanding as at March 31, 2019 towards the options exercised by employees under the ESOP scheme. The Company has allotted all the exercised shares during the year and no share application money was outstanding as at March 31, 2020.

Securities Premium account

Securities Premium Account as on March 31, 2020 stood at ₹ 268.90 crore, compared to ₹ 291.62 crore as on March 31, 2019. The reduction is primarily on account of premium paid on buyback of equity shares of ₹ 738 per share aggregating to ₹ 92.00 crore and reduced from securities premium reserve as per the provisions of Companies Act. The reduction is offset by consolidation adjustment for unallocated shares with the ESOP Trust amounting to ₹ 70.14 crore.

The Company has also transferred an amount equivalent to the face value of equity shares bought back amounting to ₹ 1.25 crore from Securities premium reserve to Capital redemption reserve as per the provisions of Companies Act 2013.

The Company has received premium of ₹ 0.39 crore on options under the ESOP Scheme.

Retained earnings

Retained earnings of the Company increased to ₹ 1,247.51 crore as on March 31, 2020 compared to ₹ 1,191.92 crore as on March 31, 2019, primarily on account of profit after tax as reduced by dividend distribution ₹ 176.70 (including dividend distribution tax) and payment of buyback tax ₹ 17.94 crore during the year.

Other comprehensive income

Other comprehensive income increased by ₹ 61.93 crore primarily on account of exchange differential on translation of operations of foreign entities.

Non-Current Liabilities

Non-Current liabilities increased to ₹ 267.71 crore as on March 31, 2020 compared to ₹ 41.03 crore as on March 31, 2019. The increase in non-current liabilities is primarily on account of recognition of lease liabilities of ₹ 229.70 crore corresponding to Right to use assets as per the requirements of Ind AS 116 adopted by the Company effective April 1, 2019. The liabilities are due for settlement beyond 12 months from the reporting date over the life of respective lease arrangements.

Current Liabilities

Lease Liabilities

Lease liabilities were recognized as per Ind AS 116 and stood at ₹ 28.49 crore as on March 31, 2020 compared to Nil as at the close of previous financial year. The Liability pertains to lease liabilities recognized as per the requirements of Ind AS 116 and are due for settlement within 12 months from the reporting date.

Trade Payable

Trade Payable as on March 31, 2020 decreased to ₹ 243.13 crore as compared to ₹ 294.82 crore as on March 31, 2019. The decrease in trade payable is primarily due to reduced level of product business and payments against certain employee liabilities towards performance payments.

Other Financial Liabilities

Other financial liabilities as on March 31, 2020 are ₹ 46.90 crore as compared to ₹ 18.14 crore as on March 31, 2019.

The increase in financial liabilities is mainly on account of collections of ₹ 34.90 crore received from customers on behalf of banks against invoices already factored with the banks.

The unpaid dividend as on March 31, 2020 was ₹ 0.01 crore compared to ₹ 4.81 crore as on March 31, 2019. The reduction is on account of unpaid dividend paid during the financial year 2019-20.

Provisions

Short term provisions stood at ₹ 9.79 crore as on March 31, 2020 compared to ₹ 11.20 crore as on March 31, 2019.

The reduction in provision is primarily on account of reduction in provision for compensated absences by ₹ 1.51 crore in EU region. The liability as on March 31, 2020 has been recognized based on the report issued by actuary.

Current Tax Liability (Net)

Current Tax liabilities (Net) as on March 31, 2020, was ₹ 15.82 crore as compared to ₹ 25.50 crore as on March 31, 2019. The decrease is mainly due to payment of tax liability in UK during financial year 2019-20.

Other Liabilities

Other liabilities as on March 31, 2020 are ₹ 108.54 crore as compared to ₹ 121.30 crore as on March 31, 2019. The decrease in current liabilities is primarily on account of decrease in unearned revenue by ₹ 11.91 crore.

E. RISK MANAGEMENT

Risk Management is a key leadership focus area given that the Company is a global engineering services provider serving customers across multiple geographies and industries which presents inherent risks associated with evolving sudden global disruption such as COVID-19 pandemic, customer requirements, changing technology landscape, geo-political tensions and currency fluctuations. These uncertainties present some opportunities and challenges which the Company needs to address in order to grow sustainably. To address these risks, the Company has implemented comprehensive Enterprise Risk Management (ERM) framework comprising of risk management policy and processes to identify, prioritize, address and govern risks on a periodic basis. Enterprise Risk Register continuously collects inputs from risks identified across operations through functional risk registers and these risks are evaluated and prioritized quarterly using Risk Priority Number (RPN) considering the Likelihood of Occurrence and Severity of Impact. Mitigation action plans are identified for prioritized risks and reviewed as part of the leadership governance framework. Operational risks are tracked and managed at individual project levels and are integrated with project management mechanisms. Additionally, the annual internal audit plan covers the audit of all processes associated with top internal risks to make sure that relevant controls are exercised, and management has a complete view of risks involved with these processes. Internal audits are conducted for functional processes through external auditors and key risks for functions at enterprise and operational levels are evaluated along with mitigation measures and their implementation status. The Enterprise Risk management process is managed by a cross functional team under the supervision of the CFO and guidance of the Audit Committee. The top 10 risks are also presented to the Audit Committee every year for their review and feedback. Key risks and associated actions are detailed below:

Risk	Actions
Challenging business environment for key customers JLR and TML	Company is collaborating with JLR and TML on several strategic projects to support their turn around plans and growth aspirations.
Keeping pace with emerging new technologies impacting the industry	The Company continuously reviews the emerging technologies to ascertain its application to its industry and adopts relevant technology solutions that helps it address customer requirements more effectively. The Company recently worked with an external consultant to review and benchmark its capabilities and identified specific focus areas within Connected and Smart Manufacturing where it will strengthen its capability going forward while leveraging its current core competencies in the body engineering side.

Risk	Actions
Credit risk-Exposure to new OEMs (Start-ups)	The Company has acquired new age OEMs by showcasing its full vehicle value proposition. However, considering the uncertainty in their funding plans and future product roadmap, the Company has strengthened its due diligence, credit evaluation, payment contract terms and governance process to ensure credit risks are controlled.
Revenue concentration risk - growing non captive accounts	The Company has strategically reduced its dependence on top 5 accounts over last couple of years by acquiring new logos across geographies through its full vehicle and body engineering value proposition. Additionally, the sales and delivery teams in India, EU and North America are being strengthened to tap into emerging opportunities and acquire new clients.
Timely availability of skilled resources	The Company is focusing on internal skill development programs and implementing multiple channels of talent acquisition based on new skill requirements.
Data security - GDPR, Cyber security and customer data confidentiality	The Company has deployed GDPR policy compliance and Global ISMS framework across Company locations including delivery centres, for proactive data security and IT architecture scan to identify unauthorized applications.
Exchange Rate Fluctuations	The Company has deployed forex hedging and forward contracting to mitigate risk associated with exchange rate.
Inability to do business with parent company's competitors	The Company has been using case studies of past engagements with existing non-Tata Motors customers to win confidence of new customers along with emphasis on ISMS framework to win customer confidence.
Statutory Compliances in respective jurisdictions	The Company has deployed comprehensive compliance management system for tracking & reviewing compliance of legal and regulatory standards. E&Y is appointed as legal and statutory partner and KPMG is the financial auditing partner to review process deployment globally.
Disruptions due to global or local pandemics	The Company has deployed comprehensive BCP measures to ensure operational continuity through enablement of Work from Home mechanisms, data security enhancement, communication with customers and suppliers on Force Majeure situation along with continuous monitoring and action planning to ensure healthy balance sheet.

F. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has in place adequate system of internal control commensurate with its size, complexity and nature of business operations. These have been designed to provide reasonable assurances about recording and providing reliable financial and operational information, complying with applicable statute, safeguarding assets from unauthorized use, executing transactions with proper authorizations and ensuring compliance with corporate policies. The Company has well defined delegation of powers with authority limits for approving revenue as well as expenditure and processing payments. Processes for formulating and reviewing annual and long term plans have been laid down by the Board. The Company uses state of art ERP system to record data for accounting, consolidating and management information systems and connects to different locations for efficient exchange of information. The Internal Auditor (M/s. Ernst & Young) conducts audits globally, across all major entities and helps the Company to benchmark itself to best in class processes and practices. The report is presented to the Audit Committee which guides the management to take necessary corrective/preventive actions. The members of the Board disclose materially significant related party transactions/matters affecting the Company, with its promoters, the directors or their relatives, etc. that may have potential conflict of interest. All such disclosures are tabled at Board / Audit Committee meetings, read and taken on record. Every quarter, based on the independent report on related party transactions, the Audit Committee approves all such transactions. The Managing Director and Senior Management also sign an affirmation to the Board and the shareholders to their adherence to the TCOC annually, and any exceptions are reported and approved as per Company policies. The independence of the Board and its committees is fundamental to its stewardship and effectiveness. The Compliance Auditors and the Internal Auditors report directly to the Chairman of Audit Committee. The Nomination and Remuneration Committee of the Board meets every year to review and approve the key performance indicators and goals of ELT members in alignment with the overall organizational strategy. The performance expectations and targets set by the Board are cascaded down to the ELT and the extended leadership team members using strategy cascade and PMS process.

G. HUMAN CAPITAL

The Company's HR strategy is based on the strategic pillars of Talent, Leadership & Culture. These pillars were institutionalized three years back and have paid rich dividends.

The Company has made several key improvements during the year under review towards attraction, engagement, retention and development of key talent across the organization. The Company has instituted a best-in-class enterprise collaboration and communication tool "Workplace by Facebook". This is an open communication platform to enable two-way dialogue and helps drive the organizational agenda of transparency in communication and sharing of knowledge and developments internally as well as across the industry. The introduction of Workplace has helped the Company to drive greater engagement and collaboration within its diverse workforce globally.

The Company's organization structure is moving towards an outside-in, Industry Forward structure, which equips it to support its customers' current as well as future business needs. To support this strategy, the Company has started to implement a comprehensive competency development and capability enhancement program.

The Company has also combined the Resource Management and Talent Acquisition functions to further drive efficiency and effectiveness of global resource fulfillment. This will ensure that the management of the resource pool is integrated in a way that the entire life cycle of the hiring, allocation and talent management process is closely interlinked.

The Company's focus on building a high-performance workforce is enabled through the measurement of performance against objectives which is linked to the overall organization's strategic goals, its vision, mission and values and assessment through a robust Performance Management System with sharper performance measurement scales.

The Company has recently been recognized by the Government of India for its efforts towards skill building and Corporate Social Responsibility via the Ready Engineer Program. Through the Company's flagship Ready Engineer program, students are trained on campuses and also undertake internships. During the last financial year, the Company has established a foundation framework for Competency Management and implemented actions across the organization to ensure it has a centralized repository of skills.

The Company employed 8,623 professionals (including 923 contractors) as on March 31, 2020, as compared to 9,263 (including 1,181 contractors) as on March 31, 2019. With focus on fostering Diversity and Inclusion to promote gender diversity in the Company, the women workforce now stands at 14.2% of total workforce. The attrition rate stands at 14.1% which is lower than the industry average.

H. CAUTIONARY STATEMENT:

Statements in the "Management Discussion and Analysis" describing the Company's objectives, projections, estimates and expectations or predictions may be 'forward looking statements' within the meaning of applicable Securities Laws and Regulations. Actual results could differ substantially and materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions impacting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the government regulations, tax laws and other statutes and other incidental factors.

CORPORATE GOVERNANCE REPORT

1. PHILOSOPHY

Corporate Governance philosophy stems from our belief that corporate governance is an integral element in improving efficiency and growth as well as enhancing investor confidence.

The Company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

We believe that our Company should go beyond adherence to regulatory framework. Our corporate structure, business, operations and disclosure practices have been strictly aligned to our Corporate Governance Philosophy. Transparency, accountability, fairness and intensive communication with stakeholders are integral to our functioning. We believe in system driven performance and performance-oriented systems. We accord highest priority to these systems and protect the interests of all our shareholders, particularly the minority shareholders.

We have tried to blend growth and efficiency with governance and ethics. Our Board of Directors, guided by our Mission Statement, formulate strategies and policies having focus on optimizing value for various stakeholders like consumers, shareholders and the society at large.

Though the Company is not listed and the statutory guidelines on Corporate Governance are not applicable, the Company has voluntarily opted for adoption of various Corporate Governance measures. There have been continuous efforts made to improve and increase the Corporate Governance measures in the recent years, which include among others improved Board reporting, building a strong ethics culture with increased focus on implementation of the Tata Code of Conduct, adoption of Anti-Bribery Policy, Gift Policy, Legal Compliances and Audits and commitment to Corporate Sustainability.

2. BOARD OF DIRECTORS

- (i) As on March 31, 2020, our Board comprised of seven members, one of whom is an Executive Director, four Non-Executive Directors, two Independent Directors including one Woman Director. The composition of the Board is in conformity with Section 149 of the Act. The profiles of the Directors can be found on <https://www.tatatechnologies.com/us/about-us/board-of-directors>.
- (ii) None of the Directors on the Board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he or she is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2020 have been made by the Directors. None of the Directors are related to each other.
- (iii) Independent Directors are non-executive directors as defined under Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Section 149(6) of the Act.
- (iv) The Board met nine (9) times during the financial year 2019-20 on May 7, 2019, May 21, 2019, July 19, 2019, August 14, 2019, October 18, 2019, December 27, 2019, January 23, 2020, February 10, 2020 and March 25, 2020. The time gap between two meetings was less than 120 days. The necessary quorum was present for all the meetings.
- (v) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) as on March 31, 2020 are given below:

Name of the Director	Category	No. of Board Meetings		Whether attended last AGM held on July 19, 2019
		Held	Attended	
S Ramadorai	Non-Executive Chairman	9	8	Yes
Praveen Kadle	Non-Executive Director	9	7	Yes
Guenter Karl Butschek	Non-Executive Director	9	5	No
Pathamadai Balachandran Balaji	Non-Executive Director	9	7	No
Falguni Nayar	Non-Executive Independent Director	9	5	No
Rakesh Makhija	Non-Executive Independent Director	9	8	Yes
Warren Kevin Harris	CEO & Managing Director	9	9	Yes

- (vi) A meeting of the Independent Directors' which was scheduled to be held in the last week of March 2020 could not be held due to the Nationwide lockdown imposed by the Government as a measure to address the COVID-19 threat. The Ministry of Corporate Affairs had, vide its General Circular No. 11/2020 dated 24th March 2020, exempted the Independent Directors from the requirement of holding the meeting.
- (vii) The Board periodically reviews the compliance reports of all laws applicable to the Company.

(viii) Details of equity shares of the Company held by the Directors as on March 31, 2020 are given below:

Name of the Director	Category	Number of Equity Shares held
S Ramadorai	Non-Executive Chairman	132,000
Praveen Kadle	Non-Executive Director	139,200
Guenter Karl Butschek	Non-Executive Director	-
Pathamadai Balachandran Balaji	Non-Executive Director	-
Falguni Nayar	Non-Executive Independent Director	-
Rakesh Makhija	Non-Executive Independent Director	-
Warren Kevin Harris	CEO & Managing Director	400,000 shares [held through Zedra Corporate Services (Guernsey) Limited]

3. AUDIT COMMITTEE:

The Audit Committee comprises of three Non-Executive Directors including two Independent Directors, all of whom are financially literate and have the ability to read and understand the financial statements. The composition of the Committee is in conformity with Section 177 of the Act.

The Audit Committee met eight (8) times during the year 2019-20, on May 7, 2019, June 25, 2019, July 19, 2019, August 19, 2019, October 18, 2019, December 3, 2019, January 23, 2020 and March 25, 2020. Membership of the Audit Committee and the number of meetings attended by each member for the financial year 2019-20 are as follows:

Name	Category	No. of Meetings	
		Held	Attended
Falguni Nayar	Non-Executive Independent Director and Chairperson	8	6
Rakesh Makhija	Non-Executive Independent Director	8	8
Praveen Kadle	Non-Executive Director	8	5

Mr. Pathamadai Balachandran Balaji is a permanent invitee to the Audit Committee meetings.

The representatives of Statutory Auditors and Internal Auditors attended the meetings. The Chief Internal Auditor of Tata Motors Ltd attended the meetings personally or through representative.

The Chief Financial Officer of the Company attended all the meetings. The Company Secretary acts as the Secretary to the Committee Meetings.

The quorum of the meetings is either two members or one third of the members of the Committee, whichever is higher.

An Audit Committee Charter has formally been adopted for the Audit Committee outlining its responsibilities in detail. The role of the Audit Committee includes in brief the following:

- To review financial statements before submission to the Board
- To review reports of the Internal Auditor and recommend to the Board
- To decide on the scope of the Internal Auditors work including the examination of major items of expenditure
- To meet Statutory and Internal Auditors periodically and discuss their findings, suggestions and other related matters
- To review the weaknesses in internal control system, if any, reported by the Internal and Statutory Auditors and report to the Board the recommendations relating thereto
- To act as a link between the Statutory and Internal Auditors and the Board of Directors
- To recommend a change in the Auditors if in the opinion of the Committee the Auditors have failed to discharge their duties adequately
- To establish and review accounting policies
- To ensure resources are conserved and tendencies for extravagance are avoided
- To review the Company's arrangements for Vigil Mechanism
- To discuss with the management, the Company's policies with respect to risk assessment and risk management including Company's major financial risk exposures
- To review the statement of significant related party transactions submitted by the management including review of 'significant' criteria/thresholds decided by the management

4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee met four (4) times during the financial year 2019-20 on May 7, 2019, July 19, 2019, October 18, 2019 and March 25, 2020. Membership of the Nomination and Remuneration Committee and number of meetings attended by each member in the financial year 2019-20 are as follows:

Name	Category	No. of Meetings	
		Held	Attended
Rakesh Makhija	Non-Executive Independent Director and Chairman	4	4
Falguni Nayar	Non-Executive Independent Director	4	3
S Ramadorai	Non-Executive Independent Director	4	3
Guenter Karl Butschek	Non-Executive Director	4	2

Powers of the Nomination and Remuneration Committee:

- 1) Identify persons qualified to become directors and who may be appointed in the senior management of the Company and recommend to the Board their appointment and removal
- 2) While recommending appointment of Executive Directors, consider a balance between functional and business unit representation
- 3) While recommending the appointment of Independent Directors, consider the manner in which the function and domain expertise of the individual contributes to the overall skill-domain mix of the Board. Independent Directors ideally should be thought/practice leaders in their respective functions/domains
- 4) Carry out evaluation of every directors' performance
- 5) Formulate the criteria for determining qualifications, positive attributes, independence of a director and recommend to the Board a policy, relating to the remuneration for directors, key managerial persons and other employees
- 6) Deciding upon the remuneration of the managing director of the Company
- 7) Supervising and administering the Employee Stock Option Plan and ensuring that suitable policies and systems are in place to comply with the guidelines issued by the Securities and Exchange Board of India or any other appropriate authority in connection with the said Scheme
- 8) Support the Board to carry out the periodic review of the various Board Committees
- 9) To ensure an effective familiarization program for new Directors
- 10) To support Directors as may be required, to continually update their skills and knowledge and their familiarity with the Company and its business
- 11) While formulating the Policy, the Committee should ensure that:
 - i) 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;
 - ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - iii) 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
- 12) Apart from the above, the Committee has the following powers and responsibilities:
 - a) To finalize and approve the Letter of Offer and/or such other documents for private placement of shares to employees of Company's subsidiaries
 - b) To determine which employees of the Subsidiaries will be permitted to participate in the said offer
 - c) To determine the allotment of shares and to allot shares under the said offer
 - d) Obtain and determine an annual valuation of the shares from an independent accounting firm and
 - e) To take all such actions or determine such matters as may be necessary from time to time in relation to the said offer of shares and to give effect to such offer
- 13) To recommend to the Audit Committee appointment of Ethics Counselor of the Company and a member from the Non-Governmental Organization on the "Internal Complaints Committee" of the Company

The quorum of the meetings is either two members or one third of the members of the Committee, whichever is higher.

5. DETAILS OF THE REMUNERATION OF THE YEAR ENDED MARCH 31, 2020

5.1 NON-EXECUTIVE DIRECTORS' REMUNERATION:

During the year 2019-20 the Company paid sitting fees of ₹ 35,000 per meeting to its Non-Executive Directors for attending meetings of the Board and ₹ 25,000 per meeting for attending meetings of committees of the Board. The members have at the AGM of the Company held on June 27, 2018 approved a payment of commission to the Non-Executive Directors within the ceiling of 1% of the net profits of the Company as computed under the applicable provisions of the Act. The commission payable every year is decided by the Board of Directors and distributed amongst the Non-Executive Directors based on their attendance and contribution at the Board and Committee meetings, as well as the time spent on operational matters other than at meetings. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending the meetings.

The details of the remuneration paid to the Non-Executive Directors during the year is as under:

Name	Amount in ₹	
	Commission Payable	Sitting Fees Paid
S Ramadorai	15,50,000	3,55,000
Praveen Kadle	11,50,000	4,70,000
Guenter Karl Butschek	Nil	20,000
Pathamadai Balachandran Balaji	Nil	Nil
Falguni Nayar	11,50,000	4,25,000
Rakesh Makhija	11,50,000	5,80,000
TOTAL	50,00,000	18,50,000

5.2 CEO & MANAGING DIRECTORS' REMUNERATION:

S. No	Particulars of Remuneration	Name of Managing Director	Total Amount (in ₹)
		Mr. Warren Harris	
1	Gross salary		25,53,323
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961		
	(b) Value of Perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission		
	- as % of profit		
	- others, specify...		
5	Others, please specify*		4,12,48,518
	Total (A)		4,38,01,841
	Ceiling as per the Companies Act, 2013		19,10,61,073

* Mr. Warren Harris also received a remuneration of ₹ 4,12,48,518 in USA in the capacity of Director of Tata Technologies Inc.

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee met two (2) times during the year 2019-20, on May 7, 2019 and January 23, 2020. Members of the Corporate Social Responsibility Committee and number of meetings attended by each Director during the financial year are as follows:

Name	Category	No. of Meetings	
		Held	Attended
Praveen Kadle	Non-Executive Chairman	2	2
Falguni Nayar	Non-Executive Independent Director	2	1
Warren Kevin Harris	CEO & Managing Director	2	2

7. STAKEHOLDER RELATIONSHIP COMMITTEE

The Committee met two times during the year 2019-20, on July 19, 2019 and January 23, 2020. The Committee passed seven (7) circular resolutions on April 9, 2019, June 27, 2019, October 6, 2019, December 12, 2019, January 14, 2020, February 17, 2020 and February 24, 2020 for approving various shareholder related matters.

Roles and responsibility of the Committee are as under:

- 1) Supervise and ensure efficient share transfers, share transmissions and share transpositions, to approve the issue of duplicate share certificates to the shareholders holding the shares in physical form
- 2) Address shareholder complaints for non-receipt of Notice, Annual Report, non-receipt of dividend etc.
- 3) Review of service standards and investor service initiatives undertaken by the Company
- 4) Address all matters relating to Registrar and Transfer Agent including appointment of the new Registrar and Transfer Agent in place of the existing one
- 5) Consider the matters pertaining to Depositories for dematerialization of shares of the Company and other matters related thereto
- 6) Any other responsibility as may be entrusted by the Board from time to time

8. GENERAL BODY MEETINGS

The details of the General Meetings held in the last three years are as follows:

Financial year	AGM/EGM	Venue	Time	Date
2018-19	25 th AGM	Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune- 411057	11.30 a.m.	July 19, 2019
2017-18	24 th AGM		11.30 a.m.	June 27, 2018
2016-17	23 rd AGM		11.30 a.m.	September 15, 2017

The details of Special Resolutions passed in the General Meetings and Postal Ballot(s) in the last three years are as follows:

AGM/EGM/ Postal Ballot	Date	Special Resolutions
AGM	June 27, 2018	1. Appointment of Ms Falguni Nayar (DIN 00003633) as a Non-Executive Independent Director 2. Appointment of Mr Rakesh Makhija (DIN 00117692) as a Non-Executive Independent Director
Postal Ballot	4 th February 2020	Buyback of Equity Shares

9. DISCLOSURES

9.1 Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or Management or their relatives, etc. that may have potential conflict with the interests of the Company at large:

There are no material related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee, details of which are mentioned at Note 31(ii) Related Party Disclosures for the year ended March 31, 2020 of Notes to Accounts mentioned elsewhere in the Annual Report.

9.2 Details of the non-compliance by the Company, penalties or strictures imposed on the Company by any statutory authority on any matter related to the capital markets during the past three years – NIL.

9.3 The Certification by the Managing Director (CEO) and Chief Financial Officer (CFO), to the Board, on the true and fair view of the Financial Statements for the year ended March 31, 2020 is annexed hereto.

10. GENERAL SHAREHOLDER INFORMATION

10.1 Annual General Meeting for FY 2019-20

Date : Monday, July 27, 2020

Time : 3.00 p.m.

Venue : The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

10.2 Date of Book Closure / Record Date : As mentioned in the Notice of this AGM

10.3 Registrar and Share Transfer Agents:

TSR Darashaw Consultants Private Ltd.
6-10 Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai- 400011
Tel: +91 22 66568484
Fax: +91 22 66568494
Email: csg-unit@tsrdarashaw.com
Website: www.tsrdarashaw.com

- 10.4 Share Transfer System:** The Ministry of Corporate Affairs has vide its Notification dated September 10, 2018 notified the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 which have come into force from October 2, 2018. As per the said notification, the transfer of physical shares is no longer permitted.
- 10.5 Dematerialization of Shares:** The Company has dematerialized its Equity Shares with CDSL and NSDL and the Company's ISIN is INE142M01017. The share transfers of dematerialized shares can be made through your Depository Participant. Shareholders are encouraged to get their shareholding dematerialized at the earliest, if not already done.
- 10.6 Investors Queries/Complaints:** A total of 417 investor communications/queries were received during the financial year 2019-20.
- 10.7 Transfer of unclaimed / unpaid dividends to Investor Education and Protection Fund:** Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the circular dated October 16, 2017, wherein it was provided that where the period of 7 consecutive years, as above, was completed or being completed during the period from September 7, 2016 to October 31, 2017, the due date of transfer for such shares was October 31, 2017.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website <https://www.tatatechnologies.com/us/about-us/investor-relations>.

In light of the aforesaid provisions, the Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for 7 consecutive years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the demat account of IEPF Authority.

Unclaimed Dividend	Status	Whether it can be claimed	Can be claimed from
For the Financial Years 2012-13	Transferred to IEPF of the Central Government	Yes	Can be claimed from IEPF authority by following prescribed procedure
For the Financial Years 2013-14	Lying in respective Unpaid and thereafter Dividend Accounts	Yes	The Company's R&T Agent TSR Darashaw Consultants Private Limited, address of which is provided above.

The due dates for transfer to IEPF of the dividend remaining unclaimed since 2012-2013 are provided hereunder:

Date of Dividend Declaration	Last date for claiming payment from TSR Darashaw Consultants Private Limited
22/06/2012	21/06/2019
18/07/2012	17/07/2019
26/10/2012	25/10/2019
05/02/2013	04/02/2020
21/06/2013	19/06/2020
16/07/2013	15/07/2020
22/10/2013	21/10/2020
20/01/2014	19/01/2021
28/06/2014	28/06/2021
30/07/2014	29/07/2021
30/01/2015	28/01/2022
26/06/2015	24/06/2022
30/07/2015	29/07/2022
29/10/2015	28/10/2022
29/01/2016	27/01/2023
29/06/2016	28/06/2023

Date of Dividend Declaration	Last date for claiming payment from TSR Darashaw Consultants Private Limited
28/07/2016	27/07/2023
10/11/2016	09/11/2023
25/01/2017	24/01/2024
15/05/2017	14/05/2024
25/01/2018	24/01/2025
27/06/2018	26/06/2025
23/07/2018	22/07/2025
26/10/2018	25/10/2025
23/01/2019	22/01/2026

10.9 Shareholding Pattern as on March 31, 2020:

Category	No. of Shareholders	No. of Shares	% of the Paid-up Capital
Tata Motors Limited	1	3,03,00,600	72.48
Other Tata Entities	5	74,69,748	17.87
Directors	3	2,71,200	0.65
Employees/Associates/Others	2,626	37,61,677	9.00
Total	2,635	4,18,03,225	100.00

10.10 Distribution of Shareholding as on March 31, 2020:

Range Start	Range End	Total Shares	Percentage to capital	Total Number of shareholders	% of Total Security holders
1	100	46,850	0.11	931	35.33
101	500	2,45,280	0.59	904	34.31
501	1,000	3,24,894	0.78	426	16.17
1,001	5,000	6,45,591	1.54	275	10.44
5,001	10,000	3,83,286	0.92	54	2.05
10,001	9,99,99,99,99,999	4,01,57,324	96.06	45	1.71
		4,18,03,225	100.00	2,635	100.00

10.11 Dematerialization of Shares as on March 31, 2020: The Company's shares are dematerialized through both the Depositories in India viz. National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL).

Particulars of shares	Shares of ₹10 each		Shareholders	
	Number	% to total	Number	% to total
Dematerialized form				
NSDL	3,39,59,109	81.24	1318	50.02
CDSL	59,83,759	14.31	640	24.29
Sub-total	3,99,42,868	95.55	1958	74.31
Physical Form	18,60,357	4.45	677	25.69
Total	4,18,03,225	100.00	2635	100.00

10.12 How to manage your shares effectively: The Company's foremost objective is to mitigate / avoid risks relating to shares and related matters, the following are the Company's recommendations to its members:

- i. **Dematerialize your Shares** – Members are requested to convert their physical holdings into electronic holdings. Holding shares in electronic form helps to achieve immediate transfer of shares. No stamp duty is payable on transfer of shares held in electronic form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.
- ii. **Consolidate your Multiple Folios** – Members are requested to consolidate their shareholding held under multiple folios. This facilitates one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.
- iii. **Confidentiality of Security Details** – Folio Nos/DP ID/Client ID should not be disclosed to any unknown persons. Signed blank transfer deeds, delivery instruction slips should not be given to any unknown persons.
- iv. **Update your Address and bank details** – To receive all communication and corporate actions promptly, please update your address, bank details, Email ID etc., with the Company or Share Transfer Agent or DP, as the case may be.
- v. **Quote your Folio Number/s** – Always quote your folio number/s or Demat Account Details, for any communication in regard to your shares with the Company or Share Transfer Agents, this will ensure speedy and effective processing.
- vi. **Prevention of Frauds** – There is a possibility of fraudulent transactions relating to folios which lie dormant, where the member is either deceased or has gone abroad. Hence, we urge you to exercise diligence and notify the Company of any change in address, stay abroad or demise of any member, as and when required.
- vii. **Monitor holdings regularly** – Do not leave your demat account unchecked for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

ADDRESS FOR CORRESPONDENCE:

The correspondence to be addressed to the Corporate Registered Office at:

Tata Technologies Limited
Plot No 25, Rajiv Gandhi Infotech Park
Hinjawadi, Pune – 411 057, India
Tel: +91 20 6652 9090
Fax: + 91 20 6652 9035
Email: investor@tatatechnologies.com
Website: www.tatatechnologies.com

COMPANY SECRETARY

Vikrant Gandhe
Company Secretary

Tata Technologies Limited
Plot No 25, Rajiv Gandhi Infotech Park
Hinjawadi, Pune - 411 057, India
Tel: + 91 20 6652 9090
Fax: + 91 20 6652 9035
Email: investor@tatatechnologies.com

ANNUAL DECLARATION BY THE CEO ON ADHERENCE TO THE TATA CODE OF CONDUCT & THE ANTI-BRIBERY POLICY AND GIFT POLICY

I confirm that Tata Technologies Limited has adopted the Tata Code of Conduct and the same is available on the Company's website www.tatatechnologies.com.

I also confirm that, all the Directors and the Senior Management Personnel of Tata Technologies Limited have affirmed compliance to the Tata Code of Conduct, as applicable to them for the Financial Year ended March 31, 2020.

Warren Kevin Harris

CEO & Managing Director

Date: May 18, 2020

Place: Pune

CEO AND CFO CERTIFICATE

We, Warren Kevin Harris, Chief Executive Officer (CEO) and Managing Director and Jitander Kumar Gupta, Chief Financial Officer (CFO) hereby certify that the financial statements of the Company and its subsidiaries/Joint ventures for the year ended on March 31, 2020 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading to the best of our knowledge and belief.

Warren Kevin Harris

CEO & Managing Director

Jitander Kumar Gupta

Chief Financial Officer

Date: May 18, 2020

Place: Pune

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF TATA TECHNOLOGIES LIMITED****Report on the Audit of Consolidated Financial Statements****Opinion**

We have audited the consolidated financial statements of Tata Technologies Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture, which comprise the consolidated balance sheet as at 31 March 2020, the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries and joint venture as were audited by the other auditors, the aforesaid consolidated 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 consolidated state of affairs of the Group and its joint venture as at 31 March 2020, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group and its joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, 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 Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company, and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint venture is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- 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 Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated 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 appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Other Matters

- (a) We did not audit the financial statements of 4 subsidiaries, whose financial statements reflect total assets of ₹ 2,067.43 crores as at 31 March 2020, total revenues of ₹ 948.37 crores and net cash outflows amounting to ₹ 53.04 crores for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the audit reports of the other auditors.

Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made

by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

- (b) The financial statements of 6 subsidiaries, whose financial statements reflect total assets of ₹ 125.68 crores as at 31 March 2020, total revenues of ₹ 18.42 crores and net cash inflows amounting to ₹ 33.43 crores for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of ₹ Nil for the year ended 31 March 2020, as considered in the consolidated financial statements, in respect of 1 joint venture, whose financial statements have not been audited by us or by other auditors. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2020 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 Holding Company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group. Refer Note 33 to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020.
 - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31 March 2020.
 - iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2020.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company 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) which are required to be commented upon by us.

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

Chartered Accountants

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

Swapnil Dakshindas

Partner

Membership No. 113896

ICAI UDIN: 20113896AAAABD1315

Place: : Pune

Date: 18 May 2020

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph A(f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the members of Tata Technologies Limited on the consolidated financial statements for the year ended 31 March 2020.

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to consolidated financial statements of Tata Technologies Limited (hereinafter referred to as "the Holding Company") which is a company incorporated in India under the Companies Act, 2013, as of that date.

In our opinion, the Holding Company has, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective companies 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 consolidated financial statements, whether due to fraud or error.

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

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are

subject to the risk that the internal financial controls with reference to consolidated 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

Swapnil Dakshindas
Partner
Membership No. 113896
ICAI UDIN: 20113896AAAABD1315

Place: Pune
Date: 18 May 2020

Consolidated Balance Sheet

(Amount in ₹ Crore)

	Note No	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	3	105.09	99.80
(b) Capital work-in-progress		0.09	4.24
(c) Right-of-use-asset	4	246.93	-
(d) Goodwill	5	699.94	662.02
(e) Other Intangible assets	6	67.28	57.23
(f) Intangible assets under development	6	0.26	20.76
(g) Investments in joint venture	7	-	-
(h) Financial assets:			
(i) Investments	8	5.00	33.83
(ii) Trade receivables	12	15.73	-
(iii) Loans	9	8.68	9.89
(iv) Other bank balances	14	-	0.05
(v) Other financial assets	15	19.35	30.27
(i) Deferred tax assets (net)	10	32.03	30.66
(j) Income tax assets (net)	10	16.11	13.29
(k) Other non-current assets	11	7.12	6.95
Total Non-current Assets		1,223.61	968.99
(2) Current Assets			
(a) Inventories		-	0.04
(b) Financial assets:			
(i) Investments	8	31.06	5.00
(ii) Trade receivables	12	625.07	575.68
(iii) Cash and cash equivalents	13	376.08	372.53
(iv) Other bank balances	14	12.95	11.40
(v) Loans	9	28.41	69.15
(vi) Other financial assets	15	140.03	142.81
(c) Current tax assets (net)	10	26.09	45.41
(d) Other current assets	11	109.69	77.98
Total Current Assets		1,349.38	1,300.00
Total assets		2,572.99	2,268.99
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	16	41.81	42.10
(b) Other Equity	17	1,810.80	1,714.90
Total Equity		1,852.61	1,757.00
Liabilities			
(2) Non-current Liabilities			
(a) Financial Liabilities:			
(i) Lease Liabilities		229.70	-
(ii) Other financial liabilities	19	0.28	0.37
(b) Provisions	20	22.49	24.68
(c) Other non-current liabilities	21	15.24	15.98
Total Non-current liabilities		267.71	41.03
(3) Current Liabilities			
(a) Financial Liabilities:			
(i) Lease Liabilities		28.49	-
(ii) Trade payables	18		
(a) total outstanding dues of micro enterprises and small enterprises		6.36	3.57
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		236.77	291.25
(iii) Other financial liabilities	19	46.90	18.14
(b) Provisions	20	9.79	11.20
(c) Current tax liabilities (net)	10	15.82	25.50
(d) Other current liabilities	21	108.54	121.30
Total Current Liabilities		452.67	470.96
Total Liabilities		720.38	511.99
Total Equity and Liabilities		2,572.99	2,268.99

See accompanying notes forming integral part of the Condensed Interim Consolidated Financial Statements 1-42

 As per our report of even date attached
 For **B S R & Co. LLP**
 Chartered Accountants
 Firm Registration No: 101248W/W -100022

For and on behalf of the Board

Swapnil Dakshindas
 Partner
 Membership No: 113896
 ICAI UDIN: 20113896AAAABD1315

S Ramadorai
 Chairman
 DIN: 00000002

Warren Harris
 Managing Director
 DIN: 02098548

J.K. Gupta
 Chief Financial Officer
 Pune : May 18, 2020

Vikrant Gandhe
 Company Secretary

Pune : May 18, 2020

Consolidated Statement of Profit and Loss

(Amount in ₹ Crore)

	Note No	For the year ended	
		March 31, 2020	March 31, 2019
I. Revenue from operations	22	2,852.05	2,942.21
II. Other income (net)	23	44.89	42.23
III. Total Revenue (I + II)		2,896.94	2,984.44
IV. Expenses :			
(a) Purchases of traded products	24	367.92	344.66
(b) Outsourcing and consultancy charges		304.57	370.67
(c) Employee benefits expense	25	1,418.53	1,390.09
(d) Finance costs	26	15.63	1.29
(e) Depreciation and amortisation expense	27	99.15	68.64
(f) Other expenses	28	290.59	331.93
Total Expenses (IV)		2,496.39	2,507.28
V. Profit before Exceptional items and tax (III-IV)		400.55	477.16
VI. Exceptional Items (Net)	29	8.58	6.22
VII. Profit before tax (V - VI)		391.97	470.94
VIII. Tax Expense :			
(a) Current tax	31	144.07	137.17
(b) Deferred Tax	10	(3.65)	(18.83)
		140.42	118.34
IX. Profit for the year (VII -VIII)		251.55	352.60
X. Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
(i) Remeasurements of post employment benefit obligations		(1.54)	3.12
(ii) Income tax relating to above item		0.54	(1.09)
Items that may be reclassified to profit or loss:			
Exchange differences on translation of foreign operations		61.93	7.32
XI. Other comprehensive income for the year		60.93	9.35
XII. Total comprehensive income for the year (IX+XI)		312.48	361.95
XIII. Earnings Per Equity Share (Face value of ₹ 10 each)	32		
Ordinary shares:			
(i) Basic (₹)		59.78	83.77
(ii) Diluted (₹)		59.77	83.76

See accompanying notes forming integral part of the Condensed Interim Consolidated Financial Statements 1-42

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W -100022

For and on behalf of the Board

Swapnil Dakshindas
Partner
Membership No: 113896
ICAI UDIN: 20113896AAAABD1315

S Ramadorai
Chairman
DIN: 00000002

Warren Harris
Managing Director
DIN: 02098548

J.K. Gupta
Chief Financial Officer
Pune : May 18, 2020

Vikrant Gandhe
Company Secretary

Pune : May 18, 2020

Consolidated Statement of Cash Flows

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	251.55	352.60
Depreciation and amortisation	99.15	68.64
Disallowance of TDS abroad	-	0.22
Provision for income tax	144.07	137.17
Provision for deferred tax	(3.65)	(18.83)
Dividend income on investments	(0.23)	(0.42)
Gain on sale of tangible and intangible fixed assets	(0.18)	-
Interest income	(6.95)	(6.18)
Finance cost	15.63	1.29
Unrealised exchange loss / (gain)	2.76	7.89
Effect of exchange differences on translation of foreign currency cash & cash equivalent	2.26	-
Allowances for expected credit loss (net)	13.12	26.86
Change in fair value of investments	(2.22)	(2.05)
Operating profit before working capital changes	515.31	567.19
Working capital adjustments		
Decrease in inventories	0.04	1.21
(Increase) in trade receivables non-current	(15.73)	-
(Increase) in trade receivables current	(40.55)	(0.46)
Decrease in other current financial assets	20.38	54.41
(Increase) in other current assets	(30.01)	(28.09)
(Increase)/Decrease in non-current loans	(1.86)	3.74
(Increase)/ Decrease in current loans	8.23	(0.73)
(Increase)/ Decrease in other non current assets	(1.42)	0.22
(Decrease) in trade payables	(69.25)	(28.15)
(Decrease) in other financial liabilities non current	(0.09)	(0.51)
Increase/(Decrease) in other financial liabilities current	38.43	(5.81)
(Decrease) in other liabilities	(18.25)	(19.29)
Increase/(Decrease) in current provisions	(1.97)	0.03
Increase/(Decrease) in non-current provisions	(3.73)	3.34
CASH GENERATED FROM OPERATIONS	399.53	547.10
Income taxes paid (net)	(132.14)	(178.09)
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	267.39	369.01
B. CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from sale of tangible and intangible fixed assets	0.71	3.80
Dividend received	0.23	0.42
Interest received on bank deposit and others	0.55	2.48
Other Bank Balances	(1.50)	4.83
Payment for purchase of tangible and intangible fixed assets	(53.70)	(53.04)
Redemption of preference shares	5.00	-
Inter corporate deposits placed	(1,031.75)	(1,125.25)
Inter corporate deposits refunded	1,064.50	1,143.50
Interest received from inter corporate deposit/bonds	4.96	4.26
Loans to others	3.43	(3.43)
Purchase of mutual funds	(38.95)	-
Sale of mutual funds	38.96	-
NET CASH FLOW (USED IN)/GENERATED FROM INVESTING ACTIVITIES	(7.56)	(22.43)

(Contd...)

