



65<sup>th</sup>  
ANNUAL  
REPORT  

---

2020-2021

DELIGHTING  
CUSTOMERS  
THROUGH  
INNOVATION



# THE YEAR OF INNOVATION THE YEAR OF CONVENIENCE



SVACHH  
PRESSURE COOKERS



TRI-PLY  
SPLENDOR COOKWARE



CAST IRON COOKWARE



VOGUE HOBTOP



LADDER



BOTTLES



**Prestige®**

*Jo apnon se kare pyaar, woh  
Prestige se kaise kare inkaar.*

# TTK PRESTIGE LIMITED

## CONTENTS

|                                                                                     | Page |                                                          | Page |
|-------------------------------------------------------------------------------------|------|----------------------------------------------------------|------|
| Board of Directors                                                                  | 1    | Standalone Financials                                    | 60   |
| Notice                                                                              | 2    | Consolidated Financials                                  | 111  |
| Board's Report including Management's Discussion and Analysis Report with Annexures | 12   | Salient Features of Financial Statements of Subsidiaries | 157  |
| Business Responsibility Report                                                      | 33   | Historical Financial Highlights                          | 158  |
| Report on Corporate Governance                                                      | 41   | Format for Furnishing the PAN and Bank Details           | 159  |

## BOARD OF DIRECTORS

|                                 |                                |
|---------------------------------|--------------------------------|
| Shri. T.T. Jagannathan          | Chairman                       |
| Shri. T.T. Raghunathan          | Vice Chairman                  |
| Shri. Chandru Kalro             | Managing Director              |
| Shri. R. Srinivasan             | Director                       |
| Dr. (Mrs.) Vandana R. Walvekar  | Director                       |
| Shri. Dileep Kumar Krishnaswamy | Director                       |
| Shri. Arun K. Thiagarajan       | Director                       |
| Shri. Murali Neelakantan        | Director                       |
| Dr. T.T. Mukund                 | Director                       |
| Shri. Dhruv Sriratan Moondhra   | Director                       |
| Shri. K. Shankaran              | Wholetime Director & Secretary |

### REGISTERED OFFICE

Plot No. 38, SIPCOT Industrial Complex,  
Hosur - 635 126, Tamil Nadu.  
CIN: L85110TZ1955PLC015049  
website: www.ttkprestige.com  
Email: investorhelp@ttkprestige.com

### CORPORATE OFFICE

11th Floor, Brigade Towers, 135, Brigade Road  
Bengaluru - 560 025. Tel: 080-22217438/9

### FACTORIES

- Plot No. 38, SIPCOT Industrial Complex, Hosur - 635 126, Tamil Nadu.
- 82 & 85, Sipcot Industrial Complex Hosur - 635 126, Tamil Nadu.
- SF-234/1, Pollachi Road, Myleripalayam Village Coimbatore - 641 032. Tamil Nadu.
- Plot No. 1A & 2, Dev Bhoomi Industrial Estate Roorkee - 247 667, Uttarakhand.
- Vemardi Road, Juni Jithardi Village Karjan Taluka, Vadodara, Gujarat.
- 231, Khardi, Shahpur Thane, Maharashtra - 421 301.

### BRANCHES

Ahmedabad, Bengaluru, Chennai, Cuttack, Delhi, Dehradun, Ernakulam, Ghaziabad, Goa, Gurgaon, Guwahati, Hubballi, Hyderabad, Indore, Jaipur, Jamshedpur, Jammu, Kolkatta, Lucknow, Ludhiana, Mumbai, Patna, Pune, Raipur, Trichy & Vijayawada.

### STATUTORY AUDITORS

M/s. PKF SRIDHAR & SANTHANAM LLP  
Chartered Accountants  
T8 & T9, GEM Plaza, 66, Infantry Road  
Bengaluru - 560 001.

### COST AUDITOR

Ms. Jayanthi Hari  
#4, 2<sup>nd</sup> Street, North Gopalapuram  
Chennai - 600 086.

### SECRETARIAL AUDITOR

Mr. Parameshwar G. Hegde  
M/s. Hegde & Hegde  
Company Secretaries,  
Ganesh Krupa, #34, 1<sup>st</sup> Main Road, Gandhinagar  
Bengaluru - 560 009.

### REGISTRARS AND SHARE TRANSFER AGENTS

KFin Technologies Pvt. Ltd. (formerly Karvy Fintech Pvt. Ltd.)  
Selenium, Tower "B", Plot 31-32, Gachibowli  
Financial District, Nanakramguda  
Hyderabad - 500 032.

### BANKERS

- Canara Bank**, Prime Corporate Branch  
Shankaranarayana Building, M.G. Road  
Bengaluru - 560 001.
- Bank of Baroda**, CFS Branch, Brigade Road  
Bengaluru - 560 025.
- HDFC Bank Ltd.**  
Richmond Road, Bengaluru - 560 025.



## NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the 65th Annual General Meeting (AGM) of the members of TTK PRESTIGE LIMITED will be held on Thursday, the 8th July 2021 at 11.00 AM IST through Video Conferencing / Other Audio Visual Means (VC)/(OAVM) to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

#### 2. Declaration of Dividend

To declare final dividend of ₹ 30/- (Rupees Thirty Only) per equity share and to confirm interim dividend of ₹ 20/- (Rupees Twenty Only) per equity shares already paid for the financial year ended March 31, 2021.

#### 3. Appointment of Director

To appoint a Director in place of Mr. K. Shankaran (DIN: 00043205) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. Ratification of Remuneration Payable to Cost Auditor

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the approval of the Company be and is hereby accorded for:

- a. Payment of remuneration of ₹ 4,00,000/- (Rupees Four lakhs only) plus taxes and levies as applicable and reimbursement of travel and out-of-pocket expenses, to Ms. Jayanthi Hari, Cost Accountant, who was appointed by the Board of Directors as the Cost Auditor in the casual vacancy caused by the death of Mr. V Kalyanaraman, Cost Accountant for conducting the audit of cost records of the Company, for the financial year ended March 31, 2021.
- b. Payment of remuneration of ₹ 4,00,000/- (Rupees Four lakhs only) plus taxes and levies as applicable and reimbursement of travel and out-of-pocket expenses, to Ms. Jayanthi Hari, Cost Accountant, for conducting the audit of cost records of the Company, for the financial year ended March 31, 2022.”

#### 5. Remuneration Payable to Mr. T. T. Jagannathan – Non-Executive Chairman

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT the consent of the Company be and is hereby accorded pursuant to Regulation 17 (6) (ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR) as amended up to date and any other applicable provisions thereof, to the payment of remuneration as being paid pursuant to and in accordance with the special resolution of the shareholders passed by Postal Ballot on May 03, 2019 to Mr. T. T. Jagannathan, Non-Executive Chairman of the Company for the financial year ending March 31, 2021 notwithstanding that such remuneration may exceed 50% of the total annual remuneration payable to all Non-executive directors during the financial year.”

#### 6. Payment of Remuneration to Mr. T. T. Venkatesh

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory amendment, modification or re-enactment thereof), the approval of the Company be and is hereby accorded for payment of remuneration by way of salary or otherwise up to ₹ 60 lakhs per annum including perquisites, benefits, amenities and facilities, as applicable / payable to other executives of the Company as per the rules of the Company to Mr. T. T. Venkatesh, Deputy General Manager, and thereby his holding the office or place of profit as such in the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of the Nomination and Compensation Committee of the Board be and are hereby authorised to vary, alter or modify and/or to refix the aforesaid remuneration to Mr. T. T. Venkatesh, as per the remuneration policy of the Company from time to time within the limits aforesaid and to do all such acts, deeds, matters and things as may be deemed fit for the purpose of giving effect to the above resolution and matters related thereto.”

Place: Bengaluru  
Date : June 10, 2021

By order of the Board  
**K. SHANKARAN**  
Wholtime Director & Secretary  
DIN: 00043205

## NOTES:

1. This AGM is convened being held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, and 2/2021, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars'), which allow the companies to hold AGMs through VC/OAVM considering the present COVID-19 pandemic.
2. In compliance with the aforesaid Circulars, this AGM Notice along with the Annual Report for the year 2020-21 is sent only through electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories. The AGM notice and Annual Report of the Company are made available on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com) and also on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited - [www.nseindia.com](http://www.nseindia.com). The Company has published a Public Notice by way of advertisement in Tamil Language, the principal vernacular language of Tamilnadu and in English language in an English newspaper with the required details of 65th AGM, for information of the Members.
3. The Company has availed the services of KFin Technologies Private Limited, (KFinTech) Registrar and Share Transfer Agent of the Company, as the authorised agency for conducting the AGM through VC/OAVM and providing e-voting facility.
4. Though a member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies (proxy need not be a member of the company) to attend and vote instead of himself / herself, the facility of appointment of proxies is not available as this AGM is convened through VC/OAVM pursuant to the Circulars.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of joint holders only such joint holder who is higher in the order of names will be entitled to vote during the meeting.
7. The statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning special business at Item No. 4, 5 & 6 is annexed hereto.
8. The Register of Members and the Share Transfer Books of the Company will remain closed on July 3, 2021 for the purpose of AGM and payment of dividend.
9. The final dividend, as recommended by the Board of Directors of the Company, if declared at the Annual General Meeting, will be paid on and from July 23, 2021, to those Members whose names stand registered on the Company's Register of Members:
  - a) as Beneficial Owners as at the end of business hours on Friday, July 2, 2021 as per the list to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of shares held in dematerialized form.
  - b) as Members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before Friday, July 2, 2021.
10. Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under Section 12 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.  
 The Members / claimants whose shares, unclaimed dividend, sale proceeds of fractional shares etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.  
 It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends by the Company are credited to the Member's account on time.
11. Members who have not yet encashed the dividend warrant(s) from the financial year ended March 31, 2014 (as detailed below) onwards (as detailed below) are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

| Financial Year Ended                   | Due Date of Transfer |
|----------------------------------------|----------------------|
| 31 <sup>st</sup> March, 2014           | 25.09.2021           |
| 31 <sup>st</sup> March, 2015           | 27