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share application money received pending allotment	0.06	0.34
Payments for purchase of shares including premium	(40.10)	-
Expenditure on Buyback of shares	(0.13)	-
Proceeds from issue of shares including securities premium	-	(1.10)
Interest paid	(1.06)	(1.30)
Dividends paid (including dividend tax)	(181.49)	(152.74)
Repayment of current borrowings	-	(66.07)
Repayment of lease liabilities	(38.35)	-
NET CASH FLOW (USED IN)/GENERATED FROM FINANCING ACTIVITIES	(261.07)	(220.87)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	(1.24)	125.71
Cash & cash equivalents at the close of the year (Refer Note 13) #	376.08	372.53
Cash & cash equivalents at the beginning of the year (Refer Note 13) #	372.53	243.79
Add / (Less) : Effect of exchange rate changes on cash and cash equivalents	2.26	(1.10)
Add / (Less) : Translation adjustment on cash & bank balances of foreign subsidiaries	(19.13)	(2.49)
Add / (Less) : Translation adjustment on reserves of foreign subsidiaries	12.08	0.56
	(1.24)	125.71

Notes:

- The above Cash Flow Statement has been prepared under the Indirect method set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.
- Prior year comparatives have been reclassified to confirm with current year's presentation, where applicable.
- For the purpose of cash flow Cash and cash equivalents comprise :

Cash and Cash Equivalents

(Amount in ₹ Crore)

	As at	
	March 31, 2020	March 31, 2019
Cash on hand	0.03	0.01
Cheques, drafts on hand / funds in transit	40.08	5.05
Current account with banks	323.64	320.21
Bank deposits with less than 3 months maturity	12.33	47.26
	376.08	372.53

See accompanying notes forming integral part of the Condensed Interim Consolidated Financial Statements

1-42

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W -100022

For and on behalf of the Board

Swapnil Dakshindas
Partner
Membership No: 113896
ICAI UDIN: 20113896AAAABD1315

S Ramadorai
Chairman
DIN: 00000002

J.K. Gupta
Chief Financial Officer
Pune : May 18, 2020

Warren Harris
Managing Director
DIN: 02098548

Vikrant Gandhe
Company Secretary

Pune : May 18, 2020

Consolidated Statement of Changes in equity

(Amount in ₹ Crore)

Particulars	Part A - Equity Share Capital		Part B - Other Equity						Total Other Equity	
	Equity Share Capital	Share Application money Pending Allotment	Reserve and Surplus					Items of Other Comprehensive Income		
			Securities Premium (Refer Note (i) below)	General reserve	Legal reserve	Surplus Reserve	Capital Redemption Reserve	Retained earnings		Foreign Currency Translation Reserve
Balance as at April 1, 2018	42.10	0.40	292.33	135.07	1.05	-	-	993.55	85.99	1,508.39
Profit for the year	-	-	-	-	-	-	-	352.60	-	352.60
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	-	2.03	7.32	9.35
Total comprehensive income for the year	-	-	-	-	-	-	-	354.63	7.32	361.95
Issue of equity shares under employee share option plan	0.01	(0.40)	0.39	-	-	-	-	-	-	(0.01)
Dividend paid (₹30 per share) (including dividend tax)	-	-	-	-	-	-	-	(154.67)	-	(154.67)
Issue of equity shares under employee share option pending allotment	-	0.34	-	-	-	-	-	-	-	0.34
Transfer to Surplus reserve	-	-	-	-	-	1.59	-	(1.59)	-	-
Less: Shares held by ESOP Trusts pending allotment to eligible employees	(0.01)	-	(1.10)	-	-	-	-	-	-	(1.10)
Balance as at March 31, 2019	42.10	0.34	291.62	135.07	1.05	1.59	-	1,191.92	93.31	1,714.90
Balance as at April 1, 2019	42.10	0.34	291.62	135.07	1.05	1.59	-	1,191.92	93.31	1,714.90
Profit for the year	-	-	-	-	-	-	-	251.55	-	251.55
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	-	(1.00)	61.93	60.93
Total comprehensive income for the year	-	-	-	-	-	-	-	250.55	61.93	312.48
Share application money received during the year	-	0.06	-	-	-	-	-	-	-	0.06
Issue of equity shares under employee share option plan	0.01	(0.40)	0.39	-	-	-	-	-	-	(0.01)
Dividend paid (₹40 per share) (including dividend tax)	-	-	-	-	-	-	-	(176.70)	-	(176.70)
Buy back of shares (including tax)	(0.30)	-	(21.86)	-	-	-	-	(17.94)	-	(39.80)
Expenditure on Buyback of shares (net of tax)	-	-	-	-	-	-	-	(0.13)	-	(0.13)
Transfer to Capital Redemption Reserve	-	-	(1.25)	-	-	-	1.25	-	-	-
Transfer to General reserve	-	-	-	0.19	-	-	-	(0.19)	-	-
Balance as at March 31, 2020	41.81	-	268.90	135.26	1.05	1.59	1.25	1,247.51	155.24	1,810.80

(i) The Company has reduced the Share Capital by Nil (Previous Year- ₹ 0.01 crore) and Securities Premium Account by Nil (Previous Year- ₹ 1.10 crore) for Nil (Previous Year- 10,000 shares of ₹ 10 each) held by the ESOP Trusts, pending allotment to the eligible employees.

See accompanying notes forming integral part of the Condensed Interim Consolidated Financial Statements 1-42

As per our report of even date attached
 For **B S R & Co. LLP**
 Chartered Accountants
 Firm Registration No: 101248W/W -100022

Swapnil Dakshindas
 Partner
 Membership No: 113896
 ICAI UDIN: 20113896AAAAABD1315

Pune : May 18, 2020

For and on behalf of the Board

S Ramadorai
 Chairman
 DIN: 00000002

J.K. Gupta
 Chief Financial Officer
 Pune : May 18, 2020

Warren Harris
 Managing Director
 DIN: 02098548

Vikrant Gandhi
 Company Secretary

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Company overview and Significant Accounting Policies

1. COMPANY OVERVIEW

TATA Technologies Limited (“TTL or the Company”) was incorporated on August 22, 1994 as a Private Limited Company in the name of Core Software Systems Private Limited. The name of the Company was subsequently changed to Tata Technologies (India) Limited. On February 8, 2001, the Company changed its name from Tata Technologies (India) Limited to Tata Technologies Limited. The Company’s range of services includes IT Consultancy, SAP implementation and maintenance, providing networking solutions, CAD/CAM engineering & design consultancy. The Company is headquartered in Pune, India. The Company has five offices located at Mumbai, Lucknow, Jamshedpur, Bangalore, Chennai and one branch office located in Japan that enables it to provide high quality, cost-effective services to clients.

The Company provides Engineering and Design services (E&D) and Product Lifecycle Management (PLM) products and services, primarily to manufacturers and their suppliers in the international automotive, aerospace and engineering markets. The offshore capabilities of the Company in the field of engineering automation services combined with the high-end onshore strengths of subsidiaries are expected to offer a strong and seamless onshore/offshore delivery capability to the international customers in the automotive, aerospace and engineering industries.

TTL together with its subsidiaries and joint venture is herein after referred to as the “Group”.

During October 2005, the Company incorporated a wholly owned subsidiary in Thailand to cater the need of automotive companies in Thailand and South East Asian countries. Also, during October 2005 the Company acquired, through its subsidiary, 100% equity of INCAT International Plc., UK which had various subsidiaries in US, Europe, Japan and Singapore. A reorganization of various entities under INCAT was undertaken, to have a single representative legal entity in each country in which the Company operates, to improve operational efficiency. The Company now has a global presence, through its subsidiaries, in US, UK, Germany, Mexico, Canada, Singapore, South Korea, Netherlands, Thailand, China and Sweden.

In December, 2005, the Company acquired 100% stake in Tata Technologies Pte Ltd. a Singapore based Company.

In October 2006, the Company sold its 100% equity stake in Tata Technologies (Thailand) Ltd. to its wholly owned subsidiary viz. Tata Technologies Pte Ltd., Singapore at a value determined by an independent valuer.

During May 2013 the Group acquired US based engineering services company – Cambric Holdings Inc. The Group has also set up a wholly owned subsidiary in China in March 2014.

In April 2017, the Group acquired 100% stake in Escenda Engineering AB, a Sweden based Company.

Tata Technologies Limited is a subsidiary of Tata Motors Limited (which is the holding company).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of Preparation

(i) Statement of compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

(ii) Historical cost convention

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- defined benefit plans - plan assets measured at fair value;
- share- based payments and
- assets and liabilities arising in a business combination

(iii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(iv) Use of estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

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

Critical accounting estimates:**a) Useful lives of Property, plant and equipment**

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

b) Impairment of goodwill

Goodwill is tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

c) Business combination

Business combination: In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets (including useful life estimates) and liability acquired, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

d) Income Taxes

The major tax jurisdictions for the Company are India, United Kingdom and the United States of America. Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

e) Deferred Taxes

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

f) Expected credit losses on financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

g) Revenue Recognition and unbilled revenue (to the extent of projects where revenue is recognised on percentage completion method)

The Group uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Group to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

h) Defined benefit plans and compensated absences

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term

nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

i) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

j) Estimation uncertainties relating to the COVID-19 pandemic

The Group has considered the possible effects that may result from COVID-19, a global pandemic, on the carrying amount of receivables, unbilled revenue, intangible assets and goodwill. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Group, as at the date of approval of these financial statements has used internal and external sources of information including economic forecasts. The Group based on current estimates expects the carrying amount of the above assets will be recovered, net of provisions established. Considering the fact that the global situation is evolving day by day with new facts and numbers, the impact of the pandemic on the Group's financial statements may differ from that estimated as at the date of approval of these consolidated financial statements and the Group will continue to closely monitor any material changes to future economic conditions.

2.2 Basis of consolidation

Subsidiaries

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over the entity.

Subsidiaries are consolidated from the date control commences until the date control ceases.

The results of subsidiaries acquired, or sold, during the year are consolidated from the effective date of acquisition and up to the effective date of disposal, as appropriate.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Investment in Joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The results, assets and liabilities of a joint venture are incorporated in these financial statements using the equity method of accounting as described below.

Equity method of accounting

An interest in a joint venture is accounted for using the equity method from the date in which the investee becomes a joint venture and is recognized initially at cost. The consolidated financial statements include the Company's share of profits or losses and equity movements of equity accounted investees, from the date joint control commences until the date joint control ceases. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments in the nature of net investments) is reduced to nil and the recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

When the Company transacts with a joint venture of the Company, unrealized profits and losses are eliminated to the extent of the Company's interest in its joint venture.

Treasury Shares:

When any entity within the Group (Tata Technologies Limited and its subsidiaries) purchases the Company's ordinary shares, the consideration paid including any directly attributable incremental cost is presented as a deduction from total equity, until they are cancelled, sold or reissued. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from share premium.

2.3 Foreign currency transaction and translation**(i) Functional and presentation currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign-currency denominated monetary assets and liabilities are re-instated into the functional currency at exchange rates at the balance sheet date. The gains or losses resulting from such translations are included in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Foreign operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Balance Sheet
- Income and expense items are translated at the average exchange rates for the respective months (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal.

2.4 Revenue recognition

The Group earns revenue primarily from providing Engineering, Research and Development (ER&D) services, Connected Enterprise IT (CEIT) services and Product Lifecycle Management (PLM) services and products.

Effective April 1, 2018, the Group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The standard permits two possible methods of transition:

- Retrospective approach – Under this approach the standard is applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch-up approach)

The Group has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The adoption of the standard did not have any material impact to the financial statements of the Group.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those products or services.

- Revenue from time and material contracts is recognized and measured by units delivered, efforts expended etc.
- Revenue related to fixed price maintenance and support services contracts where the Group is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation.
- Revenue from the sale of internally developed software and third-party is recognized upfront at the point in time when the

software is delivered to the customer. In cases where implementation and / or customization services rendered significantly modifies or customizes the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.

- Revenue from the sale of third party manufactured products / hardware is recognized at the point in time when control is transferred to the customer.
- The Group is also in business of supply of third-party software. In such cases, revenue for supply of such third-party products are recorded at gross or net basis depending on whether the Group is acting as the principal or as an agent of the customer. The Group recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

In accordance with Ind AS 37, the Group recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

Use of significant judgements in revenue recognition

- The Group's contracts with customers could include promises to transfer multiple products and services to a customer. The Group assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Group uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.
- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Contract fulfilment costs are generally expensed as incurred except where they meet the criteria for capitalization. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recovered.

2.5 Property, plant and equipment

(i) Recognition and measurement:

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items

(major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when discarded/scrapped.

All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

As asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(ii) Depreciation:

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Type of Asset	Useful life
Lease hold improvements	Lower of Lease period or estimated useful life
Buildings	15 to 25 years
Plant and machinery	1 to 21 years
Computer equipment's	1 to 4 years
Vehicles	3 to 11 years
Furniture & fixtures	1 to 21 years
Software	1 to 4 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end with the effect of any changes in the estimate accounted for on a prospective basis.

2.6 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Internally generated intangible asset arising from development activity is recognised at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

Software not exceeding ₹ 25,000 is charged off to the statement of profit and loss.

2.7 Business combination

The Company accounts for its business combinations under acquisition method of accounting under the provisions of IND AS 103, Business Combinations. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders (if any) is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations between entities under common control is accounted for at carrying value.

Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

2.8 Research and development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate:

- technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the asset;

- its ability to use or sell the asset;
- how the asset will generate probable future economic benefits and
- the availability of adequate resources to complete the development.

2.9 Financial instruments

(a) Financial assets:

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(ii) Initial recognition:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(iii) Measurement:

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

Cash and cash equivalents:

The Group's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (three months or less from the date of acquisition). For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks (three months or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

Financial assets carried at amortised cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income."

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Impairment of financial assets:

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(v) Derecognition of financial assets:

The Company derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.”

(b) Financial liabilities**(i) Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost :

Borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

(iii) Derecognition

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

(iv) Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency.

The Company limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is primarily a bank.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

2.10 Impairment-Non Financial assets**Intangible assets and property, plant and equipment**

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.

Intangible assets with indefinite useful lives and intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

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 income statement.

As at March 31, 2020, none of the Company's property, plant and equipment and intangible assets were considered impaired.

2.11 Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are determined at present value based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

2.12 Earnings per equity share:

Basic earnings per share is computed using the weighted average number of equity shares outstanding during the year adjusted for treasury shares held. Diluted earnings per share is computed using the weighted average number of shares during the year adjusted for treasury shares held and dilutive potential shares, except where the result would be anti-dilutive.

2.13 Inventories:

Inventories are valued at the lower of cost and net realizable value. Cost of inventories is ascertained on a first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

2.14 Taxation

Income tax comprises current and deferred taxes. Income tax expense is recognized in the income statement except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss, or where they arise from the initial accounting for business combination.

(i) Current income tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred income tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the

asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

(iii) Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing evidence that the Company will pay normal income tax in the future.

2.15 Employee benefits:

(i) Post-employment benefit plans:

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Company has the following employee benefit plans:

a. Provident fund

In accordance with Indian law, Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both, the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

During the financial year, The Company has decided to surrender the exemption granted by Employees provident funds organization (EPFO) to manage contribution by its members through trust. Accordingly, the Company has filed an application with EPFO to surrender the exemption dated 9th December 2019 and started deposit of contribution w.e.f. December 2019 with EPFO. The Board has approved the scheme vide resolution passed on 21st November 2019.

The Company made all the provident fund contributions to the Tata Technologies (India) Limited Employees Provident Fund (PF Trust) until December 2019. The liability towards interest was a defined benefit and the liability in respect of the shortfall of interest earnings of the Fund was determined on the basis of an actuarial valuation, until the Company discontinued contributions to Tata Technologies (India) Limited Employees Provident Fund (PF Trust).

Accordingly, the company has changed the Provident fund scheme to a Defined Contribution Plan with effect from December 2019.

b. Superannuation

The Company has two superannuation plans, a defined benefit plan and a defined contribution plan. An eligible employee on April 1, 1996 could elect to be a member of either plan.

Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The monthly pension benefits after retirement range from 0.75% to 2% of the annual basic salary for each year of service. The Company account for superannuation benefits payable in future under the plan based on an estimated basis for the period end and on an independent actuarial valuation as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

With effect from April 1, 2003, this plan was amended and benefits earned by covered employees have been protected as at March 31, 2003. Employees covered by this plan are prospectively entitled to benefits computed on a basis that ensures that the annual cost of providing the pension benefits would not exceed 15% of salary.

Separate irrevocable trusts are maintained for employees covered and entitled to benefits. The Company contribute up to 15% of the eligible employees' basic salary to the trust every year. Such contributions are recognized as an expense when incurred. The Company has no further obligation beyond this contribution.

c. 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 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as trusts. The Company account for the liability for gratuity benefits payable in the future based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

d. Bhavishya Kalyan Yojana (BKY)

Bhavishya Kalyan Yojana is an unfunded defined benefit plan for employees of the Company. 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 drawn at the time of death or accident or a specified amount, whichever is greater. The Company account for the liability for BKY benefits payable in the future based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

e. Post-retirement medicare scheme

Under this unfunded scheme, employees of the Company 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. The Company account for the liability for post-retirement medical scheme based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the year end.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(ii) Compensated absences

The Company provides for the encashment of leave or 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 number of days of unutilized leave at each balance sheet date based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the year end.

2.16 Share based payments

Share-based compensation benefits are provided to the employees via the Employee Stock Option Plan 2001 (TTESOP 2001) and the various Employee Share Purchase Plans. All share based payment schemes of the company are administered through trusts set up by the Company for this purpose.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognised in employee benefits expense

2.17 Dividends

Dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors as per Ind AS 10.

2.18 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Group as a lessee The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Group as a lessee

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of

property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Group, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, modified retrospective approach, with the following practical expedients. Accordingly, the Group has not restated comparative information:

- With leases previously classified as operating leases according to Ind AS 17, the lease liability was measured at the present value of the outstanding lease payments, discounted by the incremental borrowing rate at April 1, 2019. The respective right-of-use asset was recognised at an amount equal to the lease liability.
- Regardless of their original lease term, leases for which the lease term ends latest on March 31, 2020, were recognised as short-term leases.
- At the date of initial application, the measurement of a right-to-use asset excluded the initial direct costs; and
- Hindsight was considered when determining the lease term if the contract contains options to extend or terminate the leases.

2.19 Cost recognition

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

2.20 Exceptional items

The Group considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Group's financial performance. These items include, but are not limited to, acquisition costs, impairment charges, restructuring costs and profits and losses on disposal of subsidiaries, contingent consideration and other one off items which meet this definition. To provide a better understanding of the underlying results of the period, exceptional items are reported separately in the Statement of Profit and Loss.

2.21 Recent Indian Accounting Standards (Ind AS) and Pronouncements

Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
3. PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹ Crore)

	Owned Assets							Total
	Buildings	Plant & Machinery and Equipments - Owned	Plant & Machinery and Equipments - Leased	Computers	Furniture and fixtures	Vehicles	Leasehold Improvements	
Gross carrying value as of April 1, 2018	17.75	37.48	0.09	103.58	27.74	2.75	27.47	216.86
Additions	0.01	0.58	-	18.12	2.82	0.22	0.26	22.01
Currency translation differences	-	0.05	-	(0.07)	1.00	0.09	0.36	1.43
Disposals	-	-	-	(2.93)	(2.09)	-	-	(5.02)
Other adjustments*#	-	(0.13)	-	(8.56)	-	-	-	(8.69)
Gross carrying value as of March 31, 2019	17.76	37.98	0.09	110.14	29.47	3.06	28.09	226.59
Accumulated depreciation as of April 1, 2018	3.70	7.99	0.06	68.46	9.63	1.45	6.48	97.77
Depreciation for the year	1.28	5.96	-	22.39	4.51	0.67	3.01	37.82
Currency translation differences	-	0.06	-	0.71	0.39	0.16	0.55	1.87
Accumulated depreciation on disposals	-	-	-	(1.46)	(0.98)	(0.03)	-	(2.47)
Other adjustments*#	-	(0.03)	-	(8.17)	-	-	-	(8.20)
Accumulated depreciation as of March 31, 2019	4.98	13.98	0.06	81.93	13.55	2.25	10.04	126.79
Net carrying value as of March 31, 2019	12.78	24.00	0.03	28.21	15.92	0.81	18.05	99.80
Gross carrying value as of April 1, 2019	17.76	37.98	0.09	110.14	29.47	3.06	28.09	226.59
Additions	0.03	1.56	-	23.28	7.33	-	5.89	38.09
Currency translation differences	-	0.59	-	2.73	0.73	0.15	0.98	5.18
Disposals	-	(0.02)	-	(3.22)	(0.40)	(0.29)	(2.28)	(6.21)
Other adjustments*	-	0.09	(0.09)	-	-	-	-	-
Gross carrying value as of March 31, 2020	17.79	40.20	-	132.93	37.13	2.92	32.68	263.65
Accumulated depreciation as of April 1, 2019	4.98	13.98	0.06	81.93	13.55	2.25	10.04	126.79
Depreciation for the year	1.28	3.99	-	19.06	5.11	0.58	2.98	33.00
Currency translation differences	-	0.19	-	3.09	0.71	0.13	0.71	4.83
Accumulated depreciation on disposals	-	(0.01)	-	(3.20)	(0.38)	(0.23)	(2.24)	(6.06)
Other adjustments*	-	0.06	(0.06)	-	-	-	-	-
Accumulated depreciation as of March 31, 2020	6.26	18.21	-	100.88	18.99	2.73	11.49	158.56
Net carrying value as of March 31, 2020	11.53	21.99	-	32.05	18.14	0.19	21.19	105.09

* Assets regrouped during the year

Assets regrouped from Computers to Finance Lease Receivable (Gross Block ₹ 8.49 Crore and Accumulated Depreciation ₹ 8.01 Crore)

(i) Contractual obligations: The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 6.02 Crore as at March 31, 2020 (₹ 11.10 Crore as at March 31, 2019).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

4. Right-of-use-asset (Also refer note 37.9)

(Amount in ₹ Crore)

Particulars	Commercial Premises	Land	Residential Premises	Plant, machinery and equipments	Vehicles	Total
Cost as at April 1, 2019	-	-	-	-	-	-
Effect of transition on adoption of Ind AS 116	204.15	3.30	1.23	0.18	8.76	217.62
Additions	65.49	-	0.23	-	1.17	66.89
Disposals/adjustments	(1.25)	-	(0.12)	-	(0.03)	(1.40)
Currency translation differences	-	-	-	-	-	-
Cost as at March 31, 2020	268.39	3.30	1.34	0.18	9.90	283.11
Accumulated depreciation as at April 1, 2019	-	-	-	-	-	-
Depreciation for the year	31.51	0.04	0.66	0.07	3.52	35.80
Disposal/adjustments	(0.50)	-	(0.01)	-	-	(0.51)
Currency translation differences	0.92	-	-	0.00	(0.03)	0.89
Accumulated depreciation as at March 31, 2020	31.93	0.04	0.65	0.07	3.49	36.18
Net carrying amount as at March 31, 2020	236.46	3.26	0.69	0.11	6.41	246.93

5. GOODWILL (ALSO REFER NOTE 37.9)

5. (i). Goodwill Movement

(Amount in ₹ Crore)

Particulars	As at March 31, 2020	As at March 31, 2019
As at the beginning of the year	662.02	656.20
Translation difference	37.92	5.82
Balance as at the end of the year	699.94	662.02

5. (ii). Goodwill Impairment

As at March 31, 2020, goodwill of ₹ 699.94 crore (₹ 662.02 crore as at March 31, 2019) has been allocated to a single cash generating unit – information technology services. The recoverable amount of the cash generating unit was determined based on value in use. Value in use was determined based on future cash flows, after considering the then existing economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions. The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
**6. OTHER INTANGIBLE ASSETS
(Other than internally generated)**

(Amount in ₹ Crore)

	Copyrights	Software Licenses	Customer Relationship	Total
Gross carrying value as of April 1, 2018	1.48	148.05	24.23	173.76
Additions	0.43	14.06	-	14.49
Currency translation differences	0.18	1.42	(1.17)	0.43
Disposal	(2.09)	(0.07)	-	(2.16)
Other adjustments*#	-	(56.93)	-	(56.93)
Gross carrying value as of March 31, 2019	-	106.53	23.06	129.59
Accumulated amortisation as of April 1, 2018	0.44	94.18	1.82	96.44
Amortization for the year	0.17	28.23	2.42	30.82
Currency translation differences	0.24	1.30	(0.20)	1.34
Accumulated amortisation on disposals	(0.85)	(0.06)	-	(0.91)
Other adjustments*#	-	(55.33)	-	(55.33)
Accumulated amortisation as of March 31, 2019	-	68.32	4.04	72.36
Net carrying value as of March 31, 2019	-	38.21	19.02	57.23
Gross carrying value as of April 1, 2019	-	106.53	23.06	129.59
Additions	-	36.98	-	36.98
Currency translation differences	-	3.15	(0.27)	2.88
Disposal	-	(13.09)	-	(13.09)
Gross carrying value as of March 31, 2020	-	133.57	22.79	156.36
Accumulated amortisation as of April 1, 2019	-	68.32	4.04	72.36
Amortization for the year	-	28.02	2.33	30.35
Currency translation differences	-	(0.78)	(0.14)	(0.92)
Accumulated amortisation on disposals	-	(12.71)	-	(12.71)
Accumulated amortisation as of March 31, 2020	-	82.85	6.23	89.08
Net carrying value as of March 31, 2020	-	50.72	16.56	67.28

* Assets regrouped during the year

Assets regrouped from Intangible assets to Finance Lease Receivable (Gross Block ₹ 57.13 Crore and Accumulated Depreciation ₹ 55.53 Crore)

(Amount in ₹ Crore)

(i) Details of Intangible assets under development are as under:

	As at March 31, 2020	As at March 31, 2019
Balance at the beginning of the year	20.76	12.54
Addition during the year	0.30	22.71
Capitalized during the year	(20.80)	(14.49)
Balance at the end of the year	0.26	20.76

(ii) Contractual obligation : The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 0.66 Crore as at March 31, 2020 (₹ 10.65 Crore as at March 31, 2019).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

7. INVESTMENT IN JOINT VENTURE

Joint ventures:

(i) Details of the Company's joint venture as at March 31, 2020 are as follows:

Name of joint venture	Principal place of the business	% of holding	
		As at March 31, 2020	As at March 31, 2019
TATA HAL Technologies Ltd (THTL)	India	50%	50%

The Company has a joint venture with Hindustan Aeronautics Ltd., TATA HAL Technologies Ltd (THTL) for providing engineering and design solutions and services in the domain of aerostructures for aerospace industry. The summarized financial information in respect of THTL that is accounted for using the equity method is set forth below.

(ii) Summarised financial information of the company in respect of the the Company's joint venture is set out below:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Current assets	3.99	4.13
Non-current assets	0.00	0.88
Current liabilities	2.62	4.15
Non-current liabilities	0.00	0.28
The above amounts of assets and liabilities include the following:		
Cash and cash equivalents	0.43	0.36
Share of net assets of joint venture	0.69	0.29

(Amount in ₹ Crore)

	Year ended March 31, 2020	Year ended March 31, 2019
Revenue	7.15	5.53
Net income/(loss)	0.87	0.26
Other comprehensive income	(0.08)	0.08
Total comprehensive income for the year	0.79	0.34
The above net income includes the following:		
Depreciation and amortization	(0.03)	(0.04)
Interest income	0.08	0.07
Interest expense	(0.20)	(0.30)
Total	(0.15)	(0.26)

(iii) Reconciliation of above summarized financial information to the carrying amount of the interest in the joint venture recognized in the consolidated financial statements:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Net assets of the joint venture	1.39	0.58
Proportion of the Company's interest in joint venture	0.69	0.29
Carrying amount of the Company's interest in joint venture	0.69	0.29

(Amount in ₹ Crore)

	Year ended March 31, 2020	Year ended March 31, 2019
Summary of Company's share of profit/(loss) in equity accounted investees:	0.44	0.13

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

- (iv). Having regard to the future business strategy/plans of the joint venture and considering their current financial position, the Company recognized a provision for impairment loss of ₹ 5.07 crores during the year ended March 31, 2017, in respect of its investment in joint venture.

Aggregate book value of unquoted investments	5.07	5.07
Aggregate value of impairment	5.07	5.07

8. INVESTMENTS (ALSO REFER NOTE 37.9)

(Amount in ₹ Crore)

	As at March 31, 2020		As at March 31, 2019	
	Units	Amount	Units	Amount
NON-CURRENT				
Quoted:				
i) Investments - measured at Fair value through profit or loss (FVTPL)				
Investment in Mutual funds				
ICICI Prudential Fixed Maturity Plan Sr 80-1227 Days Plan Q Direct Plan Cumulative	-	-	50,00,000	5.79
Nippon India Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan (Formerly known as Reliance Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan)	-	-	50,00,000	5.77
DSP BlackRock FMP - Series 205 - 37M- Direct Growth	-	-	50,00,000	5.77
IDFC Fixed Term Plan Series 131-Direct- Growth	-	-	50,00,000	5.75
Kotak FMP Series 202 - 1144 Days- Direct Plan-Growth	-	-	50,00,000	5.75
Total		-		<u>28.83</u>
ii) Investments carried at amortised cost - Investment in Debentures (See Note-1 below)				
Tata Motors Finance Limited	100	5.00	100	5.00
		<u>5.00</u>		<u>5.00</u>
Total Non-current Investments		<u>5.00</u>		<u>33.83</u>
CURRENT				
Unquoted:				
i) Investments carried at amortised cost - Investment in Preference Shares (See Note-2 below)				
Tata Capital Limited	-	-	33,333	5.00
		-		<u>5.00</u>
Quoted:				
i) Investment carried at Fair value through Profit and Loss (FVTPL)				
DSP BlackRock FMP - Series 205 - 37M- Direct Growth	50,00,000	6.20	-	-
IDFC Fixed Term Plan Series 131-Direct- Growth	50,00,000	6.19	-	-
Kotak FMP Series 202 - 1144 Days- Direct Plan-Growth	50,00,000	6.19	-	-
ICICI Prudential Fixed Maturity Plan Sr 80-1227 Days Plan Q Direct Plan Cumulative	50,00,000	6.25	-	-
Nippon India Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan (Formerly known as Reliance Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan)	-	6.23	-	-
		<u>31.06</u>		<u>0.00</u>
Total Current Investments		<u>31.06</u>		<u>5.00</u>

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	As at March 31, 2020		As at March 31, 2019	
	Units	Amount	Units	Amount
Aggregate book value of quoted investments		36.06		33.83
Aggregate market value of quoted investments		36.06		33.83
Aggregate book value of unquoted investments		-		5.00
Aggregate value of impairment		-		-

Notes:

- The debentures carry interest at 11% per annum payable annually and mature in September, 2021.
- The Preference shares bears dividend at 12.5% per annum payable annually and have matured in October, 2019.

9. LOANS (ALSO REFER NOTE 37.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(Unsecured, considered good)		
(a) Security deposits	7.08	5.53
(b) Loans and advances to employees	1.60	0.93
(c) Loans to others	-	3.43
Total	8.68	9.89
CURRENT		
(Unsecured, considered good)		
(a) Loans to related parties (Refer Note 38 (b))		
- Inter corporate deposits	26.50	59.25
(b) Security deposits	0.60	1.79
(c) Loans and advances to employees	1.31	8.11
Total	28.41	69.15

10. (i). Income tax assets/(liabilities)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Non-current Income Tax Assets (Net)	16.11	13.29
Current Income Tax Assets (Net)	26.09	45.41
Income Tax Liabilities (Net)	15.82	25.50
Net income tax assets /(liability)	26.38	33.20

10. (ii). Movement in income tax assets/(liabilities)

The gross movement in income tax assets/(liabilities) for the year ended March 31, 2020 and March 31, 2019 is as follows:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Net Current Income Tax Assets /(Liability) at beginning	33.20	(9.00)
Income Tax Paid (Net) (Also refer note below)	137.25	179.37
Current Income Tax Expense	(144.07)	(137.17)
Net Income Tax Assets /(Liability) at the end	26.38	33.20

Note:

Income tax paid includes Minimum Alternate Tax (MAT) credit ₹ 3.78 crore (previous year ₹ Nil) utilised during financial year 2019-20.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
10. (iii). DEFERRED TAX ASSETS (NET) (Also refer note 37.9)

(Amount in ₹ Crore)

Significant components and movements in deferred tax assets and liabilities for the period ended March 31, 2020:	As of April 1, 2019	Recognized in statement of profit and loss	Recognized in/ reclassified from other comprehensive income	MAT Credit Utilisation	Currency Translation impact	As of March 31, 2020
Deferred tax assets:						
Depreciation carry forwards	2.88	0.68	-	-	0.16	3.72
Business loss carry forwards	2.28	4.18	-	-	0.03	6.49
Expenses deductible in future years	2.13	-	-	-	-	2.13
Provisions, allowances for doubtful receivables and others	2.02	3.22	-	-	0.23	5.47
Compensated absences and retirement benefits	18.07	(5.26)	-	-	0.10	12.91
Minimum alternate tax (MAT) Credit	3.78	-	-	(3.78)	-	0.00
Remeasurements of post employment benefit obligations	1.74	-	0.54	-	-	2.28
Others	8.04	2.75	-	-	(0.04)	10.75
Total deferred tax assets	40.94	5.57	0.54	(3.78)	0.48	43.75
Deferred tax liabilities:						
Property, plant and equipment and Intangible assets	1.61	1.83	-	-	(0.29)	3.15
Amortisation of Customer intangibles	4.07	-	-	-	(0.13)	3.94
Gain/Loss on Change in Fair Value of Investments (MTM on Investments)	1.34	0.77	-	-	-	2.11
Derivative financial instruments	0.02	(0.02)	-	-	-	-
Others	3.24	(0.66)	-	-	(0.06)	2.52
Total deferred tax liabilities	10.28	1.92	-	-	(0.48)	11.72
Net assets/(liabilities)	30.66	3.65	0.54	(3.78)	0.96	32.03

(Amount in ₹ Crore)

Movement in deferred tax assets and liabilities for the year ended March 31, 2019:	As of April 1, 2018	Recognized in statement of profit and loss	Recognized in/ reclassified from other comprehensive income	MAT Credit Utilisation	Currency Translation impact	As of March 31, 2019
Deferred tax assets:						
Depreciation carry forwards	2.44	0.46	-	-	(0.02)	2.88
Business loss carry forwards	-	2.36	-	-	(0.08)	2.28
Expenses deductible in future years:	2.13	-	-	-	-	2.13
Provisions, allowances for doubtful receivables and others	2.13	(0.01)	-	-	(0.10)	2.02
Compensated absences and retirement benefits	13.24	4.83	-	-	-	18.07
Minimum alternate tax (MAT) Credit	3.78	-	-	-	-	3.78
Remeasurements of post employment benefit obligations	1.56	1.27	(1.09)	-	-	1.74
Others	1.60	6.38	-	-	0.06	8.04
Total deferred tax assets	26.88	15.29	(1.09)	-	(0.14)	40.94
Deferred tax liabilities:						
Property, plant and equipment and Intangible assets	5.61	(4.00)	-	-	-	1.61
Amortisation of Customer intangibles	4.85	(0.52)	-	-	(0.26)	4.07
Gain/Loss on Change in Fair Value of Investments (MTM on Investments)	0.62	0.72	-	-	-	1.34

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Movement in deferred tax assets and liabilities for the year ended March 31, 2019:	As of April 1, 2018	Recognized in statement of profit and loss	Recognized in/reclassified from other comprehensive income	MAT Credit Utilisation	Currency Translation impact	As of March 31, 2019
Derivative financial instruments	(0.38)	0.40	-	-	-	0.02
Others	3.40	(0.14)	-	-	(0.02)	3.24
Total deferred tax liabilities	14.10	(3.54)	-	-	(0.28)	10.28
Net assets/(liabilities)	12.78	18.83	(1.09)	-	0.14	30.66

The Company has unutilised tax losses of US\$1,978,873 (Previous year : US\$1,917,973), ₹ 14.97 crores (Previous year : ₹ 13.26 crores), respectively in its subsidiary Tata Technologies Pte Ltd for which no deferred tax asset is recognised due to uncertainty of their recoverabilities. The use of these balances is subject to the agreement of the tax authority and compliance with relevant provisions of the Income Tax Act.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. As the company has received dividend during the year from some of its subsidiaries, the Group has analyzed whether deferred tax liabilities should be created on the balance Reserves as on 31 March 2020 and has concluded that there are no reserves available to be distributed as dividends in the near future, as these will be used for the purpose of working capital / investment in subsidiaries / capital expenditure etc.

11. Other Assets

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(Unsecured, considered good)		
(a) Capital advances	-	0.18
(b) Prepaid expenses	6.09	2.68
(c) Prepaid lease rentals	-	3.26
(d) Deposits with government authorities	0.83	0.83
(e) Other non-current assets	0.20	-
Total	7.12	6.95
CURRENT		
(Unsecured, considered good)		
Advances other than capital advances:		
(a) Advances to suppliers and contractors	6.90	2.72
(b) Other advances	0.33	0.33
Others:		
(c) Contract Assets	55.84	41.52
(d) Prepaid expenses	44.88	30.70
(e) Prepaid lease rentals	-	0.04
(f) Deposits with government authorities	1.23	1.66
(g) Balances with government authorities	0.51	1.01
Total	109.69	77.98

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
12. TRADE RECEIVABLES (ALSO REFER NOTE 37.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(Unsecured, considered good)		
(a) Trade receivables considered good	15.73	-
Total	15.73	-
CURRENT		
(Unsecured unless otherwise stated)		
(a) Trade receivables considered good	643.46	583.97
Less : Expected credit loss allowance	21.64	18.10
	621.82	565.87
(b) Trade receivables which have significant increase in credit risk	38.05	31.50
Less : Expected credit loss allowance	34.80	21.69
	3.25	9.81
(c) Trade receivables which are credit impaired	-	-
Total	625.07	575.68

Above balance of Trade receivable include balances with related parties (Refer Note 38 (b))

In determining the allowance for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on ageing of receivables that are due and rates used in the provision matrix.

13. CASH AND CASH EQUIVALENTS (ALSO REFER NOTE 37.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Balances with banks:		
- Current account with banks	323.64	320.21
- Deposits with maturity of less than three months	12.33	47.26
(b) Cheques, drafts on hand/funds in transit	40.08	5.05
(c) Cash on hand	0.03	0.01
	376.08	372.53

14. OTHER BANK BALANCES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(a) Earmarked balance with banks (Refer note 14(i))	-	0.05
	-	0.05

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
CURRENT		
(a) Earmarked balance with banks (Refer note 14(i))	2.27	7.85
(b) Bank deposits	10.68	3.55
	12.95	11.40
Notes :		
(i) Earmarked balance pertain to:		
- Unclaimed dividend		
- Amounts in Escrow account for deferred consideration payable		
- Balances earmarked for Employees' Deposit Linked Insurance Benefit		

15. OTHER FINANCIAL ASSETS (ALSO REFER NOTE 37.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(a) Deposits pledged/lien with banks	0.05	0.05
(b) Research and Development Expenditure Credit receivable	19.30	30.22
	19.35	30.27
CURRENT		
(a) Interest accrued on deposits and investments	0.60	0.31
(b) Bills of Exchange	0.00	17.05
(c) Unbilled receivables	98.36	104.08
(d) Research and Development Expenditure Credit receivable	1.20	1.55
(e) SEIS licenses receivable	34.01	14.59
(f) Receivable from related parties for reimbursement of expenses (Refer note 38 (b))	1.72	0.41
(g) Others	4.14	4.82
	140.03	142.81

16. EQUITY SHARE CAPITAL

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Authorised:		
(i) 60,000,000 equity shares of ₹ 10/- each (as at March 31, 2019: 60,000,000 equity shares of ₹ 10/- each)	60.00	60.00
(ii) 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each (P.Y. 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each)	0.70	0.70
	60.70	60.70
(b) Issued,Subscribed and Fully paid up capital:		
41,803,225 equity shares of ₹ 10/- each (43,043,702 equity shares of ₹ 10/- each as at March 31, 2019)	41.81	43.05
Less: Shares held by ESOP Trusts pending allotment to eligible employees (950,501 equity shares of Rs. 10 each), (950,501 equity shares of ₹ 10/- each as at March 31, 2019)	-	(0.95)
Adjusted issued and subscribed share capital	41.81	42.10

Note on Buy-back of Shares

The Board of Directors of the Company, at its meeting held on December 27, 2019 had approved a proposal to buyback upto 2,135,337 equity shares of the Company for an aggregate amount not exceeding ₹ 159.72 crore representing 4.96% of the total paid

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

up equity share capital at ₹ 748 per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot dated February 04, 2020.

A Letter of Offer was made to all eligible shareholders. The Company bought back 1,246,665 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares bought on March 06, 2020. Net Adjustment on consolidation was 296,164 equity shares.

Capital redemption reserve was created to the extent of nominal value of share capital extinguished of ₹ 1.25 crore. An amount of ₹ 21.86 crore from securities premium reserve and ₹ 18.07 crore (including ₹ 0.13 crore towards cost of buyback transaction) from retained earnings was used towards buy-back consideration on consolidation.

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

Particulars	No. of Shares	Amount in ₹ Crore
Equity shares		
Number of shares as at April 1, 2018	4,20,97,013	42.10
Add: Shares issued under ESOP scheme	6,188	0.01
Less: Shares held by ESOP Trusts pending allotment to eligible employees	10,000	0.01
Number of shares as at March 31, 2019	4,20,93,201	42.10
Add: Shares issued under ESOP scheme	6,188	0.01
Less: Shares extinguished on buy-back	2,96,164	0.30
Number of shares as at March 31, 2020	4,18,03,225	41.81

(d) Rights, preferences and restrictions attached to shares :
(i) Ordinary shares :

The Company has only one class of shares having par value of 10/- per share. Each holder of equity share is entitled to one vote per share and in the event of liquidation, has rights proportionate to their shareholdings over the residual assets after paying out all the liabilities.

(e) Shares in the Company held by each shareholder holding more than 5% shares (including shares held by the Holding Company, its subsidiaries and associates)

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares				
(a) Tata Motors Limited (Parent Company)	3,03,00,600	72.48%	3,03,00,600	71.98%
(b) Alpha TC Holdings Pte Ltd.	37,46,505	8.96%	37,46,505	8.90%
	3,40,47,105	81.45%	3,40,47,105	80.88%

(f) 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) Equity shares extinguished on buy-back

296,164 equity shares of ₹ 10 each were extinguished on buy-back by the company pursuant to a Letter of Offer made to all eligible shareholders of the company at ₹ 748 per equity share. The equity shares bought back were extinguished on March 6, 2020.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(g) Shares reserved for issue under options:

Option activity during the year under the plan is given as below

Number of options granted, exercised and forfeited	As at March 31, 2020	As at March 31, 2019
Options granted, beginning of the year	5,248	13,550
Granted during the year	-	-
Exercised during the year	-	(6,188)
Expired during the year	(1,498)	(2,114)
Forfeited during the year	-	-
Option exercisable at the end of the year	3,750	5,248
Weighted average share price at the date of exercise	N.A.	₹ 645
Weighted average remaining contractual life (in years)	7	7
Range of exercise prices	N.A.	₹ 60 to ₹ 645

During the fiscal year 2014-15, the Compensation Committee of the Board of Directors, Company had granted 30,000 options to the eligible employees. The options vest over 4-5 years and are exercisable during a maximum period of 11 years from the date of vesting. In terms of the ESOP plan, the options were granted at the exercise price equivalent to the fair value of the underlying shares. The Company has accounted the above options at fair value.

The fair value of the stock option is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected term of the options to be 4 & 5 years, an expected dividend rate of 3.88% on the underlying equity shares, a risk free rate of 7.81% and volatility in the share price of 37.5% since the company being closely held and its shares not being freely traded. The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur.

(h) Stock based incentive schemes by Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Incat International Limited ESOP 2000

To manage and implement various stock based incentive programs for employees of the Company, the Company has formed Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Incat International Limited ESOP 2000 for employees of the Company and its subsidiaries. Since shares of the Company are not listed on Stock Exchange, Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Incat International Limited ESOP 2000 purchase the shares from employees and ex-employees of the Company. The shares so purchased by the Trusts are reissued to the employees through various stock based incentive schemes from time to time. These shares are issued at their fair values on the date of grant which is determined on the basis of latest audited balance sheet of the Company. Some of the ESPPs require the employees to offer the shares to trusts on cessation of employment for which the trusts have retained a first right of refusal. No employee has been allocated more than 1% of the issued capital of the Company.

(i) Status of shares held by both Trust:

	As at March 31, 2020	As at March 31, 2019
Tata Technologies Limited Employees Stock Option Trust	-	49,486
Incat International Limited ESOP 2000	-	9,01,015
	-	9,50,501

Note:

The trusts have participated in the Share Buyback scheme launched by the Company. Consequently all shares have been bought back by the Company during the year and extinguished accordingly.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
17. (A). OTHER EQUITY:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Share application money pending allotment	-	0.34
Securities Premium	268.90	291.62
Capital Redemption Reserve	1.25	-
General reserve	135.26	135.07
Legal reserve	1.05	1.05
Surplus Reserve	1.59	1.59
Retained earnings	1,247.51	1,191.92
Items of other comprehensive income	155.24	93.31
	1,810.80	1,714.90

17. (B). MOVEMENT IN OTHER EQUITY

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Share application money pending allotment		
Balance at the beginning of the year	0.34	0.40
Issue of equity shares under employee share option plan	(0.40)	(0.40)
Share application money received during the year	0.06	0.34
Balance as at the end of the year	-	0.34
Securities premium		
Balance as at the beginning of the year	291.62	292.33
Add: Received during the year on exercise of stock options issued to employees	0.39	0.39
Less: Premium on shares held by ESOP Trusts	-	(1.10)
Less: Utilisation for buyback of equity shares	(21.86)	-
Less: Transfer to Capital Redemption Reserve	(1.25)	-
Balance as at the end of the year	268.90	291.62
Capital redemption reserve		
Balance at the beginning of the year	-	-
Add : Transferred from Securities Premium Reserve	1.25	-
Balance at the end of the year	1.25	-
General reserve		
Balance as at the beginning of the year	135.07	135.07
Add : Transferred from Retained earnings	0.19	-
Balance as at the end of the year	135.26	135.07
Legal reserve		
Balance as at the beginning of the year	1.05	1.05
Add : Transferred from Retained earnings	-	-
Balance as at the end of the year	1.05	1.05
Surplus reserve		
Balance as at the beginning of the year	1.59	-
Add : Transferred from Retained earnings	-	1.59
Balance as at the end of the year	1.59	1.59

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Retained earnings		
Balance as at the beginning of the year	1,191.92	993.55
Add: Profit for the year	251.55	352.60
Less: Remeasurements of post employment benefits obligations (net of tax effect)	(1.00)	2.03
Less: Dividends, including taxes thereon	(176.70)	(154.67)
Less: Expenditure on Buyback of shares	(0.13)	-
Less: Buyback Tax	(17.94)	-
Less: Transferred to General reserve	(0.19)	-
Less: Transferred to Surplus reserve	-	(1.59)
Balance as at the end of the year	1,247.51	1,191.92
Other Components of Equity:		
Balance as at the beginning of the year	93.31	85.99
Add: Exchange differences on translation of foreign operations	61.93	7.32
Balance as at the end of the year	155.24	93.31

Notes:

(i) Securities premium account

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

During 2010, based on the approval of Shareholders of the Company at the Extra-Ordinary General Meeting held on March 5, 2010 and the Order of the Honourable High Court of Judicature at Mumbai dated April 16, 2010, the Company had utilized balance in the securities premium account to the tune of ₹ 46.66 Crore towards one time charges/cost (including change in accounting policy for provision for doubtful debts) incurred by the Company and its subsidiary companies. The amounts relating to the Company amounting to ₹ 17.32 Crore had been adjusted to the Securities Premium Account. An amount of ₹ 29.34 Crore equivalent to the total amount of adjustments relating to the subsidiaries had been identified and segregated from the balance in the Securities Premium Account for adjustment on consolidation. Of this total adjustment made ₹ 1.58 Crore and ₹ 16.58 Crore related to provision for doubtful debts of the Company and its subsidiary companies respectively on account of change in accounting with regard to provision for doubtful debts.

Excess provisions for doubtful debts on account of the subsequent collections are being written back to the Securities Premium Account. Upto March 31, 2020, the subsidiary companies have realized ₹ 6.18 crores (March 31, 2019 ₹ 6.18 crores) which has been added back to the securities premium account.

(ii) Capital redemption reserve

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The Group has transferred the amount to Capital redemption reserve from Securities Premium.

(iii) General reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

(iv) Legal reserve

The Company has created this reserve based on the local requirements of the Romanian Law. Since the Company has reached maximum amount that can be transferred as required by the Law, there are no further transfers during financial years 2018-19 and 2019-20.

(v) Surplus reserve

The Company has created this reserve based on the local requirements of the Chinese Law. The Company has transferred 50% of the paid up capital from profit for the period as required by the Law, there are no further transfers during financial year 2019-20.

(vi) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
18. TRADE PAYABLES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
CURRENT		
Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises*	6.36	3.57
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	236.77	291.25
Total	243.13	294.82

*** Note:**

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:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Principal amount and the interest due and remaining unpaid as at March 31,	6.36	3.57
(b) Principal amount paid after appointed date during the year	7.42	8.66
(c) Interest remaining due and payable for earlier years	-	-
(d) Amount of interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(e) Amount of interest accrued and unpaid as at March 31,	0.08	0.02

19. OTHER FINANCIAL LIABILITIES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(a) Retention Bonus payable	0.28	0.37
Total	0.28	0.37
CURRENT		
(a) Unpaid dividends	0.01	4.81
(b) Provision for employee benefits	6.84	3.11
(c) Retention Bonus payable	0.62	0.89
(d) Finance Lease Payable	-	1.42
(e) Capital creditors	1.87	5.33
(f) Other financial liabilities	37.56	2.58
Total	46.90	18.14

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

20. PROVISIONS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON CURRENT		
(a) Provision for employee benefits	22.49	24.68
Total	22.49	24.68
CURRENT		
(a) Provision for Employee Benefits	9.79	11.20
Total	9.79	11.20

21. OTHER LIABILITIES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON CURRENT		
(a) Advance and progress payments	15.24	15.98
Total	15.24	15.98
CURRENT		
(a) Unearned Revenue	37.00	48.91
(b) Statutory remittances (withholding taxes, Provident Fund ,GST etc.)	63.49	62.80
(c) Advance and progress payments	8.05	9.59
Total	108.54	121.30

22. REVENUE FROM OPERATIONS (ALSO REFER NOTE 37.9)

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Sale of products	506.52	468.82
(b) Sale of services	2,324.08	2,441.83
(c) Other operating revenues		
(i) Export Incentive	19.42	30.47
(ii) Commission income	2.03	1.09
	2,852.05	2,942.21

22. (i). Revenue disaggregation by geography is as follows:

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) India	857.74	815.60
(b) UK	749.61	836.34
(c) North America	856.48	724.60
(d) Rest of Europe	228.84	275.95
(e) Rest of the world	159.38	289.72
	2,852.05	2,942.21

Geographical revenue is allocated based on the location of the customers

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
22. (ii). Changes in Contract assets are as follows:

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
Balance at the beginning of the year	41.52	54.56
Revenue recognised during the year	572.53	734.25
Invoices raised during the year	(558.21)	(747.29)
Balance at the end of the year	55.84	41.52

22. (iii). Changes in unearned, deferred revenue and advances from customers are as follows:

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
Balance at the beginning of the year	58.50	71.59
Revenue recognised that was included in the unearned and deferred revenue balance and Advance from customers at the beginning of the year	(23.40)	(68.24)
Increase due to invoicing during the year, excluding amounts recognised as revenue during the year and increase in advances received during the year	9.95	55.15
Balance at the end of the year	45.05	58.50

22. (iv). Reconciliation of revenue recognised with the contracted price is as follows:

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
Contracted price	2,858.12	2,959.56
Reduction towards variable consideration components	(6.07)	(17.35)
Revenue from operations	2,852.05	2,942.21

The reduction towards variable consideration comprise of service level credits, upfront discount, etc.

22. (v). The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 76.83 crores (March 31, 2019: ₹ 48.20 crores) and is expected to be recognised as revenue in the next year.

23. OTHER INCOME (NET)

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(a) Interest Income		
Interest income earned on financial assets that are not designated as at fair value through profit and loss		
(i) Interest income-others	6.40	5.63
(ii) Interest income on debentures	0.55	0.55
(b) Dividend income		
All dividends from investments designated as FVTPL		
(i) Dividend income - Non current investments	0.23	0.42
(c) Other gains and losses		
(i) Change in fair value of investments measured at FVTPL - mutual fund units (net)	2.22	2.05
(ii) Fair value gain/(loss) on derivatives not designated as hedges (net)	-	1.14
(d) Other non-operating income		
(i) Research and Development Expenditure Credit	19.55	23.74
(ii) Foreign currency gain/ (loss) (Net)	5.43	(1.99)
(iii) Other non-operating income	10.50	10.69
(iv) Profit on sale of investments measured at FVTPL - mutual fund units (net)	0.01	-
	44.89	42.23

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

24. PURCHASE OF TRADED PRODUCTS

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
Purchase of products	367.92	344.66
	<u>367.92</u>	<u>344.66</u>

25. EMPLOYEE BENEFITS EXPENSE

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(a) Salaries and wages	1,316.60	1,300.44
(b) Contribution to Provident and other funds	72.04	57.36
(c) Staff welfare Expenses (Refer Note 35)	29.89	32.29
	<u>1,418.53</u>	<u>1,390.09</u>

26. FINANCE COSTS

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(a) Interest	1.06	1.29
(b) Interest on lease liabilities	14.57	0.00
	<u>15.63</u>	<u>1.29</u>

27. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(a) Depreciation on Property, Plant and Equipment	33.00	37.82
(b) Depreciation on Right of use asset	35.80	0.00
(c) Amortisation of Other Intangible assets	30.35	30.82
	<u>99.15</u>	<u>68.64</u>

28. OTHER EXPENSES

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(a) Rent	6.72	49.66
(b) Repairs & maintenance		
- Buildings	6.36	5.67
- Plant & Machinery	1.05	0.54
- Others	8.81	7.45
(c) Insurance	3.74	4.69
(d) Rates and taxes	6.02	5.44
(e) Overseas marketing expenses	1.47	0.93
(f) Advertisement and publicity	0.08	0.32
(g) Business promotion expenses	0.87	0.72
(h) Office expenses	17.34	16.45

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(i) Travelling & conveyance	72.59	78.87
(j) Power & fuel	9.37	8.94
(k) Water charges	3.05	3.22
(l) Auditors remuneration		
(i) Remuneration to auditors of holding Company (refer note 30 (a))	1.28	1.25
(i) Remuneration to other auditors	1.63	1.05
(m) Staff training and seminar expenses	1.62	2.17
(n) Staff recruitment expenses	6.36	9.39
(o) AMC charges	38.63	38.31
(p) Software-internal use	44.03	27.83
(q) Professional fees	17.22	16.11
(r) Training costs	1.44	1.12
(s) Communication expenses	13.50	11.36
(t) Allowances for expected credit loss (net)	13.12	26.86
(u) Corporate social responsibility expenses (refer note 30 (b))	5.15	5.16
(v) Miscellaneous expenses	9.14	8.41
	290.59	331.93

29. EXCEPTIONAL ITEMS (REFER BELOW)

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
(a) Deferred consideration (Refer note (a) below)	0.56	6.22
(b) Expenses towards resource optimisation	2.98	-
(c) Professional fees towards restructuring advice	1.28	-
(d) Expenses towards business restructuring	3.76	-
	8.58	6.22

Note:

(a) The deferred consideration was payable to the selling shareholders of Escenda, Sweden in installments and was contingent upon their continued employment for a period of two years. The deferred consideration was being recognised on a proportionate basis over a period of two years from the date of acquisition. An amount of ₹ 0.56 crores and 6.22 crores representing the proportionate charge of the deferred consideration has been recognised as an expense during the year ended March 31, 2020 and March 31, 2019 respectively, which was included in 'exceptional items' in the Statement of Profit and Loss

30. (a). Payment to auditors of holding Company

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
For Holding Company		
i) For statutory audit, including quarterly audits / limited review	0.47	0.47
ii) For Tax audit	0.06	0.06
iii) For other attest services	0.03	0.02
iv) Reimbursement of out-of-pocket expenses	0.04	0.06
Sub-Total	0.60	0.61

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
For Subsidiaries & Joint venture		
i) For services as auditors, including quarterly audits/ limited review	0.63	0.60
ii) Reimbursement of out-of-pocket expenses	0.05	0.04
Sub-Total	0.68	0.64
Total	1.28	1.25

30. (b). Corporate social responsibility expenditure

(Amount in ₹ Crore)

	Year ended	
	March 31, 2020	March 31, 2019
Gross amount required to be spent	5.14	5.13
Total	5.14	5.13
(a) Construction/ acquisition of any asset	-	-
(b) On purposes other than (a) above	5.15	5.16
Total	5.15	5.16

31. INCOME TAX EXPENSE

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non- assessable and non-deductible items. It also explains significant estimates made in relation to Company's tax positions

(Amount in ₹ Crore)

(i)	For the year ended	
	March 31, 2020	March 31, 2019
Income tax expense		
Current tax on profits for the year	144.07	137.17
Total current tax expense	144.07	137.17
Deferred tax		
Decrease / (increase) in deferred tax assets	(5.57)	(15.29)
(Decrease) / increase in deferred tax liabilities	1.92	(3.54)
Total deferred tax expense / (benefit)	(3.65)	(18.83)
Income tax expense	140.42	118.34

The company has benefited from certain tax incentives that the Government of India has provided to the units registered under the Special Economic Zones Act 2005 (SEZ). SEZ units which began the provision of services on or after April 1, 2005 are eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from the financial year in which the unit commenced the provision of services and 50 percent of such profits or gains for further five years. Up to 50% of such profits or gains is also available for deduction for five years subject to certain conditions.

The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Act 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Group to pay income taxes at reduced tax rates as per the provisions/ conditions defined in the said section. The Group had evaluated both options and has decided to continue with the existing tax regime to avail the benefits of 10AA.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
(ii) Reconciliation of tax expense and the accounting profit:

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
Profit before taxes	391.97	470.94
Income tax expense at tax rates applicable to individual entities	191.57	134.26
Effect of tax on dividend received from subsidiary**	(24.04)	-
Effect of income exempt from tax	(23.02)	(0.15)
Income taxed at higher/(lower) rates	(20.54)	(20.03)
Effect of Base erosion anti-abuse tax (BEAT)*	14.54	-
Effect of non deductible expenses	5.33	6.12
Others	(3.42)	(1.86)
Total tax expense	140.42	118.34

* The United states (US) revenue authorities have introduced new tax provisions named the base erosion anti-abuse tax (BEAT).

** Current tax includes amount of ₹ 24.04 crores (previous period: ₹ Nil) in respect of tax on dividend income received by the Company from its offshore subsidiary Tata Technologies Pte. Limited as per Section 115BBD of the Income tax Act, 1961.

(iii) Amounts recognised in OCI

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
	Deferred tax	Deferred tax
Income tax relating to items that will not be reclassified to profit and loss	0.54	(1.09)
Total	0.54	(1.09)

(iv) Tax losses

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
Unused tax losses on which no deferred tax asset has been recognised	5.38	5.38
Potential tax benefit @ 23.072%	1.25	1.25

Capital losses pertain to A.Y. 2014-2015 - ₹ 4.12 crore A.Y. 2015 - 2016 ₹ 1.26 crore. Deferred tax asset was not recognised on unused capital losses since there was lack of reasonable certainty of taxable capital profits to utilize this deferred tax asset. The losses can be carried forward for a period of 8 years as per local tax regulations.

32. EARNING PER SHARE

(Amount in ₹ Crore)

Particulars		For the year ended	
		March 31, 2020	March 31, 2019
Earnings Per Share			
(a) Profit attributable to equity shareholders	₹ Crore	251.55	352.60
(b) The weighted average number of Ordinary equity shares outstanding during the period	Nos.	42,079,343	42,093,201
(c) The nominal value per Ordinary Share	₹	10.00	10.00
(d) Earnings Per Share (Basic)	₹	59.78	83.77
(e) Profit attributable to equity shareholders	₹ Crore	251.55	352.60
(f) The weighted average number of Ordinary equity shares outstanding during the period	Nos.	42,079,343	42,093,201

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars		For the year ended	
		March 31, 2020	March 31, 2019
(g) Add: Adjustment for Employee Stock Options (Refer Note 16 (g))	Nos.	3,750	5,248
(h) The weighted average number of Ordinary outstanding for diluted EPS	Nos.	42,083,093	42,098,449
(i) Earnings Per Shares (Diluted)	₹	59.77	83.76

The number of shares for the year ended March 31, 2020 were after adjusting "NIL" shares (Previous year: 950,501 shares) held by ESOP Trusts pending allotment to eligible employees.

33. Contingent Liabilities

(Amount in ₹ Crore)

	As at	
	March 31, 2020	March 31, 2019
(a) Bonus related to retrospective period (Refer note (i))	7.82	7.82
(b) Income Tax demands disputed in appeals (Refer note (ii))	3.14	11.88
(c) Sales Tax demands disputed in appeals	0.01	0.00*
(d) Service Tax demands disputed in appeals (Refer note (iii) and (iv))	21.56	20.56

* Amounts are below rounding off norms of the company.

(a) Notes:

- (i) Statutory bonus at the revised rates pertaining to period retrospective to the notification dated on 01.01.2016 (i.e. from 01.04.2014 to 31.12.2015) was not provided pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts. During November 2016, considering the industry practices, the management after internal deliberations decided to and has paid the incremental bonus covering the fiscal year of the said notification i.e. from 01.04.2015 to 31.12.2015 aggregating to ₹ 5.55 crores, which has been presented as exceptional item in the financials for the year ended 31.03.2017. The incremental bonus for the FY 2014-15 is continued as contingent liability pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts.
- (ii) The Company has ongoing disputes with Income Tax Authorities relating to tax treatment of certain items. These mainly include disallowed expenses for Corporate tax, the tax treatment of certain expenses claimed by the Company as deductions and the computation of certain allowances.
- (iii) Pertains to disputes in relation to service tax on reverse charge mechanism amounting to ₹ 1.49 crores for Financials Years 2006-07 and 2007-08. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ 6.23 crores consisting of demand of ₹ 1.49 crores and interest and penalty of ₹ 4.74 crores.
- (iv) Service Tax Department had raised demand amounting to ₹ 5.16 crores (for the period April 08 to September 08 - ₹ 1.62 crores and for the period October 08 to September 09 - ₹ 3.54 crores) for delay in filing the prescribed declaration for availing cenvat credit. Aggrieved by the order, company had preferred an appeal with CESTAT. The appeal was decided in favour of the company during January 2016. Subsequently service tax department filed an appeal with High Court in 2017. The case being question of law, the High Court admitted the appeal in December 18. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ 15.33 crores consisting of demand of ₹ 5.11 crores and interest and penalty of ₹ 10.22 crores.
- (v) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on the receipt of the judgements/decisions pending with various forums/authorities.
- (vi) The Company does not expect any reimbursements in respect of the above contingent liabilities.

(b)

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable and consequently no financial effect has been provided for in the financial statements. The Company has taken effect on a prospective basis, from the date of the SC order.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
34. SEGMENT REPORTING

Ind AS 108 establishes standards for the way that business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Group's operations predominantly relate to providing end-to-end engineering & designing solutions. Based on the "management approach" as defined in IndAS108, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and areas set out in the significant accounting policies.

Tata Technologies Limited provides IT Consultancy, SAP implementation and maintenance, networking solutions, CAD/CAM engineering & design consultancy services in the automotive, industrial heavy machinery & aerospace verticals. The customers in these verticals are located at US / Europe / APAC region and to enable the company to serve their specific needs the company has set up legal entities in the respective geographies. The business is structured in such a way that the entire customer front ending and bidding process is carried out by these legal entities.

The Group thus drives business mainly through its subsidiaries. While management reviews performance for above verticals, they also review the risks and rewards in each geography. The risk and rewards of the company are directly affected by geographical location of its customers (i.e. place where its services are rendered). Decisions such as pricing, allocation of resources, allocation of assets etc. are taken based on opportunities in the respective geography. Since costs are incurred and accounted as per subsidiary set up and manpower skill sets are interchangeable, bottom line performance is reviewed with Geography being primary indicator and dominant source of risk and return.

Assets and liabilities used in the Group's business are not identified to any of the reportable segments, as these are used interchangeably between segments. Management believes that it is currently not practicable to provide segment disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous. The cost incurred during the year to acquire Segment fixed assets, Depreciation / Amortisation and non-cash expenses are not attributable to any reportable segment

Geographical information on revenue and business segment revenue information is collated based on location of individual customers invoiced or in relation to which the revenue is otherwise recognized.

Geographic Segments

Year ended March 31, 2020 & March 31, 2019

(Amount in ₹ Crore)

Particulars	India	UK	NA	Rest of Europe	Rest of the World	Total
(a) Segment Revenue						
Total Segment Revenue	859.11	931.57	989.64	267.25	201.06	3,248.63
	816.84	1,057.62	822.66	323.15	325.97	3,346.24
Inter Segment Revenue	(1.37)	(181.96)	(133.16)	(38.41)	(41.68)	(396.58)
	(1.24)	(221.28)	(98.06)	(47.20)	(36.25)	(404.03)
Revenue from External Customers	857.74	749.61	856.48	228.84	159.38	2,852.05
	815.60	836.34	724.60	275.95	289.72	2,942.21
(b) Segment Results	219.38	182.56	108.98	(4.84)	12.86	518.94
	238.06	189.77	76.48	13.48	56.58	574.37
Unallocated Corporate Expenses (Net)						(147.65)
						(141.18)
Interest/Other Income						44.66
						41.81
Finance Cost						(15.63)
						(1.29)
Dividend Income						0.23
						0.42
Exceptional Items						(8.58)
						(3.18)
Profit before share of Equity accounted investees (net of tax)						391.97
						470.94
Profit before Tax and after exceptional items						391.97
						470.94

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Particulars	India	UK	NA	Rest of Europe	Rest of the World	Total
Income Tax						(144.07)
Deferred Tax						(137.17)
Profit/(Loss) after Tax						3.65
						18.83
						251.55
						352.60

Revenue of approximately ₹ 1210.18 crores (Prior Period- ₹ 1281.46 crores) are derived from two major customers. These revenue are attributed to the India and UK segment.

35. EMPLOYEE BENEFIT PLANS

35.1. Defined contribution plans

The Company's contribution to defined contribution plan for the year ended March 31, 2020 has been recognised in the statement of Profit and Loss as follows.

(Amount in ₹ Crore)

	March 31, 2020	March 31, 2019
Contribution to provident fund	24.37	16.99
Contribution to superannuation fund	4.00	4.25
	28.37	21.24

35.2. Defined benefit plans

Defined benefits plans / long term compensated absences:

The principal assumptions used for the purposes of the actuarial valuations were as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence- Domestic Plans (Unfunded)		Compensated Absence - Foreign Plans (Unfunded)	
	Valuation as at		Valuation as at		Valuation as at		Valuation as at		Valuation as at		Valuation as at	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Discount rate(s)	6.90%	7.70%	6.90%	7.70%	6.10%	6.75%	6.90%	7.60%	6.90%	7.70%	0.65%	1.00%
Expected rate(s) of salary increase	5.75%-6%	5.75%-6%	5.75%-6%	5.75%-6%	-	-	-	-	5.75%-6%	5.75%-6%	2.25%	3.50%
Medical inflation rate	-	-	-	-	-	-	6.00%	6.00%	-	-	-	-
Withdrawal rate:												
Age												
20 - 34 years	17%	15%	17%	15%	17%	15%	17%	15%	17%	15%	16%	16%
35 - 40 years	8%	8%	8%	8%	8%	8%	8%	8%	8%	8%		
41 - 50 years	5%	4%	5%	4%	5%	4%	5%	4%	5%	4%		
51 - 60 years	3%	2%	3%	2%	3%	2%	3%	2%	3%	2%		

Amounts recognised in standalone statement of profit and loss in respect of these defined benefit plans are as follows.

	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19										
	Amount in ₹ Crore											
Service cost:												
Current service cost	5.70	5.39	0.49	0.75	0.09	0.11	0.85	1.09	3.58	3.90	0.39	0.40
Past service cost and (gain)/loss from settlements	-	-	(5.17)	-	-	-	-	(1.54)	-	-	-	-
Net interest expense	0.09	0.24	0.16	0.44	0.02	(0.03)	0.74	0.91	0.13	(1.28)	0.03	0.03
Components of defined benefit costs recognised in profit or loss	5.79	5.63	(4.52)	1.19	0.11	0.08	1.59	0.46	3.71	2.62	0.42	0.43

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19										
	Amount in ₹ Crore											
Remeasurement on the net defined benefit liability:												
Return on plan assets (excluding amounts included in net interest expense)	(1.84)	(2.11)	-	-	(0.81)	0.92	-	-	-	-	-	-
Actuarial (gains) / losses arising from changes in demographic assumptions.	0.44	-	-	-	-	-	(0.66)	-	-	-	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	3.66	-	0.14	-	-	-	1.49	(1.96)	-	-	(0.05)	4.51
Actuarial (gains) / losses arising from experience adjustments	(0.32)	0.10	0.39	0.05	0.17	(0.09)	(1.11)	(0.03)	-	-	3.33	-
Others												
Components of defined benefit costs recognised in other comprehensive income	1.94	(2.01)	0.53	0.05	(0.64)	0.83	(0.28)	(1.99)	-	-	3.28	4.51
Total	7.73	3.62	(3.99)	1.24	(0.53)	0.91	1.31	(1.53)	3.71	2.62	3.70	4.94

The current service cost and the net interest expense for the period are included in the 'Employee benefits expense' line item in the consolidated statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence-Domestic Plans (Unfunded)		Compensated Absence - Foreign Plans (Unfunded)	
	As at		As at		As at		As at		As at		As at	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore
Present value of funded defined benefit obligation	(55.81)	(47.30)	(2.58)	(6.80)	(2.30)	(3.25)	(10.87)	(9.87)	(10.87)	(9.15)	(3.97)	(5.31)
Fair value of plan assets	48.97	44.20	-	-	2.51	2.86	-	-	-	-	-	-
Funded status	(6.84)	(3.10)	(2.58)	(6.80)	0.21	(0.39)	(10.87)	(9.87)	(10.87)	(9.15)	(3.97)	(5.31)
Net liability arising from defined benefit obligation	(6.84)	(3.10)	(2.58)	(6.80)	0.21	(0.39)	(10.87)	(9.87)	(10.87)	(9.15)	(3.97)	(5.31)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Movements in the present value of the defined benefit obligation are as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence-Domestic Plans (Unfunded)		Compensated Absence - Foreign Plans (Unfunded)	
	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Opening defined benefit obligation	47.30	44.06	6.80	5.82	3.25	5.32	9.87	12.00	9.15	8.02	5.32	5.40
Current service cost	5.70	5.39	0.49	0.75	0.09	0.11	0.85	1.09	3.58	3.90	0.39	0.40
Interest cost	3.47	3.18	0.16	0.44	0.17	0.28	0.74	0.91	0.63	0.57	0.03	0.03
Remeasurement (gains)/losses:	0.44	-	-	-	-	-	(0.66)	-	(0.49)	-	-	-
Actuarial gains and losses arising from changes in demographic assumptions	3.66	-	0.14	-	-	-	1.49	(1.96)	-	-	-	-
Actuarial gains and losses arising from changes in financial assumptions	(0.32)	0.10	0.39	0.05	0.17	(0.09)	(1.11)	(0.03)	-	-	-	-
Actuarial gains and losses arising from experience adjustments	-	(0.80)	-	(0.05)	-	-	-	(0.26)	-	(0.05)	3.27	4.51
Transfer to/(from) Holding Company (Net)	-	-	(0.02)	(0.02)	-	-	-	(1.54)	-	(1.84)	-	(0.03)
Others	(4.44)	(4.63)	(0.21)	(0.19)	(1.38)	(2.37)	(0.31)	(0.34)	(2.00)	(1.45)	(5.04)	(5.00)
Benefits paid	-	-	(5.17)	-	-	-	-	-	-	-	-	-
Curtailment	-	-	-	-	-	-	-	-	-	-	-	-
Closing defined benefit obligation	55.81	47.30	2.58	6.80	2.30	3.25	10.87	9.87	10.87	9.15	3.97	5.32

Movements in the fair value of the plan assets are as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence-Domestic Plans (Unfunded)		Compensated Absence - Foreign Plans (Unfunded)	
	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Opening fair value of plan assets	44.20	36.55	-	-	2.86	5.76	-	-	-	-	-	-
Interest income	3.39	2.94	-	-	0.15	0.31	-	-	-	-	-	-
Remeasurement gain (loss): Return on plan assets (excluding amounts included in net interest expense)	1.84	2.11	-	-	0.81	(0.92)	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-	-
Contributions from the employer	3.98	8.03	0.21	0.19	0.07	0.08	0.31	0.34	1.99	1.45	-	-
Benefits paid	(4.44)	(4.63)	(0.21)	(0.19)	(1.38)	(2.37)	(0.31)	(0.34)	(1.99)	(1.45)	-	-
Transfer to/(from) Holding Company (Net)	-	(0.80)	-	-	-	-	-	-	-	-	-	-
Closing fair value of plan assets	48.97	44.20	-	-	2.51	2.86	-	-	-	-	-	-

The major categories of plan assets as percentage of total plan assets:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence-Domestic Plans (Unfunded)		Compensated Absence - Foreign Plans (Unfunded)	
Debt securities	100.00%	100.00%	N/A	N/A	100.00%	100.00%	N/A	N/A	N/A	N/A	N/A	N/A

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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:

	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate	Discount Rate	Medical Cost
Change in Assumption								
Increase by 1%	7.90%	Defined above	7.90%	Defined above	7.10%	Defined above	7.90%	7.00%
Decrease by 1%	5.90%	Defined above	5.90%	Defined above	5.10%	Defined above	5.90%	5.00%
Impact on defined benefit obligation								
Increase by 1%	(4.50)	5.04	(0.17)	-	N.A.	N.A.	(1.60)	1.77
Decrease by 1%	5.25	(4.49)	0.19	-	N.A.	N.A.	2.05	(1.40)
Impact on service cost and interest cost								
Increase by 1%	1.03	1.67	0.01	-	N.A.	N.A.	(0.36)	0.51
Decrease by 1%	(0.91)	(1.47)	(0.01)	-	N.A.	N.A.	0.46	(0.39)

Maturity profile of defined benefit obligation:

	Amount in ₹ Crore				
Within 1 Year	5.91	0.29	0.13	0.34	1.28
1-2 years	5.88	0.29	-	0.36	1.08
2-3 years	5.83	0.29	0.07	0.35	0.99
3-4 years	5.50	0.29	-	0.36	0.82
4-5 years	6.50	0.23	-	0.37	0.78
5-10 years	35.56	1.12	0.08	2.01	3.64

Employee benefit plans

The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk

Investment risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

In respect of the plan in India, the actuarial valuation of the plan assets and the present value of the defined benefit obligation are carried out for March 31, 2020 by Willis Towers Watson, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, are measured using the projected unit credit method on a proportionate basis.

The fair value of plan assets are majorly balance mix of investments in government securities and other debt instruments. The Trust activities are managed by mix of professional employees representing management and employees.

Bhavishya Kalyan Yojana (BKY)

During the period, the Group has decided to replace its employee benefit scheme BKY with Group Term Life Insurance (GTL) policy with effect from November 2019. The Group has reversed the provision of Rs. 3.90 crore during the financial year ended 31 March 2020 based on actuarial valuation.

The Group will continue to carry obligation under this scheme based on actuarial valuation for those beneficiaries having claims under this scheme before the date of discontinuation.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

36. CAPITAL MANAGEMENT

The Group's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders.

The Group's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

As there is no debt in the Company, hence the debt ratio is not applicable.

No changes were made in the objectives, policies or processes for managing capital of the Group during the current period and previous year.

Dividends

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(i) Equity shares		
Final dividend for the year ended 31 March 2019	-	76.43
Interim dividend declared during the year aggregating ₹ 40 per fully paid equity share (₹ 15 per fully paid equity share for FY 18-19)	176.70	78.24
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, the directors have recommended the payment of a final dividend of Nil per fully paid equity share on May 18, 2020 (final dividend of ₹ NIL per fully paid equity share on May 07, 2019 for FY 18-19). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting*	-	-

37.1. Categories of financial instruments

(Amount in ₹ Crore)

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investments :				
- mutual funds*	31.06	-	28.83	-
- debentures	-	5.00	-	5.00
- preference shares	-	-	-	5.00
Security deposits	-	7.68	-	7.32
Loans to others	-	-	-	3.43
Loans to related parties- Inter-corporate deposits	-	26.50	-	59.25
Bills of exchange	-	-	-	17.05
Unbilled receivables	-	98.36	-	104.08
Trade receivables	-	640.80	-	575.68
Finance lease receivable	-	-	-	-
Research and Development Expenditure Credit receivable	-	20.50	-	31.77
SEIS licenses receivable	-	34.01	-	14.59
Cash and cash equivalents	-	376.08	-	372.53
Other bank balances	-	12.95	-	11.45
Others	-	9.42	-	14.63
Total financial assets	31.06	1,231.30	28.83	1,221.78
Financial liabilities				
Trade payables	-	243.13	-	294.82
Lease Liabilities	-	258.19	-	-
Provision for Interim Dividend	-	-	-	-
Others	-	47.18	-	18.51
Total financial liabilities	-	548.50	-	313.33

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
37.2. (a). FAIR VALUE HIERARCHY

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

(Amount in ₹ Crore)

Particulars	As at March 31, 2020	Fair value measurement at the end of the year		
		Level 1	Level 2	Level 3
Financial Assets				
Investments in Mutual Funds	31.06	31.06	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019.

(Amount in ₹ Crore)

Particulars	As at March 31, 2019	Fair value measurement at the end of the year		
		Level 1	Level 2	Level 3
Financial Assets				
Investments in Mutual Funds	28.83	28.83	-	-

* Based on Net Asset Value (NAV) as published daily by respective Fund Houses.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie prices) or indirectly (ie derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

37.2. (b). Valuation technique used to determine fair value

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

- Investments in mutual funds: The fair value is derived based on the closing Net Asset value published by the respective mutual fund houses.
- Derivative instruments: The Company enters into foreign currency forward contracts with banks with investment grade credit ratings. These are valued using the forward pricing valuation technique, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates.

37.2. (c). As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-

- Trade receivables
- Cash and Cash Equivalent
- Other Bank Balances
- Loans
- Borrowings
- Trade payables
- Other financial liabilities
- Other financial assets

37.3. Financial risk management

In the course of its business, the Group is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Group has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Group's business plan.

Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

37.4. 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, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

37.5. Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, 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 consolidated entities.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, Great Britain Pounds, Euro and Swedish Krona, against the respective functional currencies of Tata Technologies Limited and its subsidiaries.

The Group, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its risk management policies. For further details with respect to Foreign Currency Risk (other than risk arising from derivatives) refer below details.

Furthermore, any movement in the functional currencies of the various operations of the Group against major foreign currencies may impact the Group's revenues from its international operations. Any weakening of the functional currency may impact the Group's cost of imports and cost of borrowings and consequently may increase the cost of financing the Group's capital expenditures.

The Group uses forward exchange contracts to hedge its exposure in foreign currency. The information on derivative instruments is as follows:

Derivative instruments outstanding as at March 31, 2020 & March 31, 2019 are as follows:

The Group do not have open forward contracts as at March 31, 2020 and previous year as at 31 March 2019

Foreign exchange currency exposures not covered by derivative instruments as at March 31, 2020 and March 31, 2019

(Amount in Crore)

Particulars	Currency	As at March 31, 2020		As at March 31, 2019	
		Amount in Foreign Currency	Equivalent amount in ₹	Amount in Foreign Currency	Equivalent amount in ₹
Financial Assets:					
Trade Receivables and unbilled revenue*	EUR	0.31	25.45	0.18	14.00
	GBP	0.44	41.10	1.72	155.70
	USD	1.22	92.40	1.09	75.07
	SGD	0.02	1.04	0.17	8.54
	RON	-	-	-	0.00
	CAD	1.22	1.22	0.01	0.73
	CNY	1.01	10.73	0.39	4.04
	JPY	-	-	0.01	0.01
	THB	0.12	0.29	0.20	0.44
	INR	-	-	0.01	0.01
	CHF	0.02	1.55	0.02	1.37
	ZAR	0.03	0.13	0.00	0.02
	SEK	4.81	35.81	4.77	35.51
				-	

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in Crore)

Particulars	Currency	As at March 31, 2020		As at March 31, 2019	
		Amount in Foreign Currency	Equivalent amount in ₹	Amount in Foreign Currency	Equivalent amount in ₹
Current account with Bank (including cheques in hand/money in transit)	USD	0.10	7.89	0.33	22.55
	EUR	0.01	1.20	0.16	12.67
	GBP	0.40	37.44	0.05	4.09
	SGD	0.00	0.23	0.18	9.27
	AUD	-	-	0.00	0.01
	ZAR	0.03	0.11	0.00	0.00
	JPY	12.12	8.42	-	-
Total		-	265.01	-	344.02
Financial Liabilities:					
Trade Payables & unearned revenue*	EUR	0.21	17.79	0.04	3.05
	SGD	0.00	0.00	0.03	1.28
	INR	0.06	0.06	0.29	0.29
	USD	0.36	27.23	0.23	15.59
	SEK	0.16	1.19	0.07	0.49
	GBP	0.02	1.43	0.03	2.41
	THB	0.06	0.13	0.10	0.21
	CAD	0.00	0.00	-	-
	AED	(0.01)	(0.12)	0.00	0.01
	CNY	0.01	0.11	0.00	0.01
	JPY	1.80	1.25	-	-
	CHF	0.00	0.25	-	-
Total			49.32		23.34

* The above balances are before considering intra-company balances elimination on consolidation.

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in increase/decrease in the Company's net income before tax by approximately ₹ 26.50 crores as at March 31, 2020 (₹ 34.40 crores as at March 31, 2019) and ₹ 4.93 crores as at March 31, 2020 (₹ 2.33 crores as at March 31, 2019) for financial assets and financial liabilities respectively.

37.6. Interest rate risk

The Company's investments are primarily in fixed rate interest bearing deposits/debentures and long term growth mutual funds. Hence, the Company is not significantly exposed to interest rate risk

37.7. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Company uses other publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Movement in the expected credit loss allowance		
Balance at the beginning of the year	39.79	13.05
Movement in expected credit allowance on trade receivables	13.12	28.29
Exchange fluctuation	3.68	(0.14)
Reversal of provisions for debts paid	(0.15)	(1.41)
Balance at the end of the year	56.44	39.79

37.8 Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2020:

(Amount in ₹ Crore)

Financial liabilities	Carrying amount	Due in 1st Year	Due in 2nd Year	Due in 3rd to 5th Year	Due after 5th Year	Total contractual cash flows
(a) Trade payables	243	243	-	-	-	243
	(295)	(295)	-	(-)	(-)	(295)
(b) Lease Liability	258	28	27	67	135	258
	-	-	-	(-)	(-)	-
(c) Derivative liabilities	-	-	-	-	-	-
	-	-	-	(-)	(-)	-
(d) Other financial liabilities	47	47	0	-	-	47
	(19)	(18)	(0)	(-)	(-)	(19)
Total	549	319	27	67	135	549
	(313)	(313)	(0)	(-)	(-)	(313)

37.9 Risk assessment by the Group of COVID 19 (Global Pandemic)

Particulars	Risk assessment by the Group
Revenue from operations	<p>The Group has assessed the following risks which could impact future revenue streams due to COVID 19 pandemic:</p> <ul style="list-style-type: none"> - prolonged lock-down situation in different geographies which may result in inability to deploy resources at different locations due to restrictions on mobility. - Customer postponing discretionary spend to secure liquidity and changes in priorities. - the inability of our customers to continue their businesses due to financial resource constraints or further slowdown in auto industry or if their services no-longer being availed by their customers <p>The Group has enabled 'Work from home' model for majority of workforce across the globe to address the risk of disruption in delivery of services. Hence the Group does not foresee any situation giving rise to disruption in delivery in case of prolonged lock-down situation. The Group is in constant touch with its customers to update them about the efforts being made by it to continue to fulfill our obligations.</p> <p>The Group has a diversified portfolio of offerings for its customers. The Group has incorporated risks of COVID 19 outbreak in its revenue projections to the extent known and available at present. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration.</p>

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Particulars	Risk assessment by the Group
Right to use assets (Lease Arrangements)	The Group has assessed the risk of COVID-19 disruptions to its revenues. Basis its assessment and on-going internal efficiency plans, it does not expect any large scale down-sizing of its employee base rendering the physical infrastructure redundant. The leased properties are used as delivery centers / sales offices which are long term in nature and the Group does not expect any change in the terms of lease arrangements including renewal options due to global pandemic that were assessed in this regard while assessing the Right to use assets.
Intangible assets	The Group carries intangible assets of ₹ 67.28 crores as at March 31, 2020 which includes net book value of software licenses and customer contracts. The Group does not expect any material changes in the amortisation period of software licences on account of global pandemic. The net book value commensurates with the life and the benefits to be derived in future by utilising those intangibles for revenue generation activities.
Goodwill	Goodwill is tested for impairment annually based on valuation done by external Valuation expert. The financial projections basis which the future cash flows have been tested for impairment have been factored to consider economic uncertainties due to COVID-19 in consultation with business teams. The growth rates and discounting rates have also been reassessed to factor impact of global pandemic while arriving at terminal value and subjecting these variables to sensitivity analysis. The Group does not foresee any impairment loss in the value of goodwill on account of global pandemic.
Financial assets	<p>The Group carries Financial assets of ₹ 1,262.36 crore as at March 31, 2020.</p> <p>The Group carries trade receivables of ₹ 640.80 crore and unbilled revenue of ₹ 98.36 crore as at March 31, 2020 which forms a significant part of the financial assets and are carried at amortised cost which is valued considering provision for allowance using expected credit loss method. The Group has assessed the credit risk of its clients and does not expect material increase in credit risk on overall basis other than those already factored in and consequential default considering emerging situations due to COVID-19.</p> <p>Financial assets of ₹ 389.03 crore have been recorded as at March 31, 2020 at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks where the Group has assessed the counterparty credit risk.</p> <p>The Group has also prepared detailed cash flow projections for future years after factoring impact of COVID-19 outbreak on its revenue streams and due to possible delay in customer collections. The Group does not expect any liquidity risk due to emerging COVID 19 situation.</p> <p>Financial assets of ₹ 31.06 crore have been recorded as at March 31, 2020 at fair value through profit and loss account in the form of investments in debt based mutual funds where the Group has assessed the counterparty credit risk. The Group does not expect a material increase in credit risk on an overall other than those that are already factored in.</p> <p>Other Loans and Financial assets are at Rs. 98.11 crore which includes ₹ 54.51 crore recoverable from government authorities under incentive schemes and Rs. 26.50 crore towards inter corporate deposits with parent Group and 18.11 crore towards security deposits and other recoverables recorded at amortised cost. The Group does not expect a material increase in credit risk on an overall other than those that are already factored in.</p>
Deferred tax assets	The Group has factored its future projections to consider impact of COVID-19 on future revenues and taxable profits. Based on an assessment, the Group expects that there is reasonable certainty that sufficient future profits will be available to utilise the deferred tax assets carried by the Group.
Other non-financial assets	<p>The Group carries other non-financial assets of ₹ 116.81 crore including ₹ 55.84 crore Contract assets pertains to unbilled revenue on fixed price contracts awaiting billing milestone. The Group has assessed its recoverability along with trade receivable and unbilled revenue for each customer.</p> <p>The Group also carries unamortised balance of prepaid expenses of ₹ 50.97 crore and expects utilisation of services over the scheduled service period.</p>
Going Concern	<p>The Group has prepared its financial statements based on going concern basis and assessed its assumption based on reasonable future projections, estimates and other relevant assumptions as applicable. Amid emerging risks on account of COVID-19 outbreak, the Group has also factored the possible impact of global pandemic on its revenues and cashflow projections which are known to the Group.</p> <p>The Group has availed benefits of various incentives/schemes provided by various government authorities across the globe including furlough scheme in UK and Job support scheme in Singapore to ensure retention of its resources and savings in costs.</p> <p>The Group carries the cash and cash equivalents of ₹ 376.08 crore and current investments in high rated securities of ₹ 57.56 crore (including inter corporate deposits of ₹ 26.50 crore) as at March 31, 2020. The Group also has unutilized working capital limit which can be utilized to address any unforeseen liquidity risk in future.</p> <p>Hence the Group does not foresee any going concern issue on account of COVID-19 outbreak.</p>

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

38 RELATED PARTY DISCLOSURES FOR THE PERIOD ENDED MARCH 31, 2020.

a) Related party and their relationship

1	Parent Company	Tata Motors Limited
2	Fellow subsidiaries	<ol style="list-style-type: none"> 1 Concorde Motors (India) Limited 2 Tata Motors European Technical Centre PLC 3 Tata Motors Insurance Broking and Advisory Services Limited 4 TMF Holdings Limited 5 TML Holdings Pte. Limited 6 TML Distribution Company Limited 7 Tata Hispano Motors Carrocera S.A. 8 Tata Hispano Motors Carroceries Maghreb SA 9 TML Drivelines Limited (Merged into Tata Motors Limited w.e.f. April 30, 2018) 10 Trilix S.r.l. (Shareholding increased from 80% to 100% w.e.f. Deccember 6, 2018) 11 Tata Precision Industries Pte. Limited 12 Tata Marcopolo Motors Limited 13 Tata Daewoo Commercial Vehicle Company Limited 14 Tata Daewoo Commercial Vehicle Sales and Distribution Company Limited 15 Tata Motors (Thailand) Limited (increase in shareholding from 95.49% to 95.81% on account of further allotment of 2,500,000 shares to TML Holdings Pte. Ltd. w.e.f. April 2, 2018 & from 95.81% to 95.87% on account of further allotment of 548,000 shares to TML Holdings Pte. Ltd. w.e.f. November 22, 2018) 16 Tata Motors (SA) (Proprietary) Limited 17 PT Tata Motors Indonesia 18 PT Tata Motors Distribusi Indonesia 19 TMNL Motor Services Nigeria Limited 20 Jaguar Land Rover Automotive Plc 21 Jaguar Land Rover Limited 22 Jaguar Land Rover Austria GmbH 23 Jaguar Land Rover Japan Limited 24 JLR Nominee Company Limited (dormant) 25 Jaguar Land Rover Deutschland GmbH 26 Jaguar Land Rover North America LLC 27 Jaguar Land Rover Nederland BV 28 Jaguar Land Rover Portugal - Veículos e Peças, Lda. 29 Jaguar Land Rover Australia Pty Limited 30 Jaguar Land Rover Italia Spa 31 Jaguar Land Rover Korea Company Limited 32 Jaguar Land Rover (China) Investment Co., Ltd. 33 Jaguar Land Rover Canada ULC 34 Jaguar Land Rover France, SAS 35 Jaguar Land Rover (South Africa) (Pty) Limited 36 Jaguar e Land Rover Brasil Indústria e Comércio de Veículos LTDA 37 Limited Liability Company "Jaguar Land Rover" (Russia) 38 Jaguar Land Rover (South Africa) Holdings Limited 39 Jaguar Land Rover Classic Deutschland GmbH (Incorporated w.e.f. August 10, 2018) 40 Jaguar Land Rover Hungary KFT (Incorporated w.e.f. July 30, 2018) 41 Jaguar Land Rover India Limited 42 Jaguar Land Rover Espana SL 43 Jaguar Land Rover Belux NV 44 Jaguar Land Rover Holdings Limited 45 Jaguar Cars South Africa (Pty) Limited (dormant)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

46	The Jaguar Collection Limited (Dissolved June 19, 2018)
47	Jaguar Cars Limited (dormant)
48	Land Rover Exports Limited (dormant)
49	Land Rover Ireland Limited
50	The Daimler Motor Company Limited (dormant)
51	Daimler Transport Vehicles Limited (dormant)
52	S.S. Cars Limited
53	The Lanchester Motor Company Limited (dormant)
54	Shanghai Jaguar Land Rover Automotive Services Company Limited
55	Jaguar Land Rover Pension Trustees Limited (dormant)
56	Jaguar Land Rover Slovakia s.r.o
57	Jaguar Land Rover Singapore Pte. Ltd.
58	Jaguar Racing Limited
59	InMotion Ventures Limited
60	InMotion Ventures 1 Limited
61	InMotion Ventures 2 Limited
62	InMotion Ventures 3 Limited
63	InMotion Ventures 4 Limited (Incorporated w.e.f. January 4, 2019)
64	Jaguar Land Rover Colombia S.A.S
65	Jaguar Land Rover Ireland (Services) Limited (Incorporated w.e.f. July 28, 2017)
66	Jaguar Land Rover Taiwan Company Limited (Incorporated w.e.f. November 17, 2017)
67	Jaguar Land Rover Servicios México, S.A. de C.V. (Servicios GDV Mexico S.A. de C.V. incorporated w.e.f October 2, 2017 and was renamed w.e.f. December 11, 2017)
68	Jaguar Land Rover México, S.A.P.I. de C.V. (GDV Imports Mexico SAPI de C.V. ncorporated w.e.f October 2, 2017 and was renamed w.e.f. December 11, 2017)
69	Jaguar Land Rover Classic USA LLC (Incorporated June 1, 2018) (dormant)
70	Tata Motors Finance Solutions Limited
71	Tata Motors Finance Limited (Name changed from Sheba Properties Limited w.e.f. June 30, 2017)
72	Spark44 (JV) Limited
73	Spark44 Pty. Ltd. (Sydney, Australia)
74	Spark44 GmbH (Frankfurt, Germany)
75	Spark44 LLC (LA & NYC, USA)
76	Spark44 Shanghai Limited (Shanghai, China)
77	Spark44 DMCC (Dubai, UAE)
78	Spark44 Demand Creation Partners Pvt. Limited (Mumbai, India)
79	Spark44 Limited (London & Birmingham, UK)
80	Spark44 Singapore Pte. Ltd. (Singapore)
81	Spark44 Communications SL (Madrid, Spain)
82	Spark44 S.r.l. (Rome, Italy)
83	Spark44 Seoul Limited (Korea)
84	Spark44 Japan K.K. (Tokyo, Japan)
85	Spark44 Canada Inc (Toronto, Canada)
86	Spark44 Pty. Limited (South Africa)
87	Spark44 Colombia S.A.S. (Colombia) (Incorporated w.e.f. May 10, 2018)
88	Spark44 Taiwan Limited (Taiwan) (Incorporated w.e.f. May 7, 2018)
89	Tata Toyo Radiator Limited (ceased to be a joint venture and became a subsidiary w.e.f. 01.07.2018)
90	Tata Teleservices Limited (Ceased to be a joint venture and became a subsidiary w.e.f. 31.10.2017)
91	MMP Mobi Wallet Payment Systems Limited (w.e.f. 31.10.2017)
92	NVS Technologies Limited (w.e.f. 31.10.2017)
93	TTL Mobile Private Limited (formerly Virgin Mobile (India) Private Limited (ceased to be a joint venture and is a subsidiary w.e.f. 10.11.2017)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

94	Tata Teleservices (Maharashtra) Limited (Ceased to be a joint venture and became a subsidiary w.e.f. 31.10.2017)
95	Tata Communications Limited (Ceased to be an associate and became a subsidiary w.e.f. 28.05.2018)
96	Tata Communications Transformation Services Limited (w.e.f. 28.05.2018)
97	Tata Communications Collaboration Services Private Limited (w.e.f. 28.05.2018)
98	Tata Communications Payment Solutions Limited (w.e.f. 28.05.2018)
99	Tata Communications Lanka Limited (w.e.f. 28.05.2018)
100	Tata Communications Services (International) Pte. Limited (w.e.f. 28.05.2018)
101	Tata Communications (Bermuda) Limited (w.e.f. 28.05.2018)
102	Tata Communications (Netherlands) B.V. (w.e.f. 28.05.2018)
103	Tata Communications (Hong Kong) Limited (w.e.f. 28.05.2018)
104	ITXC IP Holdings S.A.R.L. (w.e.f. 28.05.2018)
105	Tata Communications (America) Inc. (w.e.f. 28.05.2018)
106	Tata Communications (International) Pte Limited (w.e.f. 28.05.2018)
107	Tata Communications (Canada) Limited (w.e.f. 28.05.2018)
108	Tata Communications (Belgium) S.P.R.L. (w.e.f. 28.05.2018)
109	Tata Communications (Italy) SRL (w.e.f. 28.05.2018)
110	Tata Communications (Portugal) Unipessoal LDA (w.e.f. 28.05.2018)
111	Tata Communications (France) SAS (w.e.f. 28.05.2018)
112	Tata Communications (Nordic) AS (w.e.f. 28.05.2018)
113	Tata Communications (Guam) L.L.C. (w.e.f. 28.05.2018)
114	Tata Communications (Portugal) Instalacao E Manutencao De Redes LDA (w.e.f. 28.05.2018)
115	Tata Communications (Australia) Pty Limited (w.e.f. 28.05.2018)
116	Tata Communications Services (Bermuda) Limited (w.e.f. 28.05.2018)
117	Tata Communications (Poland) SP.Z.O.O. (w.e.f. 28.05.2018)
118	Tata Communications (Japan) KK. (w.e.f. 28.05.2018)
119	Tata Communications (UK) Limited (w.e.f. 28.05.2018)
120	Tata Communications Deutschland GMBH (w.e.f. 28.05.2018)
121	Tata Communications (Middle East) FZ-LLC (w.e.f. 28.05.2018)
122	Tata Communications (Hungary) LLC (w.e.f. 28.05.2018)
123	Tata Communications (Ireland) DAC (w.e.f. 28.05.2018)
124	Tata Communications (Russia) LLC (w.e.f. 28.05.2018)
125	Tata Communications (Switzerland) GmbH (w.e.f. 28.05.2018)
126	Tata Communications (Sweden) AB (w.e.f. 28.05.2018)
127	TCPOP Communication GmbH (w.e.f. 28.05.2018)
128	Tata Communications (Taiwan) Limited (w.e.f. 28.05.2018)
129	Tata Communications (Thailand) Limited (w.e.f. 28.05.2018)
130	Tata Communications (Malaysia) Sdn. Bhd. (w.e.f. 28.05.2018)
131	Tata Communications Transformation Services South Africa (Pty) Ltd (w.e.f. 28.05.2018)
132	Tata Communications (Spain) S.L. (w.e.f. 28.05.2018)
133	Tata Communications (Beijing) Technology Limited (w.e.f. 28.05.2018)
134	VSNL SNOSPV Pte. Limited (w.e.f. 28.05.2018)
135	Tata Communications (South Korea) Limited (w.e.f. 28.05.2018)
136	Tata Communications Transformation Services (Hungary) Kft. (w.e.f. 28.05.2018)
137	Tata Communications Transformation Services Pte Limited (w.e.f. 28.05.2018)
138	Tata Communications (Brazil) Participacoes Limitada (w.e.f. 28.05.2018)
139	Tata Communications Transformation Services (US) Inc (w.e.f. 28.05.2018)
140	Tata Communications Comunicacoes E Multimidia (Brazil) Limitada (w.e.f. 28.05.2018)
141	Nexus Connexion (SA) Pty Limited (w.e.f. 28.05.2018)
142	SEPCO Communications (Pty) Limited (w.e.f. 28.05.2018)
143	Tata Communications (New Zealand) Limited (w.e.f. 28.05.2018)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	144	Tata Communications MOVE B.V.(formerly Teleena Holding B.V.) (w.e.f. 02.10.2018)
	145	Tata Communications MOVE Nederland B.V. (formerly Teleena Nederland B.V.) (w.e.f. 02.10.2018)
	146	Tata Communications MOVE UK Limited (formerly Teleena UK Limited) (w.e.f. 02.10.2018)
	147	Tata Communications MOVE Singapore Pte. Ltd. (formerly Teleena Singapore Pte. Ltd.) (w.e.f. 02.10.2018)
	148	MuCoso B.V. (w.e.f. 02.10.2018)
	149	Jaguar Land Rover Auto Ventures Limited (Incorporated w.e.f. December 13, 2019)
	150	Jaguar Land Rover (Ningbo) Trading Co. Limited (Incorporated w.e.f. November 4, 2019)
	151	Spark44 Demand Creation Partners India Limited (Mumbai, India)
3		Joint Venture
		TATA HAL Technologies Limited
4		Associates and Joint Venture of Parent Company
	1	Tata Sons Private Limited (Entity with more than 20% voting rights in Tata Motors Limited)
	2	Jaguar Cars Finance Limited
	3	Automobile Corporation of Goa Limited
	4	Nita Company Limited
	5	Tata Hitachi Construction Machinery Company Private Limited
	6	Tata Precision Industries (India) Limited
	7	Tata AutoComp Systems Limited
	8	Loginomic Tech Solutions Private Limited ("TruckEasy") (Acquired stake w.e.f. July 10, 2018)
	9	Serviplem S.A.U. (Liquidated w.e.f. Feb 6, 2019)
	10	Automotive Skill Training Pvt. Ltd. (It has been converted into Private Limited Company from Section 25 Company w.e.f. December 10 th 2018 (formerly Automotive Skills Training Foundation)
	11	Automotive Stampings and Assemblies Limited
	12	Nanjing Tata Autocomp Systems Limited
	13	TACO Engineering (UK) Limited (ceased w.e.f. 11.08.2017)
	14	TACO Engineering Services GmbH
	15	TACO Holdings (Mauritius) Limited
	16	TACO Kunststofftechnik GmbH (Dissolved w.e.f. 23.10.2017)
	17	TACO Grundstückverwaltungs GmbH (Dissolved w.e.f. 24.11.2017)
	18	Ryhpez Holding (Sweden) AB
	19	TitanX Holding AB
	20	TCE SOUTH AFRICA (Pty) Ltd (w.e.f. 16.07.2018)
	21	TitanX Engine Cooling Inc.
	22	TitanX Engine Cooling Kunshan Co. Ltd.
	23	TitanX Engine Cooling AB
	24	TitanX Engine Cooling, Poland (formed on 25-04-2018)
	25	TitanX Refrigeração de Motores LTDA
	26	TitanX Engine Cooling Holding AB (Merged with TitanX Holding AB w.e.f. 19.03.2018)
	27	Tata Ficosa Automotive Systems Private Limited (Tata Ficosa Automotive Systems Limited)
	28	Tata AutoComp GY Batteries Private Limited (formerly Tata AutoComp GY Batteries Limited)
	29	Tata Autocomp Hendrickson Suspensions Private Limited (formerly Taco Hendrickson Suspensions Private Limited)
	30	Air International TTR Thermal Systems Limited
	31	Tata Autocomp Katcon Exhaust Systems Private Limited (formerly Katcon India Private Limited)
	32	TM Automotive Seating Systems Private Limited
	33	TACO Sasken Automotive Electronics Limited (excluded from consolidation by TACO from 01.10.2010) (under liquidation w.e.f. 30.09.2010)
	34	Tata Cummins Private Limited
	35	Fiat India Automobiles Private Limited
	36	Chery Jaguar Land Rover Automotive Company Limited
	37	Chery Jaguar Land Rover Auto Sales Company Limited (100% Subsidiaries of Chery Jaguar Land Rover Automotive Company Limited)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

38	JT Special Vehicles Pvt. Limited (Incorporated as a JV with effect from July 13, 2016 with Jayem Automotives Pvt. Limited)
39	Ewart Investments Limited
40	Tata Limited
41	Tata AIA Life Insurance Company Limited
42	Tata AIG General Insurance Company Limited
43	Indian Rotorcraft Limited
44	Panatone Finvest Limited
45	TS Investments Limited
46	Tata SIA Airlines Limited
47	Infiniti Retail Limited
48	Tata Incorporated
49	Tata Business Support Services Limited
50	TBSS Healthcare TPA Services Limited (Amalgamated with Tata Business Support Services Limited pursuant to the order dated 30.11.2016 of the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and Andhra Pradesh. Effective Date: 23.03.2017. Appointed Date: 01.04.2016)
51	Global Information Services Private Limited (formerly Global Information Services Limited) (ceased to be an associate and is a subsidiary w.e.f. 13.05.2016) (Amalgamated with Tata Business Support Services Limited pursuant to the order dated 09.03.2017 of the Hon'ble National Company Law Tribunal bench at Mumbai. Effective Date: 23.03.2017. Appointed Date: 01.04.2016)
52	Tata Investment Corporation Limited
53	Simto Investment Company Limited
54	Tata Asset Management Limited
55	Tata Asset Management (Mauritius) Private Limited
56	Tata Pension Management Limited
57	Tata Consulting Engineers Limited
58	Ecofirst Services Limited
59	TCE QSTP-LLC (in liquidation)
60	Tata International AG, Zug
61	Tata AG, Zug
62	TRIF Investment Management Limited
63	Rockbourne Holding B.V. (ceased to be an associate and became a subsidiary w.e.f. 22.03.2018) (under liquidation)
64	Tata Petrodyne Limited
65	Belida B.V.
66	Dian Energy B.V.
67	Merangin B.V.
68	Meruap B.V.
69	Tata Advanced Systems Limited
70	Aurora Integrated Systems Private Limited
71	HELA Systems Private Limited
72	Nova Integrated Systems Limited
73	TASEC Limited (formerly TAS-AGT Systems Limited)
74	TASL Aerostructures Private Limited
75	Tata Lockheed Martin Aerostructures Limited
76	Tata Sikorsky Aerospace Limited (formerly Tara Aerospace Systems Limited)
77	Tata Boeing Aerospace Limited (formerly Tata Aerospace Limited)
78	Tata Capital Limited
79	India Collections Management Limited (Amalgamated with Tata Capital Limited w.e.f. 16.05.2016, Appointed Date: 01.04.2015)
80	Tata Capital Advisors Pte. Limited
81	Tata Capital Financial Services Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

82	Tata Capital Forex Limited (formerly TT Holdings & Services Limited) (ceased w.e.f. 30.10.2017)
83	TATA Capital General Partners LLP
84	Tata Capital Growth Fund I
85	Tata Capital Healthcare General Partners LLP
86	Tata Capital Housing Finance Limited
87	Tata Capital Markets Pte. Limited
88	Tata Capital Plc
89	Tata Capital Pte. Limited
90	Tata Cleantech Capital Limited
91	Tata Infrastructure Capital Limited (Amalgamated with Tata Capital Limited w.e.f. 16.05.2016, Appointed Date: 01.04.2015)
92	Tata Opportunities General Partners LLP
93	Tata Securities Limited
94	Tata Capital Special Situation Fund
95	Tata Capital Healthcare Fund I
96	Tata Capital Innovations Fund
97	Tata Capital Growth Fund II (w.e.f. 28.09.2018)
98	TC Travel and Services Limited (ceased w.e.f. 30.10.2017)
99	Tata Housing Development Company Limited
100	Apex Realty Private Limited
101	Ardent Properties Private Limited
102	Concept Developers & Leasing Limited (formerly Concept Marketing and Advertising Limited)
103	Gurgaon Infratech Private Limited (Merged with Tata Housing Development Co. Ltd. pursuant to the order dated April 29, 2016 of the Hon'ble High Court of Judicature at Mumbai w.e.f. April 1, 2014)
104	HLT Residency Private Limited
105	Kriday Realty Private Limited
106	Landscape Structures Private Limited (Merged with Tata Housing Development Co. Ltd. pursuant to the order dated April 29, 2016 of the Hon'ble High Court of Judicature at Mumbai w.e.f. April 1, 2014)
107	North Bombay Real Estate Private Limited
108	One-Colombo Project (Private) Limited
109	Promont Hillside Private Limited
110	Smart Value Homes (Boisar) Private Limited (formerly Niyati Sales Private Limited)
111	Tata Value Homes Limited (formerly Smart Value Homes Limited)
112	THDC Management Services Limited (formerly THDC Facility Management Limited)
113	World-One (Sri Lanka) Projects Pte. Limited
114	World-One Development Company Pte. Limited
115	Synergizers Sustainable Foundation (incorporated under Section 25 of the Companies Act, 1956)
116	Tata Realty and Infrastructure Limited
117	Acme Living Solutions Private Limited
118	Arrow Infraestate Private Limited
119	Gurgaon Construct Well Private Limited
120	Gurgaon Realtech Limited
121	HV Farms Private Limited
122	TRIF Gurgaon Housing Projects Private Limited
123	TRIL Amritsar Projects Limited (formerly TRIF Amritsar Projects Limited)
124	TRIL Constructions Limited
125	Wellkept Facility Management Services Private Limited (formerly TRIL Hospitality Private Limited)
126	TRIL Roads Private Limited
127	TRIL Urban Transport Private Limited
128	TRIL Infopark Limited
129	Hampi Expressways Private Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

130	TRIF Real Estate And Development Limited
131	Dharamshala Ropeway Limited
132	Manali Ropeways Private Limited
133	International Infrabuild Private Limited
134	Uchit Expressways Private Limited
135	TRPL Roadways Private Limited
136	Tata Consultancy Services Limited
137	Alti HR S.A.S. (Merged with Alti S.A. w.e.f. 01.04.2017)
138	Alti Infrastructures Systemes & Reseaux S.A.S. (Merged with Alti S.A. w.e.f. 01.04.2017)
139	Alti NV (Merged with Tata Consultancy Services Belgium S.A. w.e.f. 01.10.2017)
140	Alti S.A.
141	Alti Switzerland S.A. (Merged with Tata Consultancy Services Switzerland Ltd. w.e.f. 01.10.2017)
142	APTOnline Limited (formerly APOne Limited)
143	C-Edge Technologies Limited
144	CMC Americas Inc.
145	CMC eBiz Inc. (liquidated w.e.f. 20.06.2018)
146	Diligenta Limited
147	MahaOnline Limited
148	MGDC S.C.
149	MP Online Limited
150	Planaxis Technologies Inc. (Liquidated w.e.f. 31.03.2018)
151	PT Tata Consultancy Services Indonesia
152	Tata America International Corporation
153	Tata Consultancy Services (Africa) (PTY) Ltd.
154	Tata Consultancy Services (China) Co., Ltd.
155	Tata Consultancy Services (Philippines) Inc.
156	Tata Consultancy Services (South Africa) (PTY) Ltd.
157	Tata Consultancy Services (Thailand) Limited
158	Tata Consultancy Services Argentina S.A.
159	Tata Consultancy Services Asia Pacific Pte Ltd.
160	Tata Consultancy Services Belgium (formerly Tata Consultancy Services Belgium S.A.)
161	Tata Consultancy Services Canada Inc.
162	Tata Consultancy Services Chile S.A.
163	Tata Consultancy Services Danmark ApS
164	Tata Consultancy Services De Espana S.A.
165	Tata Consultancy Services De Mexico S.A.,De C.V.
166	Tata Consultancy Services Deutschland GmbH
167	Tata Consultancy Services Do Brasil Ltda
168	Tata Consultancy Services France SA (formerly Alti S.A.)
169	Tata Consultancy Services France SAS (Merged with Alti S.A. w.e.f. 01.04.2017)
170	Tata Consultancy Services Luxembourg S.A.
171	Tata Consultancy Services Malaysia Sdn Bhd
172	Tata Consultancy Services Netherlands BV
173	Tata Consultancy Services Osterreich GmbH
174	Tata Consultancy Services Portugal Unipessoal Limitada
175	Tata Consultancy Services Qatar S.S.C.
176	Tata Consultancy Services Sverige AB
177	Tata Consultancy Services Switzerland Ltd.
178	TCS e-Serve America, Inc.
179	TCS Financial Solutions (Beijing) Co., Ltd.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

180	TCS Financial Solutions Australia Holdings Pty Limited
181	TCS Financial Solutions Australia Pty Limited
182	TCS FNS Pty Limited
183	TCS Iberoamerica SA
184	TCS Inversiones Chile Limitada
185	TCS Italia SRL
186	TCS Solution Center S.A.
187	TCS Uruguay S. A.
188	Teamlink (Liquidated with effect from 31.01.2018)
189	TESCOM (France) Software Systems Testing S.A.R.L. (Merged with Alti S.A. w.e.f. 01.04.2017)
190	TCS e-Serve International Limited
191	Tata Consultancy Services Japan, Ltd.
192	TCS Foundation(formed under Section 8 of the Companies Act, 2013)
193	W12 Studios Limited (w.e.f. 01.11.2018)
194	Tata Consultancy Services Saudi Arabia
195	Technology Outsourcing S.A.C.
196	MS CJV Investments Corporation (dissolved w.e.f. 24.01.2017)
197	Diligenta 2 Limited (dissolved w.e.f. 14.03.2017)
198	PT Financial Network Services (liquidated w.e.f. 16.03.2017)
199	Tata Trustee Company Limited
200	Tata Sky Limited
201	ACTVE Digital Services Private Limited
202	Tata Sky Broadband Private Limited (formerly Quickest Broadband Private Limited)
203	TSBB Voice Private Limited (w.e.f. 13.02.2019)
204	Eurofins Advinus Limited (formerly Advinus Therapeutics Limited) (ceased to be subsidiary w.e.f. 05.10.2017)
205	Advinus Therapeutics Inc. (ceased to be subsidiary w.e.f. 05.10.2017)
206	Impetis Biosciences Limited (w.e.f. 24.07.2017) (ceased to be subsidiary w.e.f. 05.10.2017)
207	Niskalp Infrastructure Services Limited (formerly Niskalp Energy Limited)
208	India Emerging Companies Investment Limited
209	Inshaallah Investments Limited
210	Tata Industries Limited
211	Apex Investments (Mauritius) Holding Private Limited (Amalgamated with Tata Industries Limited pursuant to the order dated 18.10.2017 of the Hon'ble NCLT at Mumbai Bench. Effective Date: 12.12.2017. Appointed Date: 01.04.2017)
212	Tata Advanced Materials Limited
213	Tata Interactive Systems AG (ceased 05.07.2018)
214	Tata Interactive Systems GmbH (ceased w.e.f. 02.07.2018)
215	Tata Unistore Limited (formerly Tata Industrial Services Limited) (Ceased to be a subsidiary and became a joint venture w. e. f. 29.03.2018) (ceased w.e.f. 27.03.2019)
216	Landmark E-tail Limited (Amalgamated with Tata Unistore Limited pursuant to the order dated 29.06.2017 of the Hon'ble NCLT at Mumbai Bench. Effective Date: 30.06.2017. Appointed Date: 01.07.2015)
217	Inzpera Healthsciences Limited (ceased w.e.f. 27.03.2019)
218	Qubit Investments Pte. Limited
219	Tata SmartFoodz Limited (formerly SmartFoodz Limited) (w.e.f. 16.11.2017)
220	Tata Autocomp Systems Limited (Included above as a Direct Associate of Tata Motors Limited)
221	Tata International Limited
222	Alliance Motors Ghana Limited
223	Bachi Shoes Limited (Amalgamated with Tata International Limited pursuant to the order dated 05.07.2017 of the National Company Law Tribunal at Chennai and order dated 11.07.2017 of the National Company Law Tribunal at Mumbai. Effective Date: 01.04.2015. Appointed Date: 01.04.2015)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

224	Blackwood Hodge Zimbabwe (Private) Limited
225	Calsea Footwear Private Limited
226	Cometal, S.A.R.L.
227	Euro Shoe Components Limited
228	Monroa Portugal, Comércio E Serviços, Unipessoal LDA
229	Move On Componentes E Calçado, S.A.
230	Move On Retail Spain, S.L.
231	M'Pumalanga Mining Resources SA (ceased w.e.f. 16.03.2018)
232	M'Pumalanga Mining Investment Holdings Limited (formerly TAHL (Mauritius) Mining Projects Limited) (ceased w.e.f. 16.03.2018)
233	Tata International Metal (S.A) Pty Ltd (w.e.f. 01.04.2018)
234	Pamodzi Hotels Plc
235	TAH Pharmaceuticals Limited
236	TAHL (Mauritius) Mining Projects Limited
237	Tata Africa (Cote D'Ivoire) SARL
238	Tata Africa Holdings (Ghana) Limited
239	TATA Africa Holdings (Kenya) Limited
240	Tata Africa Holdings (SA) (Proprietary) Limited
241	Tata Africa Holdings (Tanzania) Limited
242	Tata Africa Services (Nigeria) Limited
243	Tata Africa Steel Processors (Proprietary) Limited
244	Tata Automobile Corporation (SA) (Proprietary) Limited
245	Tata De Mocambique, Limitada
246	Tata Holdings Mocambique Limitada
247	Tata International Metals (Americas) Limited (formerly Tata Steel International (North America) Limited)
248	Tata International Metals (Asia) Limited (formerly Tata Steel International (Hongkong) Limited)
249	Tata International Metals (UK) Limited (formerly Tata Steel International (UK) Limited)
250	Tata International Singapore Pte Limited
251	Tata International Trading Brasil Ltda (ceased w.e.f. 30.11.2017)
252	Tata South East Asia (Cambodia) Limited
253	Tata South-East Asia Limited
254	Tata Uganda Limited
255	Tata West Asia FZE
256	Tata Zambia Limited
257	Tata Zimbabwe (Private) Limited
258	TIL Leather Mauritius Limited
259	Tata International West Asia DMCC
260	Motor-Hub East Africa Limited
261	Tata International Vietnam Company Limited
262	Tata Africa (Senegal) S.A.R.L.
263	Tata International Canada Limited
264	Newshelf 1369 Pty Ltd.
265	TAHL (Mauritius) Power Projects Limited (ceased w.e.f. 14.04.2016)
266	Tata International Unitech Senegal (formerly Unitech Motors S.A) (merged with Tata Africa (Senegal) S.A.R.L. w.e.f 30.06.2016)
267	Taj Air Limited
268	Taj Air Metrojet Aviation Limited (Amalgamated with Taj Air Limited pursuant to the order dated 12.04.2018 of the Hon'ble NCLT. Effective Date: 11.05.2018. Appointed Date: 01.04.2017)
269	AirAsia (India) Limited
270	Strategic Energy Technology Systems Private Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

	271	Tata Internet Services Limited (Amalgamated with Tata Teleservices Limited pursuant to the order dated 24.04.2017 of the Hon'ble High Court of Judicature at New Delhi. Effective Date: 04.05.2017. Appointed Date: 01.01.2015)
	272	A & T Road Construction Management and Operation Private Limited
	273	Pune Solapur Expressways Private Limited
	274	TRIL IT4 Private Limited (formerly Albrecht Builder Private Limited)
	275	Mikado Realtors Private Limited
	276	MIA Infrastructure Private Limited
	277	Industrial Minerals and Chemicals Company Private Limited
	278	Nectar Loyalty Management India Limited (ceased w.e.f. 22.08.2016)
	279	Arvind and Smart Value Homes LLP
	280	Princeton Infrastructure Private Limited (ceased to be a joint venture and is a subsidiary w.e.f. 15.03.2019)
	281	Sohna City LLP
	282	Technopolis Knowledge Park Limited
	283	HL Promoters Private Limited
	284	Kolkata-One Excelton Private Limited
	285	Sector 113 Gatevida Developers Private Limited (formerly Lemon Tree Land & Developers Private Limited)
	286	Promont Hilltop Private Limited
	287	Smart Value Homes (Peenya Project) Private Limited (formerly Smart Value Homes (Boisar Project) Private Limited)
	288	Smart Value Homes (New Project) LLP
	289	One Bangalore Luxury Projects LLP
	290	Tata International DLT Private Limited
	291	Tata International Wolverine Brands Limited
	292	Tata International GST AutoLeather Limited
	293	Synaptiv Limited (InMotion Ventures Limited holds Equity Investments valued at GB£1,56,000) (GB£100,000 - 30 April 2018)
	294	DriveClubService Pte. Ltd. (InMotion Ventures Limited holds Equity Investments valued at US\$2,50,000)
	295	Cloud Car Inc
	296	Durg Shivnath Expressways Private Limited (formerly SMS Shivnath Infrastructure Private Limited (w.e.f. 26.04.2017)
	297	Matheran Rope-Way Private Limited (w.e.f. 19.06.2017)
	298	TATASOLUTION CENTER S.A.
	299	Alliance Finance Corporation Limited (w.e.f. 18.04.2017)
	300	Ardent Properties Private Limited (Ceased to be a subsidiary and is a joint venture w.e.f. 04.12.2017)
	301	MIA Infrastructure Private Limited (Ceased to be a joint venture and is a subsidiary w.e.f. 17.10.2017)
	302	SmartFoodz Limited (w.e.f. 16.11.2017)
	303	Flisom - AG (Ceased to be an associate and is a subsidiary w.e.f. 15.06.2018)
	304	915 Labs LLC (w.e.f. 27.03.2019)
	305	Impetis Biosciences Limited (w.e.f. 05.10.2017)
	306	Tata Digital Limited (w.e.f. 11.03.2019)
	307	Tata Engineering Consultants Saudi Arabia Company (w.e.f. 24.11.2019)
	308	AFCL RSA (Pty) Limited (w.e.f. 14.10.2019)
	309	Tata International Myanmar Limited (w.e.f. 17.12.2019)
	310	TCTS Senegal Limited (w.e.f. 23.12.2019)
	311	Tata Autocomp SECO Powertrain Private Limited (w.e.f. 26.11.2019)
5	Post employment benefit plans	
	1	Tata Technologies (India) Limited Gratuity Fund
	2	Tata Technologies (India) Limited Superannuation Fund
	3	Tata Technologies (India) Limited Provident Fund

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

6 Key Management Personnel of the Company	1	Mr. Warren Harris, Managing Director
	2	Mr. Anubhav Kapoor, Company Secretary (upto July 14, 2018)
	3	Mr. J.K. Gupta, Chief Financial Officer
	4	Mr. S. Ramadorai, Director
	5	Mr. P.P. Kadle, Director
	6	Mr. Rakesh Makhija, Director
	7	Ms. Falguni Nayar, Director
	8	Mr. Guenter Butschek, Director
	9	Mr. P.B. Balaji, Director
	10	Mr. Vikrant Gandhe, Company Secretary (w.e.f July 16, 2018)
7 Key Management Personnel in subsidiary companies & Joint Venture	1	Mr. Fernando Oviedo. Director
	2	Mrs. Sonal Ramrakhiani, Director
	3	Mr. Rajarajan Shanmugam, Director

38 Related Party Disclosures for the period ended March 31, 2020 & year ended March 31, 2019

b) Transactions with related parties

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Joint Venture	Associates and joint venture of Parent company	Key Management Personnel (**)	Total
Purchase of products	- (-)	- (0.43)	- (-)	0.71 (0.41)	- (-)	0.71 (0.84)
Sale of products	39.02 (29.35)	4.12 (3.55)	0.05 -	15.53 (34.90)	- (-)	58.72 (67.80)
Services received	4.24 (1.91)	0.08 (0.24)	0.55 (0.57)	13.83 (18.70)	- (-)	18.70 (21.42)
Services rendered	547.18 (527.54)	686.30 (774.50)	- -	82.29 (95.57)	- (-)	1,315.77 (1,397.61)
Finance placed (including loans, equity & ICD)	1,031.75 (1,125.25)	- (-)	- (-)	- (-)	- (-)	1,031.75 (1,125.25)
Finance received back (including loans, equity & ICD)	1,064.50 (1,143.60)	- (-)	- (-)	- -	- (-)	1,064.50 (1,143.60)
Dividend paid	121.20 (90.90)	3.25 (2.44)	- (-)	22.48 (16.86)	2.68 (2.06)	149.61 (112.26)
Interest paid / (received)(net)	(3.23) (-3.71)	(0.54) (-0.55)	- (-)	(0.31) (-0.11)	- (-)	(4.08) (-4.37)
Remuneration	- (-)	- (-)	- (-)	- (-)	12.25 (11.79)	12.25 (11.79)
Amount receivable including unbilled receivables	143.38 (114.84)	190.09 (127.58)	0.02 -	12.19 (34.62)	- (-)	345.68 (277.04)
Amount payable	1.24 (0.26)	0.06 (6.89)	0.06 (0.12)	8.37 (7.41)	3.19 (1.24)	12.92 (15.92)

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Joint Venture	Associates and joint venture of Parent company	Key Management Personnel (**)	Total
Lease receivables	-	-	-	0.72	-	0.72
	-	-	-	(1.28)	-	(1.28)
Amount receivable (in respect of loans and bonds)	26.50	5.29	-	-	-	31.79
	(59.25)	(5.29)	(-)	-	(-)	(64.54)
Commission	-	-	-	-	0.50	0.50
	(-)	(-)	(-)	(-)	(0.60)	(0.60)
Sitting fees	-	-	-	-	0.19	0.19
	(-)	(-)	(-)	(-)	(0.17)	(0.17)

The above transactions are excluding reimbursement of expenses

* Previous year's figures are shown in the brackets

** Includes transactions with the key management personnel in subsidiary companies and joint venture.

Disclosure of material transactions:
Purchase of products:

Tata Consultancy Services: ₹ 0.71 crore (March 31, 2019 ₹ 0.02 Crore)

Sale of products:

Tata Consultancy Services: ₹ 12.76 crores (March 31, 2019 ₹ 26.13 crores)

Services received:

Tata Communications Limited: ₹ 6.95 crores (March 31, 2019 ₹ 7.56 Crores)

Tata Sons Limited: ₹ 6.34 crores (March 31, 2019 ₹ 6.13 crores)

Services Rendered:

Jaguar Land Rover Limited ₹ 663.30 crore (March 31, 2019 ₹ 753.92 crores)

Interest received:

Tata Motors Finance Limited ₹ 0.55 crores (March 31, 2019 ₹ 0.55 Crores)

Tata Hitachi Construction Machinery Private limited ₹ 0.24 crores (March 31, 2019 ₹ 0.11 crores)

Dividend paid:

TATA Capital General Partners LLP: ₹ 14.99 crores (March 31, 2019 ₹ 11.24 crores)

(Amount in ₹ Crore)

Consideration of key management personnel	Year ended March 31, 2020	Year ended March 31, 2019
Short term benefits	13.39	12.77
Post employment benefits	0.34	0.30

Notes:

1. Consideration of benefits payables to Key Managerial Management Personnel are in respect of holding company.
2. Includes provision for encashable leave and gratuity for certain key management personnels on estimate basis as a separate actuarial valuation is not available

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

39. DETAILS OF SUBSIDIARIES

The following subsidiary companies are considered in the consolidated financial statements

Sr. no	Name of the Subsidiary Company	Country of Incorporation	% of holding either directly or through subsidiary as at	
			March 31, 2020	March 31, 2019
Direct Subsidiary				
1	TATA Technologies Pte. Ltd.	Singapore	100	100
Indirect Subsidiaries				
2	Tata Technologies (Thailand) Limited	Thailand	100	100
3	Tata Manufacturing Technologies Consulting (Shanghai) Limited	China	100	100
4	INCAT International Plc.	UK	100	100
5	Tata Technologies Europe Limited	UK	100	100
6	Escenda Engineering AB	Sweden	100	-
7	INCAT GmbH (in process of liquidation)	Germany	100	100
8	Tata Technologies Inc. **	USA	99.80	99.81
9	Tata Technologies de Mexico, S.A. de C.V ** (in process of liquidation refer note 41)	Mexico	99.80	99.81
10	Cambric Limited, Bahama **	Bahama, USA	99.80	99.76
11	Cambric GmbH (in process of liquidation) **	Germany	99.80	99.81
12	Tata Technologies SRL, Romania **	Romania	99.80	99.76
13	Tata Technologies Limited Employees Stock Option Trust	India	100	100
14	INCAT International Limited ESOP 2000	UK	100	100

** For these subsidiaries though the holding is 99.81 % and 99.76 %, the indirect voting power is 100%.

40. ADDITIONAL INFORMATION PURSUANT TO PARA 2 OF GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

Sr. No	Name of the entity in the group	(Net Assets), i.e., total assets minus total liabilities		Share in (profit) or loss		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	₹ Crores	As % of consolidated (profit) or loss	₹ Crores	As % of consolidated other comprehensive income	₹ Crores	As % of total comprehensive income	₹ Crores
Parent Company									
	Tata Technologies Limited	41.09%	(761.26)	116.05%	(291.93)	-0.36%	0.22	93.36%	(291.71)
Direct Subsidiaries - Indian									
	Tata Technologies Limited Employees Stock Option Trust	0.11%	(2.00)	-0.33%	0.82	0.00%	-	-0.26%	0.82
Direct and Indirect Subsidiaries - Foreign									
1	TATA Technologies Pte. Ltd.	45.15%	(836.43)	52.57%	(132.23)	116.85%	(71.19)	65.10%	(203.42)
2	Tata Technologies (Thailand) Limited	0.27%	(5.00)	-1.99%	5.00	1.07%	(0.65)	-1.39%	4.35

(Contd...)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Sr. No	Name of the entity in the group	(Net Assets), i.e., total assets minus total liabilities		Share in (profit) or loss		Share in other comprehensive income		Share in total comprehensive income	
		As % of consolidated net assets	₹ Crores	As % of consolidated (profit) or loss	₹ Crores	As % of consolidated other comprehensive income	₹ Crores	As % of total comprehensive income	₹ Crores
3	Tata Manufacturing Technologies Consulting (Shanghai) Limited	2.74%	(50.85)	-0.29%	0.72	1.88%	(1.14)	0.13%	(0.42)
4	INCAT International Plc.	2.50%	(46.29)	44.39%	(111.65)	2.47%	(1.50)	36.21%	(113.15)
5	Tata Technologies Europe Limited	44.00%	(815.22)	40.08%	(100.81)	36.07%	(21.98)	39.30%	(122.79)
6	Escenda Engineering AB	0.10%	(1.88)	-6.27%	15.77	-2.78%	1.70	-5.58%	17.47
7	INCAT GmbH (in process of liquidation)	1.03%	(19.17)	0.02%	(0.05)	2.36%	(1.44)	0.48%	(1.49)
8	Tata Technologies Inc	20.92%	(387.53)	3.86%	(9.72)	62.66%	(38.18)	15.33%	(47.90)
9	Tata Technologies de Mexico, S.A. de C.V (in process of liquidation)	0.19%	(3.52)	-0.91%	2.28	-1.56%	0.95	-1.03%	3.23
10	Cambric Limited, Bahama	1.05%	(19.36)	0.01%	(0.01)	0.00%	-	0.00%	(0.01)
11	Cambric GmbH (in process of liquidation)	0.09%	(1.68)	-0.06%	0.15	-0.12%	0.07	-0.07%	0.22
12	Tata Technolgies SRL, Romania	2.84%	(52.67)	5.19%	(13.06)	-3.86%	2.35	3.43%	(10.71)
13	INCAT International Limited ESOP 2000	1.08%	(20.00)	3.69%	(9.27)	1.04%	(0.63)	3.17%	(9.90)
	Joint Ventures (investment as per the equity method) - Indian								
	Tata HAL Technologies Ltd	0.00%	-	0.00%	-	0.00%	-	0.00%	-
	Consolidation Adjustment	-63.17%	1,170.26	-156.01%	392.44	-115.70%	70.50	-148.15%	462.94
	Total	100.00%	(1,852.61)	100.00%	(251.55)	100.00%	(60.93)	100.00%	(312.48)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

41. LIQUIDATION OF TATA TECHNOLOGIES DE MEXICO, S.A. DE C.V

The Board of Directors of the Company has approved a plan of liquidation of its group entity in Mexico viz. Tata technologies de Mexico, S.A. de C.V. and accordingly appointed a liquidator vide resolution passed on December 20, 2019. The application for liquidation has been filed by the liquidator and is pending for approval with Public Registry of Commerce in Mexico. As a result, the Company changed its basis of accounting on December 20, 2019 from going concern basis to a liquidation basis and has recorded the assets and liabilities of the company on liquidation basis as on March 31, 2020. A summary of assets and liabilities of the company is as given below:

Particulars	As at March 31, 2020	
	PESO Millions	₹ Crore
Property Plant and Equipments	0.03	0.01
Trade Receivables	21.30	6.78
Other Financial Assets	17.09	5.44
Other Assets	1.08	0.34
Total Assets (A)	39.50	12.57
Trade Payables	26.54	8.45
Other Financial Liabilities		-
Other Liabilities	2.95	0.94
Total Liabilities (B)	29.49	9.39
Net asset value (A-B)	10.01	3.18

42. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current period's classification / disclosure.

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W -100022

Swapnil Dakshindas
Partner
Membership No: 113896
ICAI UDIN: 20113896AAAABD1315

Pune : May 18, 2020

For and on behalf of the Board

S Ramadorai
Chairman
DIN: 00000002

J.K. Gupta
Chief Financial Officer
Pune : May 18, 2020

Warren Harris
Managing Director
DIN: 02098548

Vikrant Gandhe
Company Secretary

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF TATA TECHNOLOGIES LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the standalone financial statements of Tata Technologies Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the 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 standalone 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 2020, and profit and other comprehensive income, 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 Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone 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 annual report, but does not include the financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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' Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the state of affairs, profit 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 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the 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 Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to 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 in the standalone financial statements 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 and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the 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 2020 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 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 Auditors' 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:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 28 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

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) which are required to be commented upon by us.

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

Chartered Accountants

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

Swapnil Dakshindas

Partner

Membership No. 113896

ICAI UDIN: 20113896AAAABC5111

Place: Pune

Date: 18 May 2020

ANNEXURE "A" TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the members of Tata Technologies Limited on the standalone financial statements as of and for the year ended 31 March 2020

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a physical verification programme whereby items of fixed assets are physically verified according to a phased programme designed to cover all the items over a period of three years. In our opinion, the frequency of such physical verification programme is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.
- (ii) The Company is in the business of providing services and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us, and based on the audit procedures performed by us, the Company has granted unsecured loans to one party i.e. its holding company (Balance as at 31 March 2020 is Rs. 26.50 crores), which is a party covered in the register maintained under Section 189 of the Act.
- (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not, prima facie, prejudicial to the Company's interest.
- (b) The aforesaid loans are repayable on demand. The holding company is repaying the principal amounts whenever called and is also regular in payment of interest.
- (c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 186 of the Act in respect of the loans and investments made. However, the Company has not issued any guarantees or provided any security.
- (v) The Company has not accepted any deposits from the public in terms of directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules made there under to the extent notified. Therefore, the provision of Clause 3(v) of the said Order are not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the products of the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Professional tax though there has been a slight delay in few cases, and is regular in depositing undisputed statutory dues including Provident fund, Income tax, Goods and Service tax, Duty of customs, Cess and other material statutory dues, as applicable, with the appropriate authorities except in connection with certain employee related dues as more fully described in note 28(b) to the financial statements.

According to the information and explanations given to us, no undisputed amounts payable in respect of Professional tax, Provident fund, Income tax, Goods and Service tax, Duty of customs, Cess and other material statutory dues were in arrears as at 31 March 2020, for a period of more than six months from the date they became payable except in connection with certain employee related dues as more fully described in note 28(b) to the financial statements.

- (b) According to information and explanation given to us and the records of the Company examined by us, there are no dues of Income tax, Duty of customs, Duty of excise, Goods and Service Tax and Value added tax which have not been deposited on account of any dispute. The particulars of dues of service tax and Sales tax which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Forum where dispute is pending)	Period to which the amount relates	Amount involved (₹ in crore)	Amount unpaid (₹ in crore)
Finance Act, 1994 (Service tax provisions)	Service Tax	CESTAT	2006-08	6.22	6.22
Central Sales Tax Act, 1956	Sales Tax	Deputy Commissioner of Sales Tax (Appeals)	2003-04	0.003	0.003

- (viii) According to the information and explanations given to us, the Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable to the Company.

- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration for the year ended 31 March 2020 in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- (xii) As the Company is not a Nidhi Company, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations given to us and based on 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, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

Chartered Accountants

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

Swapnil Dakshindas

Partner

Membership No. 113896

ICAI UDIN: 20113896AAAABC5111

Place: Pune

Date: 18 May 2020

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 2 (A) (f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditors' Report of even date to the members of Tata Technologies Limited on the standalone financial statements for the year ended 31 March 2020

Opinion

We have audited the internal financial controls with reference to financial statements of Tata Technologies Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone 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 2020, 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 Responsibility 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' 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 whether 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 such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Swapnil Dakshindas
Partner

Membership No. 113896
ICAI UDIN: 20113896AAAABC5111

Place: Pune
Date: 18 May 2020

Standalone Balance Sheet

(Amount in ₹ Crore)

	Note No	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	3	61.90	61.63
(b) Capital work-in-progress		0.09	3.98
(c) Right-of-use-asset	4	83.08	-
(d) Intangible assets	5	45.79	35.63
(e) Intangible assets under development	5	0.26	21.06
(f) Investments in subsidiaries and joint venture	6	218.91	218.91
(g) Financial assets:			
(i) Investments	7	5.00	33.83
(ii) Trade receivables	13	15.73	-
(iii) Loans	8	6.50	7.71
(iv) Other bank balances	9	-	0.05
(v) Other financial assets	10	0.05	0.05
(h) Income tax assets (net)	11	13.73	13.29
(i) Deferred tax assets (net)	11	18.25	24.70
(j) Other non-current assets	12	7.12	6.95
Total Non-current Assets		476.41	427.79
(2) Current Assets			
(a) Financial assets:			
(i) Investments	7	31.06	5.00
(ii) Trade receivables	13	290.89	365.24
(iii) Cash and cash equivalents	14	65.62	11.38
(iv) Other bank balances	9	2.27	4.80
(v) Loans	8	26.79	60.73
(vi) Other financial assets	10	75.21	64.07
(b) Other current assets	12	48.61	38.78
Total Current Assets		540.45	550.00
Total assets		1,016.86	977.79
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	15	41.81	43.05
(b) Other Equity	16	718.57	716.20
Total Equity		760.38	759.25
Liabilities			
(2) Non-current Liabilities			
(a) Financial Liabilities:			
(i) Lease Liabilities		76.18	-
(ii) Other financial liabilities	18	0.28	0.37
(b) Provisions	19	22.49	24.68
Total Non-current liabilities		98.95	25.05
(3) Current Liabilities			
(a) Financial Liabilities:			
(i) Lease Liabilities		8.94	-
(ii) Trade payables	17		
(a) total outstanding dues of micro enterprises and small enterprises		6.36	3.57
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		75.38	118.27
(iii) Other financial liabilities	18	11.60	15.45
(b) Provisions	19	1.84	1.54
(c) Current tax liabilities (net)	11	16.67	10.38
(d) Other current liabilities	20	36.74	44.28
Total Current Liabilities		157.53	193.49
Total Liabilities		256.48	218.54
Total Equity and Liabilities		1,016.86	977.79
See accompanying notes forming integral part of these standalone financial statements	1-36		

As per our report of even date attached
 For **B S R & Co. LLP**
 Chartered Accountants
 Firm Registration No: 101248W/W -100022

For and on behalf of the Board

Swapnil Dakshindas
 Partner
 Membership No: 113896
 ICAI UDIN: 20113896AAAABC5111

S Ramadorai
 Chairman
 DIN: 00000002

Warren Harris
 Managing Director
 DIN: 02098548

J.K. Gupta
 Chief Financial Officer
 Pune : May 18, 2020

Vikrant Gandhe
 Company Secretary

Pune : May 18, 2020

Standalone Statement of Profit and Loss

(Amount in ₹ Crore)

	Note No	For the year ended	
		March 31, 2020	March 31, 2019
I. Revenue from operations	21	1,244.55	1,217.30
II. Other income (net)	22	150.62	11.03
III. Total Revenue (I + II)		1,395.17	1,228.33
IV. Expenses :			
(a) Purchases of traded products		128.10	134.76
(b) Outsourcing and consultancy charges		44.08	43.29
(c) Employee benefits expense	23	615.69	588.41
(d) Finance costs	24	8.85	0.04
(e) Depreciation and amortisation expense	25	59.96	48.78
(f) Other expenses	26	153.55	146.97
Total Expenses (IV)		1,010.23	962.25
V. Profit before Exceptional items and tax (III-IV)		384.94	266.08
VI. Exceptional Items	32	1.34	-
VII. Profit before tax (V - VI)		383.60	266.08
VIII. Tax Expense :			
(a) Current tax	33	88.47	84.36
(b) Deferred Tax	11	3.21	(9.46)
		91.68	74.90
IX. Profit for the period (VII -VIII)		291.92	191.18
Other comprehensive income/(loss) for the period			
Items that will not be reclassified to profit or loss:			
(i) Remeasurement of post employment benefits obligations		(1.54)	3.12
(ii) Income tax relating to above items		0.54	(1.09)
Items that may be reclassified to profit or loss:			
(i) Exchange differences on translation of operations of a foreign branch		0.78	0.12
X. Other comprehensive income/(loss) for the period		(0.22)	2.15
XI. Total comprehensive income for the year (IX+X)		291.70	193.33
XII. Earnings Per Equity Share (Face value of ₹ 10 each)	27		
(i) Basic (in ₹)		67.94	45.42
(ii) Diluted (in ₹)		67.93	45.41

See accompanying notes forming integral part of these standalone financial statements 1-36

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W -100022

For and on behalf of the Board

Swapnil Dakshindas
Partner
Membership No: 113896
ICAI UDIN: 20113896AAAABC5111

S Ramadorai
Chairman
DIN: 00000002

Warren Harris
Managing Director
DIN: 02098548

J.K. Gupta
Chief Financial Officer
Pune : May 18, 2020

Vikrant Gandhe
Company Secretary

Pune : May 18, 2020

Standalone Statement of Cash Flows

(Amount in ₹ Crore)

	For the period ended	
	March 31, 2020	March 31, 2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	291.92	191.18
Adjustments for:		
Depreciation and amortisation	59.96	48.78
Disallowance of TDS abroad	-	0.22
Tax expense	91.68	74.90
Dividend income on investments	(137.83)	(0.42)
(Profit)/Loss on sale of investments (net)	(0.01)	-
(Profit)/Loss on sale of tangible and intangible fixed assets	(0.17)	-
Interest income	(6.08)	(4.68)
Finance costs	8.85	0.04
Unrealised exchange loss / (gain)	2.76	8.97
Allowance for expected credit loss (net)	2.15	2.14
Change in fair value of investments	(2.21)	(2.05)
Operating profit before working capital changes	311.02	319.08
Working capital adjustments		
(Increase) / decrease in trade receivables (current)	72.08	(36.92)
(Increase) in trade receivables (non-current)	(15.73)	-
(Increase) / decrease in inventories	-	1.21
(Increase) in other current assets	(9.87)	(25.24)
(Increase) in other current financial assets	(11.17)	(2.92)
(Increase)/ decrease in current loans	1.20	(0.90)
(Increase)/ decrease in non-current loans	(1.08)	0.20
(Increase) / decrease in other non-current assets	(3.61)	0.38
(Decrease) in trade payables	(40.67)	(5.28)
Increase / (decrease) in other financial liabilities	3.37	(6.19)
Increase/ (decrease) in other current liabilities	(6.75)	0.97
Increase in current provisions	0.30	0.16
Increase / (decrease) in non-current provisions	(3.73)	3.34
CASH GENERATED FROM OPERATIONS	295.36	247.89
Income taxes paid (net)	(78.84)	(84.84)
NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES	216.52	163.05
B. CASH FLOW FROM INVESTING ACTIVITIES		
Dividend received	137.83	0.42
Other bank Balances	2.58	(1.65)
Interest received on bank deposit and others	0.01	0.68
Inter corporate deposits placed	(1,031.75)	(1,125.25)
Inter corporate deposits refunded	1,064.50	1,143.50
Loans to others	2.65	0.22
Interest received from bonds and inter corporate deposits	4.96	3.71
Purchase of mutual funds	(38.95)	-
Sale of Mutual Funds	38.96	-
Proceeds from sale of Preference Shares	5.00	-
Proceeds from sale of tangible and intangible fixed assets	0.67	-
Payment for purchase of tangible and intangible fixed assets (including capital work in progress)	(36.31)	(40.95)
NET CASH FLOW GENERATED/(USED) FROM INVESTING ACTIVITIES	150.15	(19.32)

(Contd...)

(Amount in ₹ Crore)

	For the period ended	
	March 31, 2020	March 31, 2019
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share application money received	0.06	0.34
Payment on account of share buyback	(111.19)	-
Expenditure on Buyback of shares	(0.13)	-
Interest paid	(0.76)	(0.04)
Dividends paid (including dividend tax)	(181.84)	(153.74)
Repayment of lease liabilities	(17.22)	-
NET CASH FLOW (USED) IN FINANCING ACTIVITIES	(311.08)	(153.44)
NET (DECREASE) IN CASH & CASH EQUIVALENTS	55.59	(9.71)
Cash and cash equivalents at the end of the year (Also refer note iii)	65.62	11.38
Cash and cash equivalents at the beginning of the year	11.38	20.94
Add/(Less): Effect of exchange rate changes on cash and cash equivalents	(2.13)	(0.03)
Less: Translation adjustment on reserves of foreign branch	0.78	0.12
	55.59	(9.71)

Notes:

- (i) The above Cash Flow Statement has been prepared under the Indirect method set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.
- (ii) Prior period comparatives have been reclassified to conform with current year's presentation, where applicable.
- (iii) For the purpose of cash flow, Cash and cash equivalents comprise :

(Amount in ₹ Crore)

	As at	
	March 31, 2020	March 31, 2019
Balances with banks:		
- Current account	25.54	10.00
Cheques, drafts on hand/funds in transit	40.08	1.38
	65.62	11.38

See accompanying notes forming integral part of these standalone financial statements 1-36

As per our report of even date attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No: 101248W/W -100022

Swapnil Dakshindas
Partner
Membership No: 113896
ICAI UDIN: 20113896AAAABC5111

Pune : May 18, 2020

For and on behalf of the Board

S Ramadorai
Chairman
DIN: 00000002

J.K. Gupta
Chief Financial Officer
Pune : May 18, 2020

Warren Harris
Managing Director
DIN: 02098548

Vikrant Gandhe
Company Secretary

Standalone Statement of Changes in Equity

(Amount in ₹ Crore)

Particulars	Part A - Equity Share Capital	Part B - Other Equity						Total Other Equity	
	Equity Share Capital	Share application money pending allotment	Reserve and Surplus				Items of other Comprehensive Income		
			Securities Premium	Securities Premium identified separately for consolidation adjustment	General reserve	Capital Redemption Reserve	Retained earnings		Foreign Currency Translation Reserve
Balance as at April 1, 2018	43.04	0.40	351.31	23.16	134.65	-	168.25	0.44	678.21
Profit for the year	-	-	-	-	-	-	191.18	-	191.18
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	2.03	0.12	2.15
Total comprehensive income for the year	-	-	-	-	-	-	193.21	0.12	193.33
Issue of equity shares under employee share option plan	0.01	(0.40)	0.39	-	-	-	-	-	(0.01)
Dividend paid (₹30 per share) (including dividend distribution tax)	-	-	-	-	-	-	(155.67)	-	(155.67)
Issue of equity shares under employee share option pending allotment	-	0.34	-	-	-	-	-	-	0.34
Balance as at March 31, 2019	43.05	0.34	351.70	23.16	134.65	-	205.79	0.56	716.20
Balance as at April 1, 2019	43.05	0.34	351.70	23.16	134.65	-	205.79	0.56	716.20
Profit for the year	-	-	-	-	-	-	291.92	-	291.92
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	(1.00)	0.78	(0.22)
Total comprehensive income for the year	-	-	-	-	-	-	290.92	0.78	291.70
Share application money received during the year	-	0.06	-	-	-	-	-	-	0.06
Issue of equity shares under employee share option plan	0.01	(0.40)	0.39	-	-	-	-	-	(0.01)
Dividend paid (₹ 40 per share) (including dividend distribution tax)	-	-	-	-	-	-	(179.31)	-	(179.31)
Buy back of shares (including tax)*	(1.25)	-	(92.00)	-	-	-	(17.94)	-	(109.94)
Expenditure on Buyback of shares	-	-	-	-	-	-	(0.13)	-	(0.13)
Transfer to Capital Redemption Reserve	-	-	(1.25)	-	-	1.25	-	-	-
Balance as at March 31, 2020	41.81	-	258.84	23.16	134.65	1.25	299.33	1.34	718.57

* Also refer Note 15 (f) (iii)

See accompanying notes forming integral part of these standalone financial statements

1-36

 As per our report of even date attached
 For **B S R & Co. LLP**
 Chartered Accountants
 Firm Registration No: 101248W/W -100022

For and on behalf of the Board

Swapnil Dakshindas
 Partner
 Membership No: 113896
 ICAI UDIN: 20113896AAAABC5111

S Ramadorai
 Chairman
 DIN: 00000002

Warren Harris
 Managing Director
 DIN: 02098548

J.K. Gupta
 Chief Financial Officer

Vikrant Gandhe
 Company Secretary

Pune : May 18, 2020

Pune : May 18, 2020

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Company overview and Significant Accounting Policies

1. COMPANY OVERVIEW

TATA Technologies Limited ("TTL or the Company") was incorporated on August 22, 1994 as a Private Limited Company in the name of Core Software Systems Private Limited. The name of the Company was subsequently changed to Tata Technologies (India) Limited. On February 8, 2001, the Company changed its name from Tata Technologies (India) Limited to Tata Technologies Limited. The Company's range of services includes IT Consultancy, SAP implementation and maintenance, providing networking solutions, CAD/CAM engineering & design consultancy. The Company is headquartered in Pune, India. The Company has five offices located at Mumbai, Lucknow, Jamshedpur, Bangalore, Chennai and one branch office located in Japan that enables it to provide high quality, cost-effective services to clients.

The Company is the subsidiary of Tata Motors Limited (which is the Holding Company).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of Preparation

(i) Statement of compliance

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

(ii) Historical cost convention

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for the following:

- certain financial assets and liabilities which are measured at fair value;
- share-based payments

(iii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

(iv) Critical estimates and judgements

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any 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:

a) Useful lives of Property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

b) Income Taxes

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

c) Deferred Taxes

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carryforwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period is reduced.

d) Expected credit losses on financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

e) Revenue Recognition and unbilled revenue (to the extent of projects where revenue is recognized on percentage completion method)

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of-completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

f) Defined benefit plans and compensated absences

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

g) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

h) Estimation uncertainties relating to the COVID-19 pandemic

The Company has considered the possible effects that may result from COVID-19, a global pandemic, on the carrying amount of receivables, unbilled revenue and intangible assets. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including economic forecasts. The Company based on current estimates expects the carrying amount of the above assets will be recovered, net of provisions established. Considering the fact that the global situation is evolving day by day with new facts and numbers, the impact of the pandemic on the Company's financial statements may differ from that estimated as at the date of approval of these standalone financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

2.2 Foreign currency transaction and translation**(i) Functional and presentation currency:**

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign-currency denominated monetary assets and liabilities are re-instated into the functional currency at exchange rates at the balance sheet date. The gains or losses resulting from such translations are included in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

(iii) Foreign operations

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of the Balance Sheet
- Income and expense items are translated at the average exchange rates for the respective months (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions).
- All resulting exchange differences are recognized in other comprehensive income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed of, the relevant amount recognized in FCTR is transferred to the statement of income as part of the profit or loss on disposal.

2.3 Revenue recognition

Revenue is measured at fair value of consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts, value added taxes and other amounts collected on behalf of third parties.

The Company earns revenue primarily from providing Engineering, Research and Development (ER&D) services, Connected Enterprise IT (CEIT) services and Product Lifecycle Management (PLM) services and products.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

The standard permits two possible methods of transition:

- Retrospective approach – Under this approach the standard is applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors.
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch-up approach)

The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The adoption of the standard did not have any material impact to the financial statements of the Company.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

- Revenue from time and material contracts is recognized measured by units delivered, efforts expended etc.
- Revenue related to fixed price maintenance and support services contracts where the Company is standing ready to provide services is recognized based on time elapsed mode and revenue is straight lined over the period of performance.
- In respect of other fixed-price contracts, revenue is recognized using percentage-of-completion method ('POC method') of accounting with contract cost incurred determining the degree of completion of the performance obligation.
- Revenue from the sale of third-party software is recognized upfront at the point in time when the software is delivered to the customer. In cases where implementation and / or customization services rendered significantly modifies or customizes the software, these services and software are accounted for as a single performance obligation and revenue is recognized over time on a POC method.
- Revenue from the sale of third party manufactured products / hardware is recognized at the point in time when control is transferred to the customer.
- The company is also in business of supply of third-party software. In such cases, revenue for supply of such third-party products are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Unearned and deferred revenue ("contract liability") is recognized when there are billings in excess of revenues.

In accordance with Ind AS 37, the Company recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

The company recognised revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

(i) Time and material contracts:

Revenue from services on time and materials contracts is recognized when services are rendered and related costs are incurred i.e. based on certification of time sheets as per the terms of specific contracts.

(ii) Fixed price contracts:

Revenues from fixed price contracts are recognized using percentage of completion method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' represent earnings in excess of billings as at the end of the reporting period. 'Unearned revenues' represent billing in excess of revenue recognized. Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

(iii) Multiple element arrangements:

'Revenue from contracts with multiple-element arrangements are recognized using the guidance in Ind AS 115, Revenue from Contracts with Customer. The Company allocates the arrangement consideration to separately identifiable components based on their relative fair values or on the residual method. Fair values are determined based on sale prices for the components when it is regularly sold separately, third-party prices for similar components or cost plus an appropriate business-specific profit margin related to the relevant component.

(iv) Products:

Revenue from sale of hardware, third party licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

(v) Interest income:

Interest income from a financial asset is recognised 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, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(vi) Dividend income:

Dividend from investments is recognized when the right to receive the payment is established and when no significant uncertainty as to measurability or collectability exists.

(vii) Export incentive:

Export incentives/entitlements are recognized in the Statement of Profit & Loss when the right to receive credit as per the terms of the entitlement and certainty of its realization is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

2.4 Property, plant and equipment

(i) Recognition and measurement:

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

Cost includes expenditures directly attributable to the acquisition of the asset. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by management.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognised when discarded/scrapped.

All other repairs and maintenance costs are charged to profit and loss in the reporting period in which they occur.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

As asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

(ii) Depreciation:

The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method, from the month in which they are put to use. The estimated useful lives of assets are as follows:

Type of Asset	Useful life
Lease hold improvements	Lower of Lease period or estimated useful life
Buildings	15 to 25 years
Plant and machinery	1 to 21 years
Computer equipment's	1 to 4 years
Vehicles	3 to 11 years
Furniture & fixtures	1 to 21 years
Software	1 to 4 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end with the effect of any changes in the estimate accounted for on a prospective basis.

2.5 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the month in which they are put to use. Amortization methods and useful lives are reviewed periodically at each financial year end.

Internally generated intangible asset arising from development activity is recognised at cost on demonstration of its technical feasibility, the intention and ability of the Company to complete, use or sell it, only if, it is probable that the asset would generate future economic benefit and the expenditure attributable to the said assets during its development can be measured reliably.

Software not exceeding Rs. 25,000 is charged off to the statement of profit and loss.

2.6 Research and development cost

Research costs are expensed as incurred. Development expenditure incurred on an individual project is recognized as an intangible asset when the Company can demonstrate:

- technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the asset;
- its ability to use or sell the asset;
- how the asset will generate probable future economic benefits and
- the availability of adequate resources to complete the development.

2.7 Financial instruments

(a) Financial assets:

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(ii) Initial recognition:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(iii) Measurement:

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

Cash and cash equivalents:

The Company's cash and cash equivalents consist of cash on hand and in banks and demand deposits with banks (three months or less from the date of acquisition). For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks (three months or less from the date of acquisition), net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the balance sheet, bank overdrafts are presented under borrowings within current liabilities.

Investment in subsidiaries:

The Company has accounted for its investment in subsidiaries at cost less impairment.

Financial assets carried at amortised cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVOCI):

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Impairment of financial assets:

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

(v) Derecognition of financial assets:

The Company derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

2.9 Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

(ii) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost:

Borrowings, trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short-term maturity of these instruments.

(iii) Derecognition

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

(iv) Derivative financial instruments

The Company is exposed to foreign currency fluctuations on foreign currency assets, liabilities, net investment in foreign operations and forecasted cash flows denominated in foreign currency.

The Company limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is primarily a bank.

Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit or loss and the resulting exchange gains or losses are included in other income. Assets / liabilities in this category are presented as current assets / current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

2.10 Impairment-Non- Financial assets

Intangible assets and property, plant and equipment

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.

Intangible assets with indefinite useful lives and intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

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 income statement.

As at March 31, 2020, none of the Company's property, plant and equipment and intangible assets were considered impaired.

2.11 Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are determined at present value based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Provisions for onerous contracts are recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

2.12 Earnings per equity share:

Basic earnings per share is computed by dividing net income by the weighted average number of shares outstanding during the financial year adjusted for treasury shares held. Diluted earnings per share is computed using the weighted average number of shares outstanding during the year adjusted for treasury shares held and dilutive potential shares, except where the result would be anti-dilutive.

2.13 Inventories:

Inventories are valued at the lower of cost and net realizable value. Cost of inventories is ascertained on a first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

2.14 Taxation

Income tax comprises current and deferred taxes. Income tax expense is recognized in the income statement except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case tax is also recognized outside profit or loss, or where they arise from the initial accounting for business combination.

(i) Current income tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the year. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the year. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred income tax:

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

Deferred income tax liabilities are recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and foreign branches where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

(iii) **Minimum Alternate Tax (MAT)**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as a deferred tax asset if there is convincing evidence that the Company will pay normal income tax in the future.

2.15 Employee benefits:

(i) **Post-employment benefit plans:**

The Company participates in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the year when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

The Company has the following employee benefit plans:

a. Provident fund

In accordance with Indian law, Eligible employees of the Company receive benefits from a provident fund, which is a defined contribution plan. Both, the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

During the financial year, The Company has decided to surrender the exemption granted by Employees provident funds organization (EPFO) to manage contribution by its members through trust. Accordingly, the Company has filed an application with EPFO to surrender the exemption dated 9th December 2019 and started deposit of contribution w.e.f. December 2019 with EPFO. The Board has approved the scheme vide resolution passed on 21st November 2019.

The Company made all the provident fund contributions to the Tata Technologies (India) Limited Employees Provident Fund (PF Trust) until December 2019. The liability towards interest was a defined benefit and the liability in respect of the shortfall of interest earnings of the Fund was determined on the basis of an actuarial valuation, until the Company discontinued contributions to Tata Technologies (India) Limited Employees Provident Fund (PF Trust).

Accordingly, the company has changed the Provident fund scheme to a Defined Contribution Plan with effect from December 2019.

b. Superannuation

The Company has two superannuation plans, a defined benefit plan and a defined contribution plan. An eligible employee on April 1, 1996 could elect to be a member of either plan.

Employees who are members of the defined benefit superannuation plan are entitled to benefits depending on the years of service and salary drawn. The monthly pension benefits after retirement range from 0.75% to 2% of the annual basic salary for each year of service. The Company account for superannuation benefits payable in future under the plan based on an estimated basis for the period end and on an independent actuarial valuation as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the year of plan amendment.

With effect from April 1, 2003, this plan was amended, and benefits earned by covered employees have been protected as at March 31, 2003. Employees covered by this plan are prospectively entitled to benefits computed on a basis that ensures that the annual cost of providing the pension benefits would not exceed 15% of salary.

Separate irrevocable trusts are maintained for employees covered and entitled to benefits. The Company contribute up to 15% of the eligible employees' basic salary to the trust every year. Such contributions are recognized as an expense when incurred. The Company has no further obligation beyond this contribution.

c. 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 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to gratuity funds established as trusts. The Company account for the liability for gratuity benefits payable in the future based on an estimated basis

for the financial year end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the year in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the year of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

d. Bhavishya Kalyan Yojana (BKY)

Bhavishya Kalyan Yojana is an unfunded defined benefit plan for employees of the Company. 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 drawn at the time of death or accident or a specified amount, whichever is greater. The Company account for the liability for BKY benefits payable in the future based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method as on the Balance Sheet date.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

e. Post-retirement medicare scheme

Under this unfunded scheme, employees of the Company 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. The Company account for the liability for post-retirement medical scheme based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the financial year end.

Re-measurements, comprising actuarial gains and losses, the effect of changes to asset ceiling (if applicable) and the return on plan assets (excluding net interest), is recognized in other comprehensive income in the period in which they occur. Re-measurements recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in the Statement of Profit or Loss in the period of plan amendment.

Costs comprising service cost (including current and past service cost and gains and losses on curtailments and settlements) and net interest expense or income is recognized in profit or loss.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(ii) Compensated absences

The Company provides for the encashment of leave or 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 number of days of unutilized leave at each balance sheet date based on an estimated basis for the period end and on an independent actuarial valuation under Projected Unit Cost method at the financial year end.

2.16 Share based payments

Share-based compensation benefits are provided to the employees via the Employee Stock Option Plan 2001(TTESOP 2001) and the various Employee Share Purchase Plans. All share-based payment schemes of the company are administered through trusts set up by the Company for this purpose.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to, and including the settlement date, with changes in fair value recognised in employee benefits expense.

2.17 Dividends

Dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors as per Ind AS 10.

2.18 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Company as a lessee The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Company as a lessee

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases, and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standard to its leases, modified retrospective approach, with the following practical expedients. Accordingly, the Company has not restated comparative information:

- With leases previously classified as operating leases according to Ind AS 17, the lease liability was measured at the present value of the outstanding lease payments, discounted by the incremental borrowing rate at April 1, 2019. The respective right-of-use asset was recognised at an amount equal to the lease liability.
- Regardless of their original lease term, leases for which the lease term ends latest on March 31, 2020, were recognised as short-term leases.
- At the date of initial application, the measurement of a right-to-use asset excluded the initial direct costs; and
- Hindsight was considered when determining the lease term if the contract contains options to extend or terminate the leases.

2.19 Cost recognition

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

2.20 Exceptional items

The Company considers exceptional items to be those which derive from events or transactions which are significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Company's financial performance. These items include, but are not limited to, acquisition costs, impairment charges, restructuring costs and profits and losses on disposal of subsidiaries and other one-off items which meet this definition. To provide a better understanding of the underlying results of the period, exceptional items are reported separately in the Statement of Profit and Loss.

2.21 Recent Indian Accounting Standards (Ind AS) and Pronouncements

Standards issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

3. PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹ Crore)

	Owned Assets							Total
	Buildings	Plant and equipment	Office equipments	Computers	Furniture and fixtures	Vehicles	Leasehold Improvements	
Gross carrying value as at April 1, 2018	17.75	19.35	4.56	70.63	9.74	1.75	14.51	138.29
Additions	0.01	0.11	0.45	13.45	0.54	0.22	-	14.78
Disposals	-	-	-	(0.04)	-	-	-	(0.04)
Other adjustments*#	-	-	(0.13)	(8.56)	-	-	-	(8.69)
Gross carrying value as at March 31, 2019	17.76	19.46	4.88	75.48	10.28	1.97	14.51	144.34
Accumulated depreciation as at April 1, 2018	3.70	6.00	2.70	46.25	3.42	0.69	4.97	67.73
Depreciation for the year	1.28	3.15	0.78	14.37	0.99	0.53	2.11	23.21
Disposals	-	-	-	(0.03)	-	-	-	(0.03)
Other adjustments*#	-	-	(0.03)	(8.17)	-	-	-	(8.20)
Accumulated depreciation as of March 31, 2019	4.98	9.15	3.45	52.42	4.41	1.22	7.08	82.71
Net carrying value as at March 31, 2019	12.78	10.31	1.43	23.06	5.87	0.75	7.43	61.63
Gross carrying value as at April 1, 2019	17.76	19.46	4.88	75.48	10.28	1.97	14.51	144.34
Additions	0.03	1.56	0.69	17.52	0.84	-	1.17	21.81
Disposals	-	(0.01)	(0.01)	(0.36)	-	(0.24)	(0.70)	(1.32)
Gross carrying value as at March 31, 2020	17.79	21.01	5.56	92.64	11.12	1.73	14.98	164.83
Accumulated depreciation as at April 1, 2019	4.98	9.15	3.45	52.42	4.41	1.22	7.08	82.71
Depreciation for the year	1.28	2.10	0.77	13.76	1.05	0.46	2.00	21.42
Disposals	-	(0.01)	(0.01)	(0.35)	-	(0.18)	(0.65)	(1.20)
Accumulated depreciation as of March 31, 2020	6.26	11.24	4.21	65.83	5.46	1.50	8.43	102.93
Net carrying value as at March 31, 2020	11.53	9.77	1.35	26.81	5.66	0.23	6.55	61.90

* Assets regrouped during the previous year

Assets regrouped during the previous year from Computers to Finance Lease Receivable (Gross Block ₹ 8.49 Crore and Accumulated Depreciation ₹ 8.01 Crore)

(i) Contractual obligations: The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 5.96 Crore as at March 31, 2020 (₹ 11.10 Crore as at March 31, 2019).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
4. Right-to-use assets (Also refer note 35.9)

(Amount in ₹ Crore)

Particulars	Commercial Premises	Land	Residential Premises	Vehicles	Total
Cost as at April 1, 2019	-	-	-	-	-
Effect of transition on adoption of Ind AS 116	72.05	3.30	0.44	3.14	78.93
Additions	16.86	-	0.23	1.17	18.26
Disposals/adjustments	(1.17)	-	(0.21)	(0.03)	(1.41)
Cost as at March 31, 2020	87.74	3.30	0.46	4.28	95.78
Accumulated depreciation as at April 1, 2019	-	-	-	-	-
Depreciation for the year	11.23	0.04	0.23	1.56	13.06
Disposal/adjustments	(0.33)	-	(0.02)	(0.01)	(0.36)
Accumulated depreciation as at March 31, 2020	10.90	0.04	0.21	1.55	12.70
Net carrying amount as at March 31, 2020	76.84	3.26	0.25	2.73	83.08

**5. INTANGIBLE ASSETS (ALSO REFER NOTE 35.9)
(Other than internally generated)**

(Amount in ₹ Crore)

	Software Licenses	Total
Gross carrying value as at April 1, 2018	130.49	130.49
Additions	12.43	12.43
Other adjustments *#	(56.93)	(56.93)
Gross carrying value as at March 31, 2019	85.99	85.99
Accumulated amortisation as at April 1, 2018	80.12	80.12
Amortization for the year	25.57	25.57
Accumulated amortisation on disposals	-	-
Other adjustments *#	(55.33)	(55.33)
Accumulated amortisation as of March 31, 2019	50.36	50.36
Net carrying value as at March 31, 2019	35.63	35.63
Gross carrying value as at April 1, 2019	85.99	85.99
Additions	36.01	36.01
Disposals	(0.50)	(0.50)
Gross carrying value as at March 31, 2020	121.50	121.50
Accumulated amortisation as at April 1, 2019	50.36	50.36
Amortization for the year	25.48	25.48
Accumulated amortisation on disposals	(0.13)	(0.13)
Accumulated amortisation as of March 31, 2020	75.71	75.71
Net carrying value as at March 31, 2020	45.79	45.79

* Assets regrouped during the previous year

Assets regrouped during the previous year from Intangible assets to Finance Lease Receivable (Gross Block ₹ 56.93 Crore and Accumulated Depreciation ₹ 55.53 Crore)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

(i) Intangibles under development

	March 31, 2020	March 31, 2019
Balance at the beginning of the year	21.06	12.84
Additions during the year	-	20.65
Capitalized during the year	(20.80)	(12.43)
Balance at the end of the year	0.26	21.06

(ii) Contractual obligation : The estimated amount of contracts remaining to be executed on capital account, and not provided for is ₹ 0.66 Crore as at March 31, 2020 (₹ 10.65 Crore as at March 31, 2019).

6. INVESTMENTS IN SUBSIDIARIES AND JOINT VENTURE

(Amount in ₹ Crore)

	As at March 31, 2020		As at March 31, 2019	
	Units	Amount	Units	Amount
Unquoted:				
(i) Investments in Equity of Subsidiaries- carried at cost				
(a) Tata Technologies Inc.- (3.75% Holding)	1,50,000	15.57	1,50,000	15.57
(b) Tata Technologies Pte Ltd, Singapore, a 100% subsidiary company	8,64,63,759	203.34	8,64,63,759	203.34
(ii) Investments in joint venture - carried at cost				
(a) Tata HAL Technologies Limited	50,70,000	5.07	50,70,000	5.07
Less: Provision for Impairment in value of investment*		(5.07)		(5.07)
		-		-
Total Aggregate Unquoted Investments [(i)+(ii)]		218.91		218.91

(iii) Information about Joint Venture:

Name of the Company	Principal place of the business	% of Holding	
		As at March 31, 2020	As at March 31, 2019
TATA HAL Technologies Limited (THTL)	India	50%	50%

The Company has a joint venture (JV) with Hindustan Aeronautics Ltd., THTL for providing engineering and design solutions and services in the domain of aerostructures for aerospace industry.

*Having regard to the future business strategy/plans of the joint venture and considering their current financial position, the Company recognized a provision for impairment loss of ₹ 5.07 crores during the year ended March 31, 2017, in respect of its investment in joint venture.

(Amount in ₹ Crore)

	March 31, 2020	March 31, 2019
(iv) Aggregate book value of unquoted investments	218.91	218.91
Aggregate value of impairment	5.07	5.07

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
7. INVESTMENTS (ALSO REFER NOTE 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020		As at March 31, 2019	
	Units	Amount	Units	Amount
NON-CURRENT				
Quoted:				
i) Investment carried at Fair value through Profit and Loss (FVTPL)				
Investment in Mutual funds				
ICICI Prudential Fixed Maturity Plan Sr 80-1227 Days Plan Q Direct Plan Cumulative	-	-	50,00,000	5.79
Nippon India Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan (Formerly known as Reliance Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan)	-	-	50,00,000	5.77
DSP BlackRock FMP - Series 205 - 37M- Direct Growth	-	-	50,00,000	5.77
IDFC Fixed Term Plan Series 131-Direct- Growth	-	-	50,00,000	5.75
Kotak FMP Series 202 - 1144 Days- Direct Plan-Growth	-	-	50,00,000	5.75
				<u>28.83</u>
ii) Investments carried at amortised cost - Investment in Debentures (See Note-1 below)				
Tata Motors Finance Limited	100	5.00	100	5.00
Total Non-current Investments		<u>5.00</u>		<u>33.83</u>
CURRENT				
Quoted Investments:				
i) Investment carried at Fair value through Profit and Loss (FVTPL)				
Investments in Mutual Funds				
ICICI Prudential Fixed Maturity Plan Sr 80-1227 Days Plan Q Direct Plan Cumulative	50,00,000	6.25	-	-
Nippon India Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan (Formerly known as Reliance Fixed Horizon Fund - XXXIII - Series 6- Direct Growth Plan)	50,00,000	6.23	-	-
DSP BlackRock FMP - Series 205 - 37M- Direct Growth	50,00,000	6.20	-	-
IDFC Fixed Term Plan Series 131-Direct- Growth	50,00,000	6.19	-	-
Kotak FMP Series 202 - 1144 Days- Direct Plan-Growth	50,00,000	6.19	-	-
		<u>31.06</u>		<u>-</u>
Unquoted:				
ii) Investments carried at amortised cost - Investment in Preference Shares (Also refer Note-2 below)				
Tata Capital Limited	-	-	33,333	5.00
Total Current Investments		<u>31.06</u>		<u>5.00</u>
Aggregate book value of quoted investments		36.06		33.83
Aggregate market value of quoted investments		36.06		33.83
Aggregate book value of unquoted investments		-		5.00
Aggregate book value of impairment		-		-

Notes:

- The debentures carry interest at 11% per annum, payable annually and will mature in September, 2021.
- The preference shares bear dividend at 12.5% per annum, payable annually and have matured in October, 2019.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

8. LOANS (ALSO REFER NOTE 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(Unsecured, considered good)		
(a) Security deposits	6.23	4.79
(b) Loans and advances to employees	0.27	0.35
(c) Loans to related parties (Also refer note 31(ii))	-	2.57
Total	6.50	7.71
CURRENT		
(Unsecured, considered good)		
(a) Loans to related parties (Also refer note 31(ii))		
- Inter corporate deposits	26.50	59.25
(b) Security deposits	0.17	1.34
(c) Loans and advances to employees	0.12	0.14
Total	26.79	60.73

9. OTHER BANK BALANCES (Also refer note 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(a) Earmarked balance with banks	-	0.05
	-	0.05
Note :		
(i) Balances earmarked for Employees Deposit Linked Insurance benefit		
CURRENT		
(a) Earmarked balance with banks	2.27	4.80
	2.27	4.80

Notes :

- (i) Earmarked balances with banks pertain to unclaimed dividends

10. OTHER FINANCIAL ASSETS (ALSO REFER NOTE 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(a) Deposits pledged/lien with banks	0.05	0.05
	0.05	0.05
Notes :		
(i) Deposits have been kept with bank as security for bank guarantee.		
CURRENT		
(a) Interest accrued on deposits and investments	0.28	0.30
(b) Bills of Exchange	-	17.05
(c) Unbilled receivables	36.78	28.95
(d) Receivable from related parties for reimbursement of expenses (Also refer note 31(ii))	3.42	1.90
(e) SEIS licenses receivable	34.02	14.59
(f) Others	0.71	1.28
	75.21	64.07

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
11. (i). Income tax assets/(liabilities)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Income Tax Assets (Net)	13.73	13.29
Income Tax Liabilities (Net)	16.67	10.38
Net current income tax assets /(liabilities)	(2.94)	2.91

11. (ii). Movement in income tax assets/(liabilities)

The gross movement in income tax assets/(liabilities) for the year ended March 31, 2020 and March 31, 2019 is as follows:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Net current income tax assets /(liability) at beginning	2.91	2.65
Income tax paid (net) (Also refer note below)	82.62	84.62
Current income tax expense	(88.47)	(84.36)
Net current income tax assets /(liability) at the end	(2.94)	2.91

Note:

Income tax paid includes Minimum Alternate Tax (MAT) credit ₹ 3.78 crore (previous year ₹ Nil) utilised during financial year 2019-20.

11. (iii). Deferred tax assets (net) (Also refer note 35.9)

(Amount in ₹ Crore)

Significant components and movement of deferred tax assets and liabilities for the period ended March 31, 2020:	As at April 1, 2019	Recognized in the statement of profit or loss	Recognized in/ reclassified from other comprehensive income	MAT Credit Utilisation	As of March 31, 2020
Deferred tax assets:					
Provisions and allowances for doubtful receivables and others	2.60	0.76	-	-	3.36
Compensated absences and retirement benefits	19.65	(7.11)	-	-	12.54
Minimum alternate tax (MAT) credit	3.78	-	-	(3.78)	0.00
Others		1.58			1.58
Remeasurement of post employment benefits obligations	1.74	-	0.54	-	2.28
Total deferred tax assets	27.77	(4.77)	0.54	-3.78	19.76
Deferred tax liabilities:					
Property, plant and equipment and intangible assets	1.60	(0.32)	-	-	1.28
Gain/Loss on Change in Fair Value of Investments	1.33	0.78	-	-	2.11
Others	0.14	(2.02)	-	-	(1.88)
Total deferred tax liabilities	3.07	(1.56)	-	-	1.51
Net Deferred tax assets/(liabilities)	24.70	(3.21)	0.54	(3.78)	18.25

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Significant components of deferred tax assets and liabilities for the year ended March 31, 2019:	As at April 1, 2018	Recognized in the statement of profit or loss	Recognized in/ reclassified from other comprehensive income	MAT Credit Utilisation	As of March 31, 2019
Provisions and allowances for doubtful receivables and others	2.52	0.08	-	-	2.60
Compensated absences and retirement benefits	14.86	4.79	-	-	19.65
Minimum alternate tax (MAT) credit	3.78	-	-	-	3.78
Remeasurement of post employment benefits obligations	1.56	1.27	(1.09)	-	1.74
Total deferred tax assets	<u>22.72</u>	<u>6.14</u>	<u>(1.09)</u>	<u>-</u>	<u>27.77</u>
Deferred tax liabilities:					
Property, plant and equipment and intangible assets	5.61	(4.01)	-	-	1.60
Gain/Loss on Change in Fair Value of Investments	0.61	0.72	-	-	1.33
Derivative financial instruments	(0.38)	0.38	-	-	-
Others	0.55	(0.41)	-	-	0.14
Total deferred tax liabilities	<u>6.39</u>	<u>(3.32)</u>	<u>-</u>	<u>-</u>	<u>3.07</u>
Net Deferred tax assets/(liabilities)	<u>16.33</u>	<u>9.46</u>	<u>(1.09)</u>	<u>-</u>	<u>24.70</u>

12. OTHER ASSETS (Also refer note 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(Unsecured, considered good)		
(a) Capital advances	-	0.18
(b) Prepaid expenses	6.09	2.68
(c) Prepaid lease rentals	-	3.26
(d) Prepaid defined benefit superannuation	0.20	-
(e) Deposits with government authorities	0.83	0.83
Total	<u>7.12</u>	<u>6.95</u>
CURRENT		
(a) Advances to suppliers and contractors	0.90	0.97
(b) Prepaid expenses	17.04	12.60
(c) Prepaid lease rentals	-	0.04
(d) Balances with government authorities	0.41	0.98
(e) Contract Assets	30.17	24.10
(f) Deposits with government authorities	0.09	0.09
Total	<u>48.61</u>	<u>38.78</u>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
13. TRADE RECEIVABLES (ALSO REFER NOTE 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(Unsecured unless otherwise stated)		
(a) Trade receivables considered good	15.73	-
Less : Expected credit loss allowance	-	-
Total	15.73	-
CURRENT		
(Unsecured unless otherwise stated)		
(a) Trade receivables considered good	300.54	372.75
Less : Expected credit loss allowance	9.65	7.51
	290.89	365.24
(b) Trade receivables which have significant increase in credit risk	-	-
(c) Trade receivables which are credit impaired	-	-
Total	290.89	365.24

Above balance of Trade receivable include balances with related parties (Also refer Note 31 (ii))

In determining the allowance for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for the forward looking information. The expected credit loss allowance is based on ageing of receivables that are due and rates used in the provision matrix.

14. CASH AND CASH EQUIVALENTS (ALSO REFER NOTE 35.9)

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Balances with banks:		
- Current account	25.54	10.00
(b) Cheques, drafts on hand/funds in transit	40.08	1.38
	65.62	11.38

15. EQUITY SHARE CAPITAL

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Authorised:		
(i) 60,000,000 equity shares of ₹ 10/- each (as at March 31, 2019: 60,000,000 equity shares of ₹ 10/- each)	60.00	60.00
(ii) 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each (as at March 31, 2019: 700,000 0.01% Cumulative Non-participative Compulsorily convertible Preference Shares of ₹ 10/- each)	0.70	0.70
	60.70	60.70
(b) Issued, Subscribed and Fully paid up capital:		
41,803,225 equity shares of ₹ 10/- each (as at March 31, 2019: 43,043,702 equity shares of ₹ 10/- each)	41.81	43.05
Adjusted issued and subscribed share capital	41.81	43.05

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Note on Buy-back of Shares

The Board of Directors of the Company, at its meeting held on December 27, 2019 had approved a proposal to buyback upto 2,135,337 equity shares of the Company for an aggregate amount not exceeding ₹ 159.72 crore representing 4.96% of the total paid up equity share capital at ₹ 748 per equity share, which was approved by the shareholders by means of a special resolution through a postal ballot dated February 04, 2020.

A Letter of Offer was made to all eligible shareholders. The Company bought back 1,246,665 equity shares out of the shares that were tendered by eligible shareholders and extinguished the equity shares bought on March 06, 2020.

Capital redemption reserve was created to the extent of nominal value of share capital extinguished of ₹ 1.25 crore. An amount of ₹ 92 crore from securities premium reserve and ₹ 18.07 crore (including ₹ 0.13 crore towards cost of buyback transaction) from retained earnings was used to offset the excess of buy-back cost of ₹ 110.07 crore over par value of shares.

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

Particulars	No. of Shares	Amount in ₹ Crore
Equity shares		
Number of shares as at April 1, 2018	4,30,37,514	43.04
Add: Shares issued under ESOP scheme	6,188	0.01
Number of shares as at March 31, 2019	<u>4,30,43,702</u>	<u>43.05</u>
Particulars	No. of Shares	Amount in ₹ Crore
Equity shares		
Number of shares as at April 1, 2019	4,30,43,702	43.05
Add: Shares issued under ESOP scheme	6,188	0.01
Less: Shares extinguished on buy-back	12,46,665	1.25
Number of shares as at March 31, 2020	<u>4,18,03,225</u>	<u>41.81</u>

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

(i) Ordinary shares :

The Company has only one class of shares having par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share and in the event of liquidation, has rights proportionate to their shareholdings over the residual assets after paying out all the liabilities.

(e) Shares in the Company held by each shareholder holding more than 5% shares(including shares held by the Holding Company, it's subsidiaries and associates)

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares				
(a) Tata Motors Limited (Holding Company)	3,03,00,600	72.48	3,03,00,600	70.39
(b) Alpha TC Holdings Pte Ltd.	37,46,505	8.96	37,46,505	8.70
	<u>3,40,47,105</u>	<u>81.44</u>	<u>3,40,47,105</u>	<u>79.09</u>

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

- (i) The Company has not issued any shares without payment being received in cash.
- (ii) The Company has not issued any bonus shares.
- (iii) Equity shares extinguished on buy-back
1,246,665 equity shares of ₹ 10 each were extinguished on buy-back by the company pursuant to a Letter of Offer made to all eligible shareholders of the company at ₹ 748 per equity share. The equity shares bought back were extinguished on March 6, 2020.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
(g) Shares reserved for issue under options:

Option activity during the period under the plan is given as below

Number of options granted, exercised and forfeited	As at March 31, 2020	As at March 31, 2019
Options granted, beginning of the year	5,248	13,550
Granted during the year	-	-
Exercised during the year	-	(6,188)
Expired during the year	(1,498)	(2,114)
Option exercisable at the year end	3,750	5,248
Weighted average share price at the date of exercise	N.A.	₹ 645
Weighted average remaining contractual life (in years)	7	7
Range of exercise prices	N.A.	₹ 60 to ₹ 645

During the fiscal year 2014-15, the Compensation Committee of the Board of Directors, Company had granted 30,000 options to the eligible employees. The options vest over 4-5 years and are exercisable during a maximum period of 11 years from the date of vesting. In terms of the ESOP plan, the options were granted at the exercise price equivalent to the fair value of the underlying shares. The Company has accounted the above options at fair value.

The fair value of the stock option is calculated through the use of option pricing models, requiring subjective assumptions which greatly affect the calculated values. The said fair value of the options have been calculated using Black-Scholes option pricing model, considering the expected term of the options to be 4 & 5 years, an expected dividend rate of 3.88% on the underlying equity shares, a risk free rate of 7.81% and volatility in the share price of 37.5% since the company being closely held and its shares not being freely traded. The Company's calculations are based on a single option valuation approach, and forfeitures are recognized as they occur.

(h) Stock based incentive schemes by Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Incat International Limited ESOP 2000

To manage and implement various stock based incentive programs for employees of the Company, the Company has formed Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Incat International Limited ESOP 2000 for employees of the Company and its subsidiaries. Since shares of the Company are not listed on Stock Exchange, Tata Technologies Limited Employees Stock Option Trust (TTESOP Trust) and Incat International Limited ESOP 2000 purchase the shares from employees and ex-employees of the Company. The shares so purchased by the Trusts are reissued to the employees through various stock based incentive schemes from time to time. These shares are issued at their fair values on the date of grant which is determined on the basis of latest audited balance sheet of the Company. Some of the ESPPs require the employees to offer the shares to trusts on cessation of employment for which the trusts have retained a first right of refusal. No employee has been allocated more than 1% of the issued capital of the Company.

(i) Number of shares held by the Trusts (see note below):

	As at March 31, 2020	As at March 31, 2019
Tata Technologies Limited Employees Stock Option Trust	-	49,486
Incat International Limited ESOP 2000	-	9,01,015
	-	9,50,501

Note:

The trusts have participated in the Share Buyback scheme launched by the Company. Consequently all shares have been bought back by the Company during the year and extinguished accordingly.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

16. (i). OTHER EQUITY:

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Share application money pending allotment	-	0.34
Securities Premium	258.84	351.70
Securities Premium identified separately for consolidation adjustment	23.16	23.16
Capital Redemption Reserve	1.25	-
General reserve	134.65	134.65
Retained earnings	299.33	205.79
Items of other comprehensive income	1.34	0.56
	<u>718.57</u>	<u>716.20</u>

16. (ii). MOVEMENT IN OTHER EQUITY

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Share application money pending allotment		
Balance at the beginning of the year	0.34	0.40
Share application money received during the year	0.06	-
Issue of equity shares under employee share option plan	(0.40)	(0.40)
Issue of shares under employee share option plan pending allotment	-	0.34
Balance at the end of the year	<u>-</u>	<u>0.34</u>
Securities premium		
Balance at the beginning of the year	351.70	351.31
Add: Received during the period on exercise of stock options issued to employees (including from share based payment reserve)	0.39	0.39
Less: Utilisation for buyback of equity shares	(92.00)	
Less: Transfer to Capital Redemption Reserve	(1.25)	
Balance at the end of the year	<u>258.84</u>	<u>351.70</u>
Securities Premium identified separately for consolidation adjustment		
Balance at the beginning of the year	23.16	23.16
Balance at the end of the year	<u>23.16</u>	<u>23.16</u>
Capital redemption reserve		
Balance at the beginning of the year	-	-
Add : Transferred from Securities Premium	1.25	-
Balance at the end of the year	<u>1.25</u>	<u>-</u>
General reserve		
Balance at the beginning of the year	134.65	134.65
Balance at the end of the year	<u>134.65</u>	<u>134.65</u>
Retained earnings		
Balance at the beginning of the year	205.79	168.25
Add: Profit for the year	291.92	191.18
Less: Dividends, including taxes thereon	(179.31)	(155.67)
Less: Expenditure on Buyback of shares	(0.13)	-
Less: Buyback Tax	(17.94)	-
Less: Remeasurements of post employment benefits obligations (net of tax effect)	(1.00)	2.03
Balance at the end of the year	<u>299.33</u>	<u>205.79</u>

(Contd...)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Other Components of Equity:		
Balance at the beginning of the year	0.56	0.44
Foreign Currency Translation Reserve	0.78	0.12
Balance at the end of the year	1.34	0.56

Notes:
(i) Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013.

(ii) Securities Premium identified separately for consolidation adjustment

During 2010, based on the approval of Shareholders of the Company at the Extra-Ordinary General Meeting held on March 5, 2010 and the Order of the Honourable High Court of Judicature at Mumbai dated April 16, 2010, the Company had utilized balance in the securities premium account to the tune of ₹ 46.66 Crore towards one time charges/cost (including change in accounting policy for provision for doubtful debts) incurred by the Company and its subsidiary companies. The amounts relating to the Company amounting to ₹ 17.32 Crore had been adjusted to the Securities Premium Account. An amount of ₹ 29.34 Crore equivalent to the total amount of adjustments relating to the subsidiaries had been identified and segregated from the balance in the Securities Premium Account for adjustment on consolidation. Of this total adjustment made ₹ 1.58 Crore and ₹ 16.58 Crore relates to provision for doubtful debts of the Company and its subsidiary companies respectively on account of change in accounting policy with regard to provision for doubtful debts.

Consequently, such excess provisions for doubtful debts on account of the said collections have been written back to the Securities Premium Account. The subsidiary companies have realized from doubtful debts upto March 31, 2020 ₹ 6.18 crores (March 31, 2019 ₹ 6.18 crores). Accordingly the said amount has been transferred from the Securities Premium identified separately for consolidated adjustment to Securities Premium Account and the balance amount of ₹ 23.16 crores (March 31, 2019 ₹ 23.16 crores) relating to the subsidiaries is continued to be disclosed separately as securities premium account for adjustment on consolidation.

(iii) Capital redemption reserve

As per Companies Act, 2013, capital redemption reserve is created when company purchases its own shares out of free reserves or securities premium. A sum equal to the nominal value of the shares so purchased is transferred to capital redemption reserve. The Company has transferred the amount to Capital redemption reserve from Securities Premium.

(iv) General reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

(v) Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes.

17. TRADE PAYABLES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
CURRENT		
(a) Total outstanding dues of micro enterprises and small enterprises*	6.36	3.57
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	75.38	118.27
Total	81.74	121.84

*** Note:**

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.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Principle amount and the Interest due and remaining unpaid as at March 31,	6.36	3.57
(b) Principal amount paid after appointed date during the year	7.42	8.66
(c) Interest remaining due and payable for earlier years	-	-
(d) Amount of interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(e) Amount of interest accrued and unpaid as at March 31,	0.08	0.02

18. OTHER FINANCIAL LIABILITIES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON-CURRENT		
(a) Retention Bonus payable	0.28	0.37
Total	0.28	0.37
CURRENT		
(a) Capital creditors	1.87	5.23
(b) Unpaid dividends	2.27	4.80
(c) Provision for employee benefits	6.84	3.11
(d) Retention Bonus payable	0.62	0.89
(e) Finance lease payable	-	1.42
Total	11.60	15.45

19. PROVISIONS

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
NON CURRENT		
(a) Provision for employee benefits	22.49	24.68
Total	22.49	24.68
CURRENT		
(a) Provision for employee benefits	1.84	1.54
Total	1.84	1.54

20. OTHER CURRENT LIABILITIES

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
(a) Statutory remittances (withholding taxes, Provident Fund, GST, etc.)	20.91	23.68
(b) Advance and Progress payments	2.76	4.15
(c) Unearned revenue	13.07	16.45
Total	36.74	44.28

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
21. REVENUE FROM OPERATIONS (ALSO REFER NOTE 35.9)

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Sale of products	162.31	175.37
(b) Sale of services	1,060.81	1,010.40
(c) Other operating revenues		
(i) Export Incentive	19.42	30.47
(ii) Commission income	2.01	1.06
	1,244.55	1,217.30

21. (i). Revenue disaggregation by geography is as follows:

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) India	857.88	815.59
(b) UK	176.98	198.78
(c) North America	130.72	106.83
(d) Rest of Europe	28.16	41.90
(e) Rest of the world	50.81	54.20
	1,244.55	1,217.30

Geographical revenue is allocated based on the location of the customers

21. (ii). Changes in Contract assets are as follows:

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
Balance at the beginning year	24.10	14.69
Revenue recognised during the year	207.05	239.00
Invoices raised during the year	(200.98)	(229.59)
Translation exchange difference	-	-
Balance at the end year	30.17	24.10

21. (iii). Changes in unearned and deferred revenue and advance from customers are as follows:

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
Balance at the beginning year	20.60	15.46
Revenue recognised that was included in unearned and deferred revenue at the beginning of the year	(19.25)	(13.95)
Increase due to invoicing during the year, excluding amounts recognised as revenue and increase in advances received during the year	14.48	19.09
Translation exchange difference	-	-
Balance at the end year	15.83	20.60

21. (iv). Reconciliation of revenue recognized with the contracted price is as follows:

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
Contracted price	1,244.55	1,218.26
Reductions towards variable consideration components	-	(0.96)
Revenue recognised	1,244.55	1,217.30

The reduction towards variable consideration comprise of service level credits.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

21. (v). The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 44.93 crores (March 31, 2019: ₹ 32.74) and is expected to be recognised as revenue in the next year.

22. OTHER INCOME (NET)

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Interest Income		
(i) Interest income-others	5.53	4.13
(ii) Interest income on debentures	0.55	0.55
(b) Dividend income on investments		
(i) Dividend income on investments	137.83	0.42
(c) Other gains/(losses)		
(i) Change in fair value of investments measured at FVTPL - mutual fund units	2.22	2.05
(ii) Fair value gain/(loss) on derivatives not designated as hedges (net)	-	1.14
(d) Other non-operating income		
(i) Foreign currency gain/ (loss) (Net)	3.55	(2.16)
(ii) Other non-operating income	0.93	4.90
(iii) Profit on sale of investments measured at FVTPL - mutual fund units (net)	0.01	-
	150.62	11.03

23. EMPLOYEE BENEFITS EXPENSE

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Salaries and wages	556.62	535.31
(b) Contribution to provident and other funds	34.36	26.77
(c) Staff welfare expenses (Also refer Note 30)	24.71	26.33
	615.69	588.41

24. FINANCE COSTS

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Interest on lease liabilities	8.09	-
(b) Other Interest cost	0.76	0.04
	8.85	0.04

25. DEPRECIATION AND AMORTISATION EXPENSE

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Depreciation on Property, Plant and Equipment	21.42	23.21
(b) Depreciation on Right-of-use-asset	13.06	-
(c) Amortisation of Other Intangible assets	25.48	25.57
	59.96	48.78

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
26. OTHER EXPENSES

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) Rent	1.99	15.75
(b) Repairs & maintenance		
- Buildings	1.21	1.19
- Plant & Machinery	0.58	0.41
- Others	8.63	7.40
(c) Insurance	0.28	0.37
(d) Rates and taxes	1.55	1.08
(e) Advertisement and publicity	0.01	0.01
(f) Business promotion expenses	0.52	0.64
(g) Office expenses	6.27	6.33
(h) Travelling & conveyance	22.41	24.86
(i) Power & fuel	8.91	8.23
(j) Water charges	0.31	0.30
(k) Auditors remuneration (also refer note 26(i) below)	0.60	0.60
(l) Staff training and seminar expenses	0.65	1.94
(m) Staff recruitment expenses	2.99	4.68
(n) Commission to others	-	0.02
(o) AMC charges	38.33	37.45
(p) Software-internal use	30.61	12.14
(q) Professional fees	7.64	6.43
(r) Communication expenses	9.09	6.83
(s) Allowances for expected credit loss (net)	2.15	2.14
(t) Corporate social responsibility (also refer note 26(ii) below)	5.15	5.16
(u) Miscellaneous expenses	3.67	3.01
	153.55	146.97

26. (i). Payment to auditors

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(a) For statutory audit, including quarterly audits / limited review	0.47	0.47
(b) For Tax audit	0.06	0.06
(c) For other attest services	0.03	0.02
(d) For reimbursement of expenses	0.04	0.05
Total	0.60	0.60

26. (ii). Corporate social responsibility expenditure

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
Gross amount required to be spent	5.14	5.13
Total	5.14	5.13
Amount spent during the year on		
(a) Construction/ acquisition of any asset	-	-
(b) On purposes other than (i) above	5.15	5.16
	5.15	5.16

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

27. EARNING PER SHARE

(Amount in ₹ Crore)

Particulars		For the year ended	
		March 31, 2020	March 31, 2019
(a) Profit attributable to equity shareholders	₹ Crore	291.92	191.18
(b) The weighted average number of ordinary equity shares outstanding during the period	Nos.	42,967,516	42,093,201
(c) The nominal value per ordinary Share	₹	10.00	10.00
(d) Earnings Per Share (Basic)	₹	67.94	45.42
(e) The weighted average number of ordinary equity shares outstanding during the period	Nos.	42,967,516	42,093,201
(f) Add: Adjustment for Employee Stock Options	Nos.	3,750	5,248
(g) The weighted average number of equity shares outstanding for diluted EPS	Nos.	42,971,266	42,098,449
(h) Earnings Per Shares (Diluted)	₹	67.93	45.41

The number of shares for the year ended March 31, 2020 were after adjusting "Nil" shares (Previous Year 950,501 shares) held by ESOP Trusts pending allotment to eligible employees as of March 31, 2019.

28. (a) Contingent Liabilities

(Amount in ₹ Crore)

	As at	As at
	March 31, 2020	March 31, 2019
(a) Bonus related to retrospective period (Also refer note (i))	7.82	7.82
(b) Income Tax demands disputed in appeals (Also refer note (ii))	3.14	11.88
(c) Sales Tax demands disputed in appeals	0.01	0.00*
(d) Service Tax demands disputed in appeals (Also refer note (iii) and (iv))	21.56	20.56

* Amount is below rounding off norms of the company

Notes:

- (i) Statutory bonus at the revised rates pertaining to period retrospective to the notification dated on 01.01.2016 (i.e. from 01.04.2014 to 31.12.2015) was not provided pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts. During November 2016, considering the industry practices, the management after internal deliberations decided to and has paid the incremental bonus covering the fiscal year of the said notification i.e. from 01.04.2015 to 31.12.2015 aggregating to ₹ 5.55 crores, which has been presented as exceptional item in the financials for the year ended 31.03.2017. The incremental bonus for the FY 2014-15 is continued as contingent liability pending similar cases contesting retrospective applicability of the said notification in various Honourable High Courts.
- (ii) The Company has ongoing disputes with Income Tax Authorities relating to tax treatment of certain items. These mainly include disallowed expenses for Corporate tax, the tax treatment of certain expenses claimed by the Company as deductions and the computation of certain allowances.
- (iii) Pertains to disputes in relation to service tax on reverse charge mechanism amounting to ₹ 1.49 crores for Financials Years 2006-07 and 2007-08. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ 6.23 crores consisting of demand of ₹ 1.49 crores and interest and penalty of ₹ 4.74 crores.
- (iv) Service Tax Department had raised demand amounting to ₹ 5.16 crores (for the period April 08 to September 08 - ₹ 1.62 crores and for the period October 08 to September 09 - ₹ 3.54 crores) for delay in filing the prescribed declaration for availing cenvat credit. Aggrieved by the order, company had preferred an appeal with CESTAT. The appeal was decided in favour of the company during January 2016. Subsequently service tax department filed an appeal with High Court in 2017. The case being question of law, the High Court admitted the appeal in December 18. Considering the merit of the case, confirmation of demand is likely to be remote, hence contingent liability has been disclosed to the tune of ₹ 15.33 crores consisting of demand of ₹ 5.11 crores and interest and penalty of ₹ 10.22 crores.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

- (v) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on the receipt of the judgements/decisions pending with various forums/authorities.
- (vi) The Company does not expect any reimbursements in respect of the above contingent liabilities.

(b).

The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Pending the outcome of the review petition and directions from the EPFO, the impact for past periods, if any, is not ascertainable and consequently no financial effect has been provided for in the financial statements. The Company has given effect on a prospective basis, from the date of the SC order.

29. SEGMENT REPORTING

Where a financial report contains both consolidated financial statements and separate financial statements of the parent, segment information needs to be presented only in case of consolidated financial statements. Accordingly, segment information has been provided only in the consolidated financial statements.

30. DEFINED BENEFIT PLANS

The Company's contribution to defined contribution plan for the year ended March 31, 2020 has been recognised in the statement of Profit and Loss as follows.

(Amount in ₹ Crore)

	March 31, 2020	March 31, 2019
Contribution to provident fund	24.37	16.99
Contribution to superannuation fund	4.20	4.16
	28.57	21.15

Defined benefit plans

The principal assumptions used for the purposes of the actuarial valuations were as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence (Unfunded)	
	Valuation as at		Valuation as at		Valuation as at		Valuation as at		Valuation as at	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Discount rate(s)	6.90%	7.70%	6.90%	7.7%	6.10%	6.75%	6.90%	7.60%	6.90%	7.70%
Expected rate(s) of salary increase	5.75%-6%	5.75%-6%	5.75%-6%	5.75%-6%	-	-	-	-	5.75%-6%	5.75%-6%
Medical inflation rate	-	-	-	-	-	-	6.00%	6.00%	-	-
Withdrawal rate:										
Age										
20 - 34 years	17%	15%	17%	15%	17%	15%	17%	15%	17%	15%
35 - 40 years	8%	8%	8%	8%	8%	8%	8%	8%	8%	8%
41 - 50 years	5%	4%	5%	4%	5%	4%	5%	4%	5%	4%
51 - 60 years	3%	2%	3%	2%	3%	2%	3%	2%	3%	2%

Amounts recognised in standalone statement of profit and loss in respect of these defined benefit plans are as follows.

	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19								
	Amount in ₹ Crore									
Service cost:										
Current service cost	5.70	5.39	0.49	0.75	0.09	0.11	0.85	1.09	3.58	3.90
Past service cost and (gain)/loss from settlements	-	-	(5.17)	-	-	-	-	(1.54)	-	-
Net interest expense	0.09	0.24	0.16	0.44	0.02	(0.03)	0.74	0.91	0.13	(1.28)
Components of defined benefit costs recognised in profit or loss	5.79	5.63	(4.52)	1.19	0.11	0.08	1.59	0.46	3.71	2.62

(Contd...)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19								
	Amount in ₹ Crore									
Remeasurement on the net defined benefit liability:										
Return on plan assets (excluding amounts included in net interest expense)	(1.84)	(2.11)	-	-	(0.81)	0.92	-	-	-	-
Actuarial (gains) / losses arising from changes in demographic assumptions.	0.44	-	-	-	-	-	(0.66)	-	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	3.66	-	0.14	-	-	-	1.49	(1.96)	-	-
Actuarial (gains) / losses arising from experience adjustments	(0.32)	0.10	0.39	0.05	0.17	(0.09)	(1.11)	(0.03)	-	-
Others										
Components of defined benefit costs recognised in other comprehensive income	1.94	(2.01)	0.53	0.05	(0.64)	0.83	(0.28)	(1.99)	-	-
Total	7.73	3.62	(3.99)	1.24	(0.53)	0.91	1.31	(1.53)	3.71	2.62

The current service cost and the net interest expense for the Year are included in the 'Employee benefits expense' line item in the standalone statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the standalone balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence (Unfunded)	
	As at		As at		As at		As at		As at	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore	Amount in ₹ Crore
Present value of funded defined benefit obligation	(55.81)	(47.30)	(2.58)	(6.80)	(2.30)	(3.25)	(10.87)	(9.87)	(10.87)	(9.15)
Fair value of plan assets	48.97	44.20	-	-	2.51	2.86	-	-	-	-
Funded status	(6.84)	(3.10)	(2.58)	(6.80)	0.21	(0.39)	(10.87)	(9.87)	(10.87)	(9.15)
Net liability arising from defined benefit obligation	(6.84)	(3.10)	(2.58)	(6.80)	0.21	(0.39)	(10.87)	(9.87)	(10.87)	(9.15)

Movements in the present value of the defined benefit obligation are as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence (Unfunded)	
	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Opening defined benefit obligation	47.30	44.06	6.80	5.82	3.25	5.32	9.87	12.00	9.15	8.02
Current service cost	5.70	5.39	0.49	0.75	0.09	0.11	0.85	1.09	3.58	3.90
Interest cost	3.47	3.18	0.16	0.44	0.17	0.28	0.74	0.91	0.63	0.57
Remeasurement (gains)/losses: Actuarial gains and losses arising from changes in demographic assumptions	0.44	-	-	-	-	-	(0.66)	-	(0.49)	-
Actuarial gains and losses arising from changes in financial assumptions	3.66	-	0.14	-	-	-	1.49	(1.96)	-	-
Actuarial gains and losses arising from experience adjustments	(0.32)	0.10	0.39	0.05	0.17	(0.09)	(1.11)	(0.03)	-	-
Transfer to/(from) Holding Company (Net)	-	(0.80)	-	(0.05)	-	-	-	(0.26)	-	(0.05)
Others	-	-	(0.02)	(0.02)	-	-	-	(1.54)	-	(1.84)
Benefits paid	(4.44)	(4.63)	(0.21)	(0.19)	(1.38)	(2.37)	(0.31)	(0.34)	(2.00)	(1.45)
Curtailement			(5.17)							
Closing defined benefit obligation	55.81	47.30	2.58	6.80	2.30	3.25	10.87	9.87	10.87	9.15

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Reconciliation of the fair value of the plan assets are as follows.

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence (Unfunded)	
	Year Ended		Year Ended		Year Ended		Year Ended		Year Ended	
	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19	31-Mar-20	31-Mar-19
Opening fair value of plan assets	44.20	36.55	-	-	2.86	5.76	-	-	-	-
Interest income	3.39	2.94	-	-	0.15	0.31	-	-	-	-
Remeasurement gain (loss): Return on plan assets (excluding amounts included in net interest expense)	1.84	2.11	-	-	0.81	(0.92)	-	-	-	-
Contributions from the employer	3.98	8.03	0.21	0.19	0.07	0.08	0.31	0.34	1.99	1.45
Benefits paid	(4.44)	(4.63)	(0.21)	(0.19)	(1.38)	(2.37)	(0.31)	(0.34)	(1.99)	(1.45)
Transfer to/(from) Holding Company (Net)	-	(0.80)	-	-	-	-	-	-	-	-
Closing fair value of plan assets	48.97	44.20	-	-	2.51	2.86	-	-	-	-

The major categories of plan assets as percentage of total plan assets:

	Gratuity (Funded)		Bhavishya Kalyan Yojana (BKY) (Unfunded)		Superannuation (Partly Funded)		Post Retirement Medicare Scheme (Unfunded)		Compensated Absence (Unfunded)	
Debt securities	100.00%	100.00%	N/A	N/A	100.00%	100.00%	N/A	N/A	N/A	N/A

Not Applicable (N/A)

Sensitivity Analysis

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	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate	Discount Rate	Salary Escalation Rate	Discount Rate	Medical Cost
Change in Assumption								
Increase by 1%	7.90%	Defined Above	7.90%	Defined Above	7.10%	Defined Above	7.90%	7.00%
Decrease by 1%	5.90%	Defined Above	5.90%	Defined Above	5.10%	Defined Above	5.90%	5.00%
Impact on defined benefit obligation								
Increase by 1%	(4.50)	5.04	(0.17)	-	N.A.	N.A.	(1.60)	1.77
Decrease by 1%	5.25	(4.49)	0.19	-	N.A.	N.A.	2.05	(1.40)
Impact on service cost and interest cost								
Increase by 1%	1.03	1.67	0.01	-	N.A.	N.A.	(0.36)	0.51
Decrease by 1%	(0.91)	(1.47)	(0.01)	-	N.A.	N.A.	0.46	(0.39)

Maturity profile of defined benefit obligation:

	Amount in ₹ Crore				
Within 1 Year	5.91	0.29	0.13	0.34	1.28
1-2 years	5.88	0.29	-	0.36	1.08
2-3 years	5.83	0.29	0.07	0.35	0.99
3-4 years	5.50	0.29	-	0.36	0.82
4-5 years	6.50	0.23	-	0.37	0.78
5-10 years	35.56	1.12	0.08	2.01	3.64

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Employee benefit plans

The plans typically expose the company to the actuarial risks such as: investments risk, interest risks, longevity risk and salary risk

Investment risk	The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields at the end of the reporting Year on government bonds. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting Year on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

No other post-retirement benefits are provided to these employees.

In respect of the plan in India, the actuarial valuation of the plan assets and the present value of the defined benefit obligation are carried out for March 31, 2020 by Willis Towers Watson, Fellow of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, are measured using the projected unit credit method on a proportionate basis.

The fair value of plan assets are majorly balance mix of investments in government securities and other debt instruments. The Trust activities are managed by mix of professional employees representing management and employees.

Bhavishya Kalyan Yojana (BKY)

During the period, the Company has decided to replace its employee benefit scheme BKY with Group Term Life Insurance (GTL) policy with effect from November 2019. The Company has reversed the provision of Rs. 3.90 crore during the financial year ended 31 March 2020 based on actuarial valuation.

The Company will continue to carry obligation under this scheme based on actuarial valuation for those beneficiaries having claims under this scheme before the date of discontinuation.

31 RELATED PARTY DISCLOSURES FOR THE PERIOD ENDED MARCH 31, 2020.

a) Related party and their relationship

1 Parent Company		Tata Motors Limited
2 Subsidiary		Tata Technologies Pte.Limited, Singapore
3 Indirect Subsidiaries	1	Tata Technologies (Thailand) Limited
	2	INCAT International Plc.
	3	Tata Technologies Europe Limited
	4	INCAT GmbH (under liquidation)
	5	Tata Technologies Inc (Subsidiary of Tata Technologies Europe Limited w.e.f March 20, 2015)
	6	Tata Technologies de Mexico, S.A. de C.V. (Under Liquidation)
	7	Cambric Limited
	8	Cambric GmbH (Under Liquidation)
	9	Tata Technologies SRL, Romania
	10	Tata Manufacturing Technologies (Shanghai) Limited
	11	Escenda Engineering AB
	12	Tata Technologies Limited Employees Stock Option Trust
	13	Incat International Limited ESOP 2000
4 Fellow subsidiaries	1	Concorde Motors (India) Limited
	2	Tata Motors European Technical Centre PLC
	3	Tata Motors Insurance Broking and Advisory Services Limited
	4	TMF Holdings Limited
	5	TML Holdings Pte. Limited
	6	TML Distribution Company Limited

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

7	Tata Hispano Motors Carrocera S.A.
8	Tata Hispano Motors Carroceries Maghreb SA
9	TML Drivelines Limited (Merged into Tata Motors Limited w.e.f. April 30, 2018)
10	Trilix S.r.l.
11	Tata Precision Industries Pte. Limited
12	Tata Marcopolo Motors Limited
13	Tata Daewoo Commercial Vehicle Company Limited
14	Tata Daewoo Commercial Vehicle Sales and Distribution Company Limited
15	Tata Motors (Thailand) Limited (Increase from 95.87% to 97.17% with effect from June 6, 2019)
16	Tata Motors (SA) (Proprietary) Limited
17	PT Tata Motors Indonesia
18	PT Tata Motors Distribusi Indonesia
19	TMNL Motor Services Nigeria Limited
20	Jaguar Land Rover Automotive Plc
21	Jaguar Land Rover Limited
22	Jaguar Land Rover Austria GmbH
23	Jaguar Land Rover Japan Limited
24	JLR Nominee Company Limited (dormant)
25	Jaguar Land Rover Deutschland GmbH
26	Jaguar Land Rover North America LLC
27	Jaguar Land Rover Nederland BV
28	Jaguar Land Rover Portugal - Veículos e Peças, Lda.
29	Jaguar Land Rover Australia Pty Limited
30	Jaguar Land Rover Italia Spa
31	Jaguar Land Rover Korea Company Limited
32	Jaguar Land Rover (China) Investment Co., Ltd.
33	Jaguar Land Rover Canada ULC
34	Jaguar Land Rover France, SAS
35	Jaguar Land Rover (South Africa) (Pty) Limited
36	Jaguar e Land Rover Brasil Indústria e Comércio de Veículos LTDA
37	Limited Liability Company "Jaguar Land Rover" (Russia)
38	Jaguar Land Rover (South Africa) Holdings Limited
39	Jaguar Land Rover Ventures Limited (Incorporated w.e.f. May 16, 2019)
40	Jaguar Land Rover Classic Deutschland GmbH (Incorporated w.e.f. August 10, 2018)
41	Jaguar Land Rover Hungary KFT (Incorporated w.e.f. July 30, 2018)
42	Jaguar Land Rover India Limited
43	Jaguar Land Rover Espana SL
44	Jaguar Land Rover Belux NV
45	Jaguar Land Rover Holdings Limited
46	Jaguar Cars South Africa (Pty) Limited (dormant)
47	The Jaguar Collection Limited (Dissolved June 19, 2018)
48	Jaguar Cars Limited (dormant)
49	Land Rover Exports Limited (dormant)
50	Land Rover Ireland Limited
51	The Daimler Motor Company Limited (dormant)
52	Daimler Transport Vehicles Limited (dormant)
53	S.S. Cars Limited
54	The Lanchester Motor Company Limited (dormant)
55	Shanghai Jaguar Land Rover Automotive Services Company Limited
56	Jaguar Land Rover Pension Trustees Limited (dormant)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

57	Jaguar Land Rover Slovakia s.r.o
58	Jaguar Land Rover Singapore Pte. Ltd.
59	Jaguar Racing Limited
60	InMotion Ventures Limited
61	Lenny Insurance Limited (Name changed from InMotion Ventures 1 Limited w.e.f. September 6, 2019)
62	InMotion Ventures 2 Limited
63	InMotion Ventures 3 Limited
64	InMotion Ventures 4 Limited (Incorporated w.e.f. January 4, 2019)
65	Jaguar Land Rover Colombia S.A.S
66	Jaguar Land Rover Ireland (Services) Limited (Incorporated w.e.f. July 28, 2017)
67	Jaguar Land Rover Taiwan Company Limited (Incorporated w.e.f. November 17, 2017)
68	Jaguar Land Rover Servicios México, S.A. de C.V. (Servicios GDV Mexico S.A. de C.V. incorporated w.e.f October 2, 2017 and was renamed w.e.f. December 11, 2017)
69	Jaguar Land Rover México, S.A.P.I. de C.V. (GDV Imports Mexico SAPI de C.V. ncorporated w.e.f October 2, 2017 and was renamed w.e.f. December 11, 2017)
70	Jaguar Land Rover Classic USA LLC (Incorporated June 1, 2018) (dormant)
71	Jaguar Land Rover Auto Ventures Limited (Incorporated w.e.f. December 13, 2019)
72	Jaguar Land Rover (Ningbo) Trading Co. Limited (Incorporated w.e.f. November 4, 2019)
73	Tata Motors Finance Solutions Limited
74	Tata Motors Finance Limited (Name changed from Sheba Properties Limited w.e.f. June 30, 2017)
75	Spark44 (JV) Limited
76	Spark44 Pty. Ltd. (Sydney, Australia)
77	Spark44 GmbH (Frankfurt, Germany)
78	Spark44 LLC (LA & NYC, USA)
79	Spark44 Shanghai Limited (Shanghai, China)
80	Spark44 DMCC (Dubai, UAE)
81	Spark44 Demand Creation Partners Pvt. Limited (Mumbai, India)
82	Spark44 Limited (London & Birmingham, UK)
83	Spark44 Singapore Pte. Ltd. (Singapore)
84	Spark44 Communications SL (Madrid, Spain)
85	Spark44 S.r.l. (Rome, Italy)
86	Spark44 Seoul Limited (Korea)
87	Spark44 Japan K.K. (Tokyo, Japan)
88	Spark44 Canada Inc (Toronto, Canada)
89	Spark44 Pty. Limited (South Africa)
90	Spark44 Colombia S.A.S. (Colombia) (Incorporated w.e.f. May 10, 2018)
91	Spark44 Taiwan Limited (Taiwan) (Incorporated w.e.f. May 7, 2018)
92	Spark44 Demand Creation Partners India Limited (Mumbai, India)
93	Tata Toyo Radiator Limited (ceased to be a joint venture and became a subsidiary w.e.f. 01.07.2018)
94	Tata Teleservices Limited (Ceased to be a joint venture and became a subsidiary w.e.f. 31.10.2017)
95	MMP Mobi Wallet Payment Systems Limited (w.e.f. 31.10.2017)
96	NVS Technologies Limited (w.e.f. 31.10.2017)
97	TTL Mobile Private Limited (formerly Virgin Mobile (India) Private Limited (ceased to be a joint venture and is a subsidiary w.e.f. 10.11.2017)
98	Tata Teleservices (Maharashtra) Limited (Ceased to be a joint venture and became a subsidiary w.e.f. 31.10.2017)
99	Tata Communications Limited (Ceased to be an associate and became a subsidiary w.e.f. 28.05.2018)
100	Tata Communications Transformation Services Limited (w.e.f. 28.05.2018)
101	Tata Communications Collaboration Services Private Limited (w.e.f. 28.05.2018)
102	Tata Communications Payment Solutions Limited (w.e.f. 28.05.2018)
103	Tata Communications Lanka Limited (w.e.f. 28.05.2018)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

104	Tata Communications Services (International) Pte. Limited (w.e.f. 28.05.2018)
105	Tata Communications (Bermuda) Limited (w.e.f. 28.05.2018)
106	Tata Communications (Netherlands) B.V. (w.e.f. 28.05.2018)
107	Tata Communications (Hong Kong) Limited (w.e.f. 28.05.2018)
108	ITXC IP Holdings S.A.R.L. (w.e.f. 28.05.2018)
109	Tata Communications (America) Inc. (w.e.f. 28.05.2018)
110	Tata Communications (International) Pte Limited (w.e.f. 28.05.2018)
111	Tata Communications (Canada) Limited (w.e.f. 28.05.2018)
112	Tata Communications (Belgium) S.P.R.L. (w.e.f. 28.05.2018)
113	Tata Communications (Italy) SRL (w.e.f. 28.05.2018)
114	Tata Communications (Portugal) Unipessoal LDA (w.e.f. 28.05.2018)
115	Tata Communications (France) SAS (w.e.f. 28.05.2018)
116	Tata Communications (Nordic) AS (w.e.f. 28.05.2018)
117	Tata Communications (Guam) L.L.C. (w.e.f. 28.05.2018)
118	Tata Communications (Portugal) Instalacao E Manutencao De Redes LDA (w.e.f. 28.05.2018)
119	Tata Communications (Australia) Pty Limited (w.e.f. 28.05.2018)
120	Tata Communications Services (Bermuda) Limited (w.e.f. 28.05.2018)
121	Tata Communications (Poland) SP.Z.O.O. (w.e.f. 28.05.2018)
122	Tata Communications (Japan) KK. (w.e.f. 28.05.2018)
123	Tata Communications (UK) Limited (w.e.f. 28.05.2018)
124	Tata Communications Deutschland GMBH (w.e.f. 28.05.2018)
125	Tata Communications (Middle East) FZ-LLC (w.e.f. 28.05.2018)
126	Tata Communications (Hungary) LLC (w.e.f. 28.05.2018)
127	Tata Communications (Ireland) DAC (w.e.f. 28.05.2018)
128	Tata Communications (Russia) LLC (w.e.f. 28.05.2018)
129	Tata Communications (Switzerland) GmbH (w.e.f. 28.05.2018)
130	Tata Communications (Sweden) AB (w.e.f. 28.05.2018)
131	TCPOP Communication GmbH (w.e.f. 28.05.2018)
132	Tata Communications (Taiwan) Limited (w.e.f. 28.05.2018)
133	Tata Communications (Thailand) Limited (w.e.f. 28.05.2018)
134	Tata Communications (Malaysia) Sdn. Bhd. (w.e.f. 28.05.2018)
135	Tata Communications Transformation Services South Africa (Pty) Ltd (w.e.f. 28.05.2018)
136	Tata Communications (Spain) S.L. (w.e.f. 28.05.2018)
137	Tata Communications (Beijing) Technology Limited (w.e.f. 28.05.2018)
138	VSNL SNOSPV Pte. Limited (w.e.f. 28.05.2018)
139	Tata Communications (South Korea) Limited (w.e.f. 28.05.2018)
140	Tata Communications Transformation Services (Hungary) Kft.(w.e.f. 28.05.2018)
141	Tata Communications Transformation Services Pte Limited (w.e.f. 28.05.2018)
142	Tata Communications (Brazil) Participacoes Limitada (w.e.f. 28.05.2018)
143	Tata Communications Transformation Services (US) Inc (w.e.f. 28.05.2018)
144	Tata Communications Comunicacoes E Multimidia (Brazil) Limitada (w.e.f. 28.05.2018)
145	Nexus Connexion (SA) Pty Limited (w.e.f. 28.05.2018)
146	SEPCO Communications (Pty) Limited (w.e.f. 28.05.2018)
147	Tata Communications (New Zealand) Limited (w.e.f. 28.05.2018)
148	Tata Communications MOVE B.V.(formerly Teleena Holding B.V.) (w.e.f. 02.10.2018)
149	Tata Communications MOVE Nederland B.V. (formerly Teleena Nederland B.V.) (w.e.f. 02.10.2018)
150	Tata Communications MOVE UK Limited (formerly Teleena UK Limited) (w.e.f. 02.10.2018)
151	Tata Communications MOVE Singapore Pte. Ltd. (formerly Teleena Singapore Pte. Ltd.) (w.e.f. 02.10.2018)
152	MuCoso B.V. (w.e.f. 02.10.2018)
153	NetFoundry Inc. (w.e.f. 21.02.2019)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

	154	Brabo Robotics and Automation Limited (Incorporated with effect from July 17, 2019)
	155	TC IOT Managed Solutions Limited (w.e.f. 06.06.2019)
5		Joint Venture
		TATA HAL Technologies Limited
6		Associates and Joint Venture of Parent Company
	1	Tata Sons Private Limited (Entity with more than 20% voting rights in Tata Motors Limited)
	2	Jaguar Cars Finance Limited
	3	Automobile Corporation of Goa Limited
	4	Nita Company Limited
	5	Tata Hitachi Construction Machinery Company Private Limited
	6	Tata Precision Industries (India) Limited
	7	Tata AutoComp Systems Limited
	8	Loginomic Tech Solutions Private Limited ("TruckEasy") (Acquired stake w.e.f. July 10, 2018)
	9	Serviplem S.A.U. (Liquidated w.e.f. Feb 6, 2019)
	10	Automotive Skills Training Private Limited (formerly known as Automotive Skills Training Foundation) (Company has been voluntarily struck off w.e.f. April 18, 2019)
	11	Automotive Stampings and Assemblies Limited
	12	Nanjing Tata Autocomp Systems Limited
	13	TACO Engineering (UK) Limited (ceased w.e.f. 11.08.2017)
	14	TACO Engineering Services GmbH
	15	TACO Holdings (Mauritius) Limited
	16	TACO Kunststofftechnik GmbH (Dissolved w.e.f. 23.10.2017)
	17	TACO Grundstückverwaltungs GmbH (Dissolved w.e.f. 24.11.2017)
	18	Ryhpez Holding (Sweden) AB
	19	TitanX Holding AB
	20	TCE SOUTH AFRICA (Pty) Ltd (w.e.f. 16.07.2018)
	21	TitanX Engine Cooling Inc.
	22	TitanX Engine Cooling Kunshan Co. Ltd.
	23	TitanX Engine Cooling AB
	24	TitanX Engine Cooling, Poland (formed on 25-04-2018)
	25	Changshu Tata AutoComp Systems Limited (w.e.f. 10.06.2019)
	26	TitanX Refrigeração de Motores LTDA
	27	TitanX Engine Cooling Holding AB (Merged with TitanX Holding AB w.e.f. 19.03.2018)
	28	Tata Ficosa Automotive Systems Private Limited (Tata Ficosa Automotive Systems Limited)
	29	Tata AutoComp GY Batteries Private Limited (formerly Tata AutoComp GY Batteries Limited)
	30	Tata Autocomp Hendrickson Suspensions Private Limited (formerly Taco Hendrickson Suspensions Private Limited)
	31	Air International TTR Thermal Systems Limited
	32	Tata Autocomp Katcon Exhaust Systems Private Limited (formerly Katcon India Private Limited)
	33	TM Automotive Seating Systems Private Limited
	34	TACO Sasken Automotive Electronics Limited (excluded from consolidation by TACO from 01.10.2010) (under liquidation w.e.f. 30.09.2010)
	35	Tata Cummins Private Limited
	36	Fiat India Automobiles Private Limited
	37	Chery Jaguar Land Rover Automotive Company Limited
	38	Chery Jaguar Land Rover Auto Sales Company Limited (100% Subsidiaries of Chery Jaguar Land Rover Automotive Company Limited)
	39	JT Special Vehicles Pvt. Limited (Incorporated as a JV with effect from July 13, 2016 with Jayem Automotives Pvt. Limited)
	40	Ewart Investments Limited
	41	Tata Limited
	42	Tata AIA Life Insurance Company Limited
	43	Tata AIG General Insurance Company Limited

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

44	Indian Rotorcraft Limited
45	Panatone Finvest Limited
46	TS Investments Limited
47	Tata SIA Airlines Limited
48	Infiniti Retail Limited
49	Tata Incorporated
50	Tata Business Support Services Limited
51	TBSS Healthcare TPA Services Limited (Amalgamated with Tata Business Support Services Limited pursuant to the order dated 30.11.2016 of the Hon'ble High Court of Judicature at Hyderabad for the State of Telangana and Andhra Pradesh. Effective Date: 23.03.2017. Appointed Date: 01.04.2016)
52	Global Information Services Private Limited (formerly Global Information Services Limited) (ceased to be an associate and is a subsidiary w.e.f. 13.05.2016) (Amalgamated with Tata Business Support Services Limited pursuant to the order dated 09.03.2017 of the Hon'ble National Company Law Tribunal bench at Mumbai. Effective Date: 23.03.2017. Appointed Date: 01.04.2016)
53	Tata Investment Corporation Limited
54	Simto Investment Company Limited
55	Tata Asset Management Limited
56	Tata Asset Management (Mauritius) Private Limited
57	Tata Pension Management Limited
58	Tata Consulting Engineers Limited
59	Ecofirst Services Limited
60	TCE QSTP-LLC (in liquidation)
61	Tata International AG, Zug
62	Tata AG, Zug (in liquidation)
63	TRIF Investment Management Limited
64	Rockbourne Holding B.V. (ceased to be an associate and became a subsidiary w.e.f. 22.03.2018) (under liquidation)
65	Tata Petrodyne Limited
66	Belida B.V.
67	Dian Energy B.V.
68	Merangin B.V.
69	Meruap B.V.
70	Tata Advanced Systems Limited
71	Aurora Integrated Systems Private Limited
72	HELA Systems Private Limited
73	Nova Integrated Systems Limited
74	TASEC Limited (formerly TAS-AGT Systems Limited) (merged with Tata Advanced Systems Ltd. w.e.f. 01.04.2018)
75	TASL Aerostructures Private Limited
76	Tata Lockheed Martin Aerostructures Limited
77	Tata Sikorsky Aerospace Limited (formerly Tara Aerospace Systems Limited)
78	Tata Boeing Aerospace Limited (formerly Tata Aerospace Limited)
79	Tata Capital Limited
80	India Collections Management Limited (Amalgamated with Tata Capital Limited w.e.f. 16.05.2016, Appointed Date: 01.04.2015)
81	Tata Capital Advisors Pte. Limited
82	Tata Capital Financial Services Limited
83	Tata Capital Forex Limited (formerly TT Holdings & Services Limited) (ceased w.e.f. 30.10.2017)
84	TATA Capital General Partners LLP
85	Tata Capital Growth Fund I
86	Tata Capital Growth II General Partners LLP
87	Tata Capital Healthcare General Partners LLP

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

88	Tata Capital Healthcare Fund II (w.e.f. 12.09.2019)
89	TATA Capital Healthcare II General Partners LLP (w.e.f. 12.09.2019)
90	Tata Capital Housing Finance Limited
91	Tata Capital Markets Pte. Limited
92	Tata Capital Plc
93	Tata Capital Pte. Limited
94	Tata Cleantech Capital Limited
95	Tata Infrastructure Capital Limited (Amalgamated with Tata Capital Limited w.e.f. 16.05.2016, Appointed Date: 01.04.2015)
96	Tata Opportunities General Partners LLP
97	Tata Securities Limited
98	Tata Capital Special Situation Fund
99	Tata Capital Healthcare Fund I
100	Tata Capital Innovations Fund
101	Tata Capital Growth Fund II (w.e.f. 28.09.2018)
102	TC Travel and Services Limited (ceased w.e.f. 30.10.2017)
103	Tata Housing Development Company Limited
104	Apex Realty Private Limited
105	Ardent Properties Private Limited
106	Concept Developers & Leasing Limited (formerly Concept Marketing and Advertising Limited)
107	Gurgaon Infratech Private Limited (Merged with Tata Housing Development Co. Ltd. pursuant to the order dated April 29, 2016 of the Hon'ble High Court of Judicature at Mumbai w.e.f. April 1, 2014)
108	HLT Residency Private Limited
109	Kriday Realty Private Limited
110	Landscape Structures Private Limited (Merged with Tata Housing Development Co. Ltd. pursuant to the order dated April 29, 2016 of the Hon'ble High Court of Judicature at Mumbai w.e.f. April 1, 2014)
111	North Bombay Real Estate Private Limited
112	One-Colombo Project (Private) Limited
113	Promont Hillside Private Limited
114	Smart Value Homes (Boisar) Private Limited (formerly Niyati Sales Private Limited)
115	Tata Value Homes Limited (formerly Smart Value Homes Limited)
116	THDC Management Services Limited (formerly THDC Facility Management Limited)
117	World-One (Sri Lanka) Projects Pte. Limited
118	World-One Development Company Pte. Limited
119	Synergizers Sustainable Foundation (incorporated under Section 25 of the Companies Act, 1956)
120	Tata Realty and Infrastructure Limited
121	Acme Living Solutions Private Limited
122	Arrow Infraestate Private Limited
123	Gurgaon Construct Well Private Limited
124	Gurgaon Realtech Limited
125	HV Farms Private Limited
126	TRIF Gurgaon Housing Projects Private Limited
127	TRIL Amritsar Projects Limited (formerly TRIF Amritsar Projects Limited)
128	TRIL Constructions Limited
129	Wellkept Facility Management Services Private Limited (formerly TRIL Hospitality Private Limited)
130	TRIL Roads Private Limited
131	TRIL Urban Transport Private Limited
132	TRIL Infopark Limited
133	Hampi Expressways Private Limited
134	TRIF Real Estate And Development Limited
135	Dharamshala Ropeway Limited

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

136	Manali Ropeways Private Limited
137	International Infrabuild Private Limited
138	Uchit Expressways Private Limited
139	TRPL Roadways Private Limited
140	Tata Consultancy Services Limited
141	Alti HR S.A.S. (Merged with Alti S.A. w.e.f. 01.04.2017)
142	Alti Infrastructures Systemes & Reseaux S.A.S. (Merged with Alti S.A. w.e.f. 01.04.2017)
143	Alti NV (Merged with Tata Consultancy Services Belgium S.A. w.e.f. 01.10.2017)
144	Alti S.A.
145	Alti Switzerland S.A. (Merged with Tata Consultancy Services Switzerland Ltd. w.e.f. 01.10.2017)
146	APTOnline Limited (formerly APOne Limited)
147	C-Edge Technologies Limited
148	CMC Americas Inc.
149	CMC eBiz Inc. (liquidated w.e.f. 20.06.2018)
150	Diligenta Limited
151	MahaOnline Limited
152	MGDC S.C.
153	MP Online Limited
154	Planaxis Technologies Inc. (Liquidated w.e.f. 31.03.2018)
155	PT Tata Consultancy Services Indonesia
156	Tata America International Corporation
157	Tata Consultancy Services (Africa) (PTY) Ltd.
158	Tata Consultancy Services (China) Co., Ltd.
159	Tata Consultancy Services (Philippines) Inc.
160	Tata Consultancy Services (South Africa) (PTY) Ltd.
161	Tata Consultancy Services (Thailand) Limited
162	Tata Consultancy Services Argentina S.A.
163	Tata Consultancy Services Asia Pacific Pte Ltd.
164	Tata Consultancy Services Belgium (formerly Tata Consultancy Services Belgium S.A.)
165	Tata Consultancy Services Canada Inc.
166	Tata Consultancy Services Chile S.A.
167	Tata Consultancy Services Danmark ApS
168	Tata Consultancy Services De Espana S.A.
169	Tata Consultancy Services De Mexico S.A.,De C.V.
170	Tata Consultancy Services Deutschland GmbH
171	Tata Consultancy Services Do Brasil Ltda
172	Tata Consultancy Services France SA (formerly Alti S.A.)
173	Tata Consultancy Services France SAS (Merged with Alti S.A. w.e.f. 01.04.2017)
174	Tata Consultancy Services Luxembourg S.A.
175	Tata Consultancy Services Malaysia Sdn Bhd
176	Tata Consultancy Services Netherlands BV
177	Tata Consultancy Services Osterreich GmbH
178	Tata Consultancy Services Portugal Unipessoal Limitada
179	Tata Consultancy Services Qatar S.S.C.
180	Tata Consultancy Services Sverige AB
181	Tata Consultancy Services Switzerland Ltd.
182	TCS e-Serve America, Inc.
183	TCS Financial Solutions (Beijing) Co., Ltd.
184	TCS Financial Solutions Australia Holdings Pty Limited
185	TCS Financial Solutions Australia Pty Limited

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

186	TCS FNS Pty Limited
187	TCS Iberoamerica SA
188	TCS Inversiones Chile Limitada
189	TCS Italia SRL
190	TCS Solution Center S.A.
191	TCS Uruguay S. A.
192	Teamlink (Liquidated with effect from 31.01.2018)
193	TESCOM (France) Software Systems Testing S.A.R.L. (Merged with Alti S.A. w.e.f. 01.04.2017)
194	TCS e-Serve International Limited
195	Tata Consultancy Services Japan, Ltd.
196	TCS Foundation(formed under Section 8 of the Companies Act, 2013)
197	W12 Studios Limited (w.e.f. 01.11.2018)
198	Tata Consultancy Services Saudi Arabia
199	Technology Outsourcing S.A.C.
200	MS C.JV Investments Corporation (dissolved w.e.f. 24.01.2017)
201	Diligenta 2 Limited (dissolved w.e.f. 14.03.2017)
202	PT Financial Network Services (liquidated w.e.f. 16.03.2017)
203	Tata Trustee Company Limited
204	Tata Sky Limited
205	ACTVE Digital Services Private Limited
206	Tata Sky Broadband Private Limited (formerly Quickest Broadband Private Limited)
207	TSBB Voice Private Limited (w.e.f. 13.02.2019)
208	Eurofins Advinus Limited (formerly Advinus Therapeutics Limited) (ceased to be subsidiary w.e.f. 05.10.2017)
209	Advinus Therapeutics Inc. (ceased to be subsidiary w.e.f. 05.10.2017)
210	Impetis Biosciences Limited (w.e.f. 24.07.2017) (ceased to be subsidiary w.e.f. 05.10.2017)
211	Niskalp Infrastructure Services Limited (formerly Niskalp Energy Limited)
212	India Emerging Companies Investment Limited
213	Inshaallah Investments Limited
214	Tata Industries Limited
215	Apex Investments (Mauritius) Holding Private Limited (Amalgamated with Tata Industries Limited pursuant to the order dated 18.10.2017 of the Hon'ble NCLT at Mumbai Bench. Effective Date: 12.12.2017. Appointed Date: 01.04.2017)
216	Tata Advanced Materials Limited (w.e.f. 27.03.2019) (ceased w.e.f. 31.05.2019)
217	Tata Interactive Systems AG (ceased 05.07.2018)
218	Tata Interactive Systems GmbH (ceased w.e.f. 02.07.2018)
219	Tata Unistore Limited (formerly Tata Industrial Services Limited) (Ceased to be a subsidiary and became a joint venture w. e. f. 29.03.2018) (ceased w.e.f. 27.03.2019)
220	Landmark E-tail Limited (Amalgamated with Tata Unistore Limited pursuant to the order dated 29.06.2017 of the Hon'ble NCLT at Mumbai Bench. Effective Date: 30.06.2017. Appointed Date: 01.07.2015)
221	Inzpera Healthsciences Limited (ceased w.e.f. 27.03.2019)
222	Qubit Investments Pte. Limited
223	Tata SmartFoodz Limited (formerly SmartFoodz Limited) (w.e.f. 16.11.2017)
224	Tata Autocomp Systems Limited (Included above as a Direct Associate of Tata Motors Limited)
225	Tata International Limited
226	Alliance Motors Ghana Limited
227	Bachi Shoes Limited (Amalgamated with Tata International Limited pursuant to the order dated 05.07.2017 of the National Company Law Tribunal at Chennai and order dated 11.07.2017 of the National Company Law Tribunal at Mumbai. Effective Date: 01.04.2015. Appointed Date: 01.04.2015)
228	Blackwood Hodge Zimbabwe (Private) Limited

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

229	Calsea Footwear Private Limited
230	Cometal, S.A.R.L.
231	Euro Shoe Components Limited
232	Monroa Portugal, Comércio E Serviços, Unipessoal LDA
233	Move On Componentes E Calcado, S.A.
234	Move On Retail Spain, S.L.
235	M'Pumalanga Mining Resources SA (ceased w.e.f. 16.03.2018)
236	M'Pumalanga Mining Investment Holdings Limited (formerly TAHL (Mauritius) Mining Projects Limited) (ceased w.e.f. 16.03.2018)
237	AFCL Ghana Limited (w.e.f. 12.03.2019)
238	AFCL Premium Services Ltd. (w.e.f. 27.05.2019)
239	AFCL Zambia Limited (w.e.f. 26.04.2019)
240	Alliance Leasing Limited (w.e.f. 17.04.2019)
241	Stryder Cycle Private Limited (w.e.f. 20.04.2019)
242	Tata International Metal (S.A) Pty Ltd (w.e.f. 01.04.2018)
243	Pamodzi Hotels Plc
244	TAH Pharmaceuticals Limited
245	TAHL (Mauritius) Mining Projects Limited
246	Tata Africa (Cote D'Ivoire) SARL
247	Tata Africa Holdings (Ghana) Limited
248	TATA Africa Holdings (Kenya) Limited
249	Tata Africa Holdings (SA) (Proprietary) Limited
250	Tata Africa Holdings (Tanzania) Limited
251	Tata Africa Services (Nigeria) Limited
252	Tata Africa Steel Processors (Proprietary) Limited
253	Tata Automobile Corporation (SA) (Proprietary) Limited
254	Tata De Mocambique, Limitada
255	Tata Holdings Mocambique Limitada
256	Tata International Metals (Americas) Limited (formerly Tata Steel International (North America) Limited)
257	Tata International Metals (Asia) Limited (formerly Tata Steel International (Hongkong) Limited)
258	Tata International Metals (Guangzhou) Limited (w.e.f. 17.05.2019)
259	Tata International Metals (UK) Limited (formerly Tata Steel International (UK) Limited)
260	Tata International Singapore Pte Limited
261	Tata International Trading Brasil Ltda (ceased w.e.f. 30.11.2017)
262	Tata South East Asia (Cambodia) Limited
263	Tata South-East Asia Limited
264	Tata Uganda Limited
265	Tata West Asia FZE
266	Tata Zambia Limited
267	Tata Zimbabwe (Private) Limited
268	TIL Leather Mauritius Limited
269	Tata International West Asia DMCC
270	Motor-Hub East Africa Limited
271	Tata International Vietnam Company Limited
272	Tata Africa (Senegal) S.A.R.L.
273	Tata International Canada Limited
274	Newshelf 1369 Pty Ltd.
275	TAHL (Mauritius) Power Projects Limited (ceased w.e.f. 14.04.2016)
276	Tata International Unitech Senegal (formerly Unitech Motors S.A) (merged with Tata Africa (Senegal) S.A.R.L. w.e.f 30.06.2016)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

277	Taj Air Limited
278	Taj Air Metrojet Aviation Limited (Amalgamated with Taj Air Limited pursuant to the order dated 12.04.2018 of the Hon'ble NCLT. Effective Date: 11.05.2018. Appointed Date: 01.04.2017)
279	AirAsia (India) Limited
280	Strategic Energy Technology Systems Private Limited
281	Tata Internet Services Limited (Amalgamated with Tata Teleservices Limited pursuant to the order dated 24.04.2017 of the Hon'ble High Court of Judicature at New Delhi. Effective Date: 04.05.2017. Appointed Date: 01.01.2015)
282	A & T Road Construction Management and Operation Private Limited
283	Pune Solapur Expressways Private Limited
284	TRIL IT4 Private Limited (formerly Albrecht Builder Private Limited)
285	Mikado Realtors Private Limited
286	MIA Infrastructure Private Limited
287	Industrial Minerals and Chemicals Company Private Limited
288	Nectar Loyalty Management India Limited (ceased w.e.f. 22.08.2016)
289	Arvind and Smart Value Homes LLP
290	Princeton Infrastructure Private Limited (ceased to be a joint venture and is a subsidiary w.e.f. 15.03.2019)
291	Sohna City LLP
292	Technopolis Knowledge Park Limited
293	HL Promoters Private Limited
294	Kolkata-One Excelton Private Limited
295	Sector 113 Gatevida Developers Private Limited (formerly Lemon Tree Land & Developers Private Limited)
296	Promont Hilltop Private Limited
297	Smart Value Homes (Peenya Project) Private Limited (formerly Smart Value Homes (Boisar Project) Private Limited)
298	Smart Value Homes (New Project) LLP
299	One Bangalore Luxury Projects LLP
300	Tata International DLT Private Limited
301	Tata International Wolverine Brands Limited
302	Tata International GST AutoLeather Limited
303	Synaptiv Limited (InMotion Ventures Limited holds Equity Investments valued at GB£1,56,000) (GB£100,000 - 30 April 2018)
304	DriveClubService Pte. Ltd. (InMotion Ventures Limited holds Equity Investments valued at US\$2,50,000)
305	Cloud Car Inc
306	Durg Shivnath Expressways Private Limited (formerly SMS Shivnath Infrastructure Private Limited (w.e.f. 26.04.2017)
307	Matheran Rope-Way Private Limited (w.e.f. 19.06.2017)
308	TATASOLUTION CENTER S.A.
309	Alliance Finance Corporation Limited (w.e.f. 18.04.2017)
310	Ardent Properties Private Limited (Ceased to be a subsidiary and is a joint venture w.e.f. 04.12.2017)
311	Land kart Builders Private Limited (w.e.f. 18.07.2019)
312	MIA Infrastructure Private Limited (Ceased to be a joint venture and is a subsidiary w.e.f. 17.10.2017)
313	SmartFoodz Limited (w.e.f. 16.11.2017)
314	Flisom - AG (Ceased to be an associate and is a subsidiary w.e.f. 15.06.2018)
315	915 Labs LLC (w.e.f. 27.03.2019)
316	Impetis Biosciences Limited (w.e.f. 05.10.2017)
317	Tata Digital Limited (w.e.f. 11.03.2019)
318	Tata Payments Limited (w.e.f. 16.08.2019)
319	Tata Engineering Consultants Saudi Arabia Company (w.e.f. 24.11.2019)
320	AFCL RSA (Pty) Limited (w.e.f. 14.10.2019)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

	321	Tata International Myanmar Limited (w.e.f. 17.12.2019)
	322	TCTS Senegal Limited (w.e.f. 23.12.2019)
	323	Tata Autocomp SECO Powertrain Private Limited (w.e.f. 26.11.2019)
7 Post employment benefit plans	1	Tata Technologies (India) Limited Gratuity Fund
	2	Tata Technologies (India) Limited Superannuation Fund
	3	Tata Technologies (India) Limited Provident Fund
8 Key Management Personnel	1	Mr. Warren Harris, Managing Director
	2	Mr. Anubhav Kapoor, Company Secretary (upto July 14, 2018)
	3	Mr. J.K. Gupta, Chief Financial Officer
	4	Mr. S. Ramadorai, Director
	5	Mr. P.P. Kadle, Director
	6	Mr. Rakesh Makhija, Director
	7	Ms. Falguni Nayar, Director
	8	Mr. Guenter Butschek, Director
	9	Mr. P.B. Balaji, Director
	10	Mr. Vikrant Gandhe, Company Secretary (w.e.f July 16, 2018)

31. (ii) Transactions with related parties

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Subsidiaries	Joint Venture	Associates and joint venture of Parent company	Associates and joint venture of Group company	Key Management Personnel	Total
Purchase of products	- (-)	- (0.43)	0.09 (0.19)	- (-)	- -	0.71 (0.41)	- (-)	0.80 (1.03)
Sale of products	39.02 (29.35)	1.24 (1.27)	0.10 (0.04)	0.10 -	0.95 -	14.57 (34.89)	- (-)	55.98 (65.55)
Services received	4.24 (1.91)	0.08 (0.24)	0.08 (1.81)	1.11 (1.13)	- -	9.66 (14.75)	- (-)	15.17 (19.84)
Services rendered	547.18 (527.54)	14.60 (12.57)	363.57 (365.86)	- (-)	4.93 (2.61)	6.97 (14.85)	- -	937.25 (923.43)
Finance placed (including loans, equity & ICD)	1,031.75 (1,125.25)	- (-)	- (-)	- (-)	- -	- -	- (-)	1,031.75 (1,125.25)
Finance received back (including loans, equity & ICD)	1,064.50 (1,143.50)	- (-)	- (-)	- (-)	- -	- -	- (-)	1,064.50 (1,143.50)
Dividend paid	121.20 (90.90)	3.25 (2.44)	- (-)	- (-)	- -	22.48 (16.86)	2.68 (2.06)	149.61 (112.26)
Interest paid / (received)(net)	(3.23) (-3.71)	(0.54) (-0.55)	(1.12) (-0.21)	- (-)	(0.31) -	- -	- (-)	(5.20) (-4.58)
Remuneration	- (-)	- (-)	- (-)	- (-)	- -	- -	2.33 (2.69)	2.33 (2.69)

(Contd...)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Particulars	Parent Company	Fellow subsidiaries	Subsidiaries	Joint Venture	Associates and joint venture of Parent company	Associates and joint venture of Group company	Key Management Personnel	Total
Amount receivable (Including unbilled receivables)	143.38 (114.84)	6.69 (3.34)	105.44 (195.61)	0.04 -	2.97 (-)	3.26 (5.90)	- (-)	261.78 (319.69)
Amount payable	1.24 (0.26)	0.06 (0.27)	0.92 (1.92)	0.13 (0.23)	-	3.93 (3.45)	0.50 (0.60)	6.78 (6.73)
Amount receivable (in respect of advances, loans, Equity, ICD, Bonds)	26.50 (59.25)	5.29 (5.29)	- (2.57)	- (-)	-	- (-)	- (-)	31.79 (67.11)
Lease receivables	- (-)	- (-)	- (-)	- (-)	0.72 (1.28)	- (-)	- (-)	0.72 (1.28)
Commission	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	0.50 (0.60)	0.50 (0.60)
Sitting fees	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	0.19 (0.17)	0.19 (0.17)

The above transactions are excluding reimbursement of expenses

Previous period's figures are shown in the brackets

Disclosure of material transactions:

Purchase of Goods:

Tata Consultancy Services: ₹ 0.71 crore (March 31, 2019 ₹ 0.02 Crore)

Tata Technologies Inc.: ₹ 0.08 crores (March 31, 2019 ₹ 0.19 crores)

Sale of products:

Tata Consultancy Services: ₹ 12.76 crores (March 31, 2019 ₹ 26.13 crores)

Services received:

Tata Communications Limited: ₹ 6.95 crores (March 31, 2019 ₹ 7.56 Crores)

Tata Sons Limited: ₹ 2.17 crores (March 31, 2019 ₹ 2.15 crores)

Services rendered:

Tata Technologies Europe Limited ₹ 197.92 crores (March 31, 2019 ₹ 236.05 crores)

Tata Technologies Inc.: ₹ 129.38 crores (March 31, 2019 ₹ 95.56 crores)

Interest received:

Tata Motors Finance Limited ₹ 0.55 crores (March 31, 2019 ₹ 0.55 Crores)

Tata Technologies Limited Employee Stock Options Trust ₹ 1.12 crores (March 31, 2019 ₹ 0 crores)

Dividend paid:

TATA Capital General Partners LLP: ₹ 14.99 crores (March 31, 2019 ₹ 11.24 crores)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Consideration of key management personnel*	Period ended	Period ended
	March 31, 2020	March 31, 2019
Short term benefits	3.13	3.36
Post employment benefits	0.34	0.30
Total	3.47	3.66

*Includes provision for encashable leave and gratuity for certain key management personnels on estimate basis as a separate actuarial valuation is not available

32. EXCEPTIONAL ITEMS

Exceptional items ₹ 1.34 crores (Previous period: ₹ NIL) pertains to fees for Professional services towards consultation for restructuring activities.

33. INCOME TAX EXPENSE

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non- assessable and non-deductible items. It also explains significant estimates made in relation to Company's tax positions.

(Amount in ₹ Crore)

(i) Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Income tax expense		
Current Tax		
Current tax on profits for the year	88.47	84.36
Total current tax expense	88.47	84.36
Deferred tax		
Decrease / (increase) in deferred tax assets	4.77	(6.14)
(Decrease) / increase in deferred tax liabilities	(1.56)	(3.32)
Total deferred tax expense / (benefit)	3.21	(9.46)
Income tax expense	91.68	74.90

The company has benefited from certain tax incentives that the Government of India has provided to the units registered under the Special Economic Zones Act 2005 (SEZ). SEZ units which began the provision of services on or after April 1, 2005 are eligible for a deduction of 100 percent of profits or gains derived from the export of services for the first five years from the financial year in which the unit commenced the provision of services and 50 percent of such profits or gains for further five years. Up to 50% of such profits or gains are also available for deduction for five years subject to certain conditions.

The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Act 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company to pay income taxes at reduced tax rates as per the provisions/ conditions defined in the said section. The Company had evaluated both options and has decided to continue with the existing tax regime to avail the benefits of 10AA

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(ii) Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate in India:

(Amount in ₹ Crore)

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Profit before taxes	383.60	266.08
Enacted income tax rate in India	34.94%	34.94%
Computed expected tax expenses	134.02	92.98
Effect of tax on dividend received from Subsidiaries*	(24.04)	-
Income taxed at higher/(lower) rates	(20.54)	(20.03)
Effect of income exempt from tax	(0.08)	(0.15)
Effect of non deductible expenses	1.96	2.19
Others	0.36	(0.09)
Total tax expense	91.68	74.90

*Current tax includes amount of ₹ 24.04 crores (previous period: ₹ Nil) in respect of tax on dividend income received by the Company from its offshore subsidiary Tata Technologies Pte. Limited as per Section 115BBD of the Income tax Act, 1961.

(iii) Amounts recognised in OCI

(Amount in ₹ Crore)

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
	Deferred tax	Deferred tax
Income tax relating to items that will not be reclassified to profit and loss	0.54	(1.09)
Total	0.54	(1.09)

(iv) Tax losses

(Amount in ₹ Crore)

Particulars	For the year ended	
	March 31, 2020	March 31, 2019
Unused tax losses on which no deferred tax asset has been recognised	5.38	5.38
Potential tax benefit @23.296% (@ 23.296% for March 31, 2019)	1.25	1.25

Capital losses pertain to A.Y. 2014-2015 - ₹ 4.12 crore A.Y. 2015 - 2016 ₹ 1.26 crore. Deferred tax asset was not recognised on unused capital losses since there was lack of reasonable certainty of taxable capital profits to utilize this deferred tax asset. The losses can be carried forward for a period of 8 years as per local tax regulations.

(v) **Changes in tax rate** - The applicable Indian statutory tax rate for the financial year 2019-20 is 34.94% and financial year 2018-19 is 34.94%.

34 CAPITAL MANAGEMENT

(a) Risk Management

The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders.

The Company's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

As there is no debt in Company, hence the debt ratio is not applicable.

No changes were made in the objectives, policies or processes for managing capital of the Company during the current year and previous year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
(b) Dividends

(Amount in ₹ Crore)

	For the year ended	
	March 31, 2020	March 31, 2019
(i) Equity shares		
Final dividend for the year ended 31 March 2020 of ₹ Nil (₹ 15 for the year ended 31 March 2019)	-	77.84
Interim dividend declared during the year aggregating ₹ 40 per fully paid equity share	179.31	77.83
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, the directors have recommended the payment of a final dividend of XXX per fully paid equity share on May 18, 2020 (final dividend of ₹ NIL per fully paid equity share on May 07, 2019). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	-	-

35.1 Categories of financial instruments

(Amount in ₹ Crore)

	As at March 31, 2020		As at March 31, 2019	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investments :				
- mutual funds	31.06	-	28.83	-
- debentures	-	5.00	-	5.00
- preference shares	-	-	-	5.00
Security deposits	-	6.40	-	6.13
Loans to related parties-others	-	-	-	2.57
Loans to related parties- Inter-corporate deposits	-	26.50	-	59.25
Bills of exchange	-	-	-	17.05
Unbilled receivables	-	36.78	-	28.95
Trade receivables	-	306.62	-	365.24
Cash and cash equivalents	-	65.62	-	11.38
Other bank balances	-	2.27	-	4.85
SEIS licenses receivable	-	34.02	-	14.59
Others	-	4.85	-	4.02
Total financial assets	31.06	488.06	28.83	524.03
Financial liabilities				
Lease Liabilities	-	85.12	-	-
Trade payables	-	81.74	-	121.84
Others	-	11.88	-	15.82
Total financial liabilities	-	178.74	-	137.66

35.2 (a) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Amount in ₹ Crore)

Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2020	Total	Fair value measurement at end of reporting period using		
		Level 1	Level 2	Level 3
Financial Assets				
Investments in Mutual Funds	31.06	31.06	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(Amount in ₹ Crore)

Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2019	Total	Fair value measurement at end of reporting year using		
		Level 1	Level 2	Level 3
Financial Assets				
Investments in Mutual Funds	28.83	28.83	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

35.2. (B). VALUATION TECHNIQUE USED TO DETERMINE FAIR VALUE

The following methods and assumptions were used to estimate the fair value of the level 2 financial instruments included in the above tables:

- Investments in mutual funds:** The fair value is derived based on the closing Net Asset value published by the respective mutual fund houses.
- Derivative instruments:** The Company enters into foreign currency forward contracts with banks with investment grade credit ratings. These are valued using the forward pricing valuation technique, using present value calculations. The models incorporate various inputs including the credit quality of counterparties and foreign exchange spot and forward rates.

35.2. (c). As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-

- Trade receivables
- Cash and Cash Equivalent
- Other Bank Balances
- Loans
- Borrowings
- Trade payables
- Other financial liabilities (except derivatives)
- Other financial assets (except derivatives)

35.3. Financial risk management

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments.

The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the board of directors. The risk management framework aims to:

- Create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
- Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

35.4. 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, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

35.5. Foreign currency exchange rate risk:

The fluctuation in foreign currency exchange rates may have potential impact on the income statement and equity, 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 consolidated entities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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 U.S. dollar, Great Britain Pounds, Euro and Swedish Krona, against the respective functional currencies of Tata Technologies Limited and its subsidiaries.

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments .

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in accordance with its risk management policies.

Derivative instruments outstanding as at March 31, 2020 & March 31, 2019 are as follows:

The Company do not have open forward contracts as at March 31, 2020 and previous year as at March 31, 2019

Foreign exchange currency exposures not covered by derivative instruments are as follows:

(Amount in ₹ Crore)

Particulars	Currency	As at March 31, 2020		As at March 31, 2019	
		Amount in Foreign Currency	Equivalent amount in INR	Amount in Foreign Currency	Equivalent amount in INR
Financials Assets:					
Trade Receivables & Unbilled Revenue	EUR	0.06	4.76	0.06	4.59
	CAD	0.02	1.22	0.01	0.73
	GBP	0.44	40.99	1.71	154.58
	THB	0.12	0.29	0.20	0.44
	USD	0.73	55.36	0.61	41.87
	ZAR	0.03	0.13	0.00	0.02
	CNY	0.85	9.04	0.33	3.39
	SGD	0.02	1.04	0.03	1.70
	SEK	0.62	4.62	0.68	5.05
	CHF	0.02	1.55	0.02	1.37
	RON	-	-	-	-
Current account with Bank (including cheques in hand/money in transit)	USD	0.03	2.39	0.00	0.15
	JPY	12.12	8.42	-	-
	SGD	0.00	0.23	-	-
	ZAR	0.03	0.11	-	-
	GBP	0.40	37.44	-	-
Total			167.59		213.89
Financials Liabilities:					
Trade Payables & Unearned Revenue	EUR	0.01	0.74	0.01	0.42
	GBP	0.01	0.94	0.01	1.25
	THB	0.06	0.13	0.10	0.21
	USD	0.11	7.67	0.08	5.53
	SEK	0.02	0.13	0.02	0.14
	CNY	0.01	0.12	-	-
	AED	(0.01)	(0.11)	0.00	0.01
	JPY	1.80	1.25	-	-
	SGD	0.00	0.00	-	-
	CAD	0.00	0.00	-	-
	CHF	0.00	0.24	-	-
Total			11.11		7.56

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in increase/decrease in the Company's net income before tax by approximately ₹ 16.76 crores as at March 31, 2020 (23.08 crores as at March 31, 2019) and ₹ 1.11 crores as at March 31, 2020 (₹ 0.76 crores as at March 31, 2019) for financial assets and financial liabilities respectively.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

35.6 Interest rate risk

The Company's investments are primarily in fixed rate interest bearing deposits/debentures and long term growth mutual funds. Hence, the Company is not significantly exposed to interest rate risk

35.7. Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to The Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Company uses other publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee insurance cover is purchased. Tata Motors Limited, is the largest customer of the Company (Refer note 31 (ii)).

(Amount in ₹ Crore)

	As at March 31, 2020	As at March 31, 2019
Movement in the expected credit loss allowance		
Balance at the beginning of the year	7.51	5.37
Movement in expected credit allowance on trade receivables	2.14	2.14
Reversal of provisions for debts paid	-	-
Balance at the end of the year	9.65	7.51

35.8. Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risks.

The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

The table below provides details regarding the contractual maturities of financial liabilities, including estimated interest payments as at March 31, 2020:

(Amount in ₹ Crore)

Financial liabilities	Carrying amount	Due in 1st Year	Due in 2nd Year	Due in 3rd to 5th Year	Due after 5th Year	Total contractual cash flows
(a) Trade payables	81.74	81.74	-	-	-	81.74
	(121.84)	(121.84)	(-)	(-)	(-)	(121.84)
(b) Lease liabilities	85.12	8.94	9.68	26.41	40.09	85.12
	0.00	0.00	(-)	(-)	(-)	-
(c) Other financial liabilities	11.88	11.88	-	-	-	11.88
	(15.82)	(15.82)	(-)	(-)	(-)	(15.82)
Total	178.74	102.56	9.68	26.41	40.09	178.74
	(137.66)	(137.66)	(-)	(-)	(-)	(137.66)

Previous year's figures are shown in the brackets

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
35.9 Risk assessment by the Company of COVID 19 (Global Pandemic)

Particulars	Risk assessment by the Company
Revenue from operations	<p>The Company has assessed the following risks which could impact future revenue streams due to COVID-19 pandemic:</p> <ul style="list-style-type: none"> - prolonged lock-down situation in different geographies which may result in inability to deploy resources at different locations due to restrictions on mobility. - Customer postponing discretionary spend to secure liquidity and changes in priorities. - the inability of our customers to continue their businesses due to financial resource constraints or further slowdown in auto industry or if their services no-longer being availed by their customers <p>The Company has enabled 'Work from home' model for majority of workforce across the globe to address the risk of disruption in delivery of services. Hence the Company does not foresee any situation giving rise to disruption in delivery in case of prolonged lock-down situation. The Company is in constant touch with its customers to update them about the efforts being made by it to continue to fulfill our obligations.</p> <p>The Company has a diversified portfolio of offerings for its customers. The Company has incorporated risks of COVID-19 outbreak in its revenue projections to the extent known and available at present. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration.</p>
Right to use assets (Lease Arrangements)	<p>The Company has assessed the risk of COVID-19 disruptions to its revenues. Basis its assessment and on-going internal efficiency plans, it does not expect any large scale down-sizing of its employee base rendering the physical infrastructure redundant. The leased properties are used as delivery centers / sales offices which are long term in nature and the Company does not expect any change in the terms of lease arrangements including renewal options due to global pandemic that were assessed in this regard while assessing the Right to use assets.</p>
Intangible assets	<p>The Company carries intangible assets of ₹ 45.79 crores as at March 31, 2020 which includes net book value of software licenses. The Company does not expect any material changes in the amortisation period of software licences on account of global pandemic. The net book value commensurates with the life and the benefits to be derived in future by utilising those intangibles for revenue generation activities.</p>
Financial assets	<p>The Company carries Financial assets of ₹ 519.12 crore as at March 31, 2020.</p> <p>The Company carries trade receivables of ₹ 306.62 crore and unbilled revenue of ₹ 36.78 crore as at March 31, 2020 which forms a significant part of the financial assets and are carried at amortised cost which is valued considering provision for allowance using expected credit loss method. The Company has assessed the credit risk of its clients and does not expect material increase in credit risk on overall basis other than those already factored in and consequential default considering emerging situations due to COVID-19.</p> <p>Financial assets of ₹ 72.94 crore have been recorded as at March 31, 2020 at amortised cost is in the form of cash and cash equivalents, bank deposits, earmarked balances with banks and third party debentures where the Company has assessed the counterparty credit risk does not expect any credit loss on these balances.</p> <p>The Company has also prepared detailed cash flow projections for future years after factoring impact of COVID -19 outbreak on its revenue streams and due to possible delay in customer collections. The Company does not expect a material increase in credit risk on an overall other than those that are already factored in.</p> <p>Financial assets of ₹ 31.06 crore have been recorded as at March 31, 2020 at fair value through profit and loss account in the form of investments in debt based mutual funds, where the Company has assessed the counterparty credit risk. The Company does not expect a material increase in credit risk on an overall other than those that are already factored in.</p> <p>Other Loans and Financial assets are at ₹ 71.72 crore which includes ₹ 34.02 crore recoverable from government authorities under incentive schemes and ₹ 26.50 crore towards inter corporate deposits with parent company and 11.20 crore towards security deposits and other recoverables recorded at amortised cost. The Company does not expect a material increase in credit risk on an overall other than those that are already factored in.</p>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

Particulars	Risk assessment by the Company
Deferred tax assets	The Company has factored its future projections to consider impact of COVID-19 on future revenues and taxable profits. Based on an assessment, the Company expects that there is reasonable certainty that the sufficient future profits will be available to utilise the deferred tax assets carried by the Company.
Other non-financial assets	<p>The Company carries other non-financial assets of ₹ 55.73 crore including ₹ 30.17 Contract assets pertains to unbilled revenue on fixed price contracts awaiting billing milestone. The Company has assessed its recoverability along with trade receivable and unbilled revenue for each customer.</p> <p>The Company also carries unamortised balance of prepaid expenses of ₹ 23.13 crore and expects utilisation of services over the scheduled service period.</p>
Going Concern	<p>The Company has prepared its financial statements based on going concern basis and assessed its assumption based on reasonable future projections, estimates and other relevant assumptions as applicable. Amid emerging risks on account of COVID-19 outbreak, the Company has also factored the possible impact of global pandemic on its revenues and cashflow projections which are known to the Company.</p> <p>The Company carries the cash and cash equivalents of ₹ 65.62 crore and current investments in high rated securities of ₹ 57.56 crore (including inter corporate deposits of ₹ 26.50 crore) as at March 31, 2020. The Company also has unutilized working capital limit which can be utilized to address any unforeseen liquidity risk in future.</p> <p>Hence the Company does not foresee any going concern issue on account of COVID-19 outbreak.</p>

36. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current period's classification / disclosure.

As per our report of even date attached
 For **B S R & Co. LLP**
 Chartered Accountants
 Firm Registration No: 101248W/W -100022

Swapnil Dakshindas
 Partner
 Membership No: 113896
 ICAI UDIN: 20113896AAAABC5111

Pune : May 18, 2020

For and on behalf of the Board

S Ramadorai
 Chairman
 DIN: 00000002

J.K. Gupta
 Chief Financial Officer
 Pune : May 18, 2020

Warren Harris
 Managing Director
 DIN: 02098548

Vikrant Gandhe
 Company Secretary

This page is intentionally left blank

TATA TECHNOLOGIES

Tata Technologies Limited

Registered Office : Plot No. 25, Rajiv Gandhi Infotech Park, Hinjawadi, Pune 411 057

FOLIO NO.

Dear Sir,

Re: Recording Bank details for payment of dividend

I, the first/sole holder, have read your letter refer to the letter dated, received from Tata Technologies Limited regarding the captioned subject.

The details of my bank account are given in the form appended below, to which you may electronically credit the payments due to me.

I hereby declare that the particulars given below are correct & complete and also undertake to inform any subsequent changes therein.

I am also enclosing a photocopy of blank canceled cheque of my bank account.

.....
(Signature of the first named holder)

1 Ref. Folio No.

2 Name:

3 Particulars of the Bank:

a. Name of the Bank

b. Branch Address

c. 9 digit MICR Code No:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

d. IFSC Code:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Account Type :
(Please tick) Saving Current Cash Credit

e. CBS A/c No. :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

f. Email address: Telephone no:

(please attach a photocopy of your bank cancelled cheque)





Tata Technologies Limited

Plot No. 25 Rajiv Gandhi Infotech Park

Hinjawadi Pune 411 057 India

investor@tatatechnologies.com

www.tatatechnologies.com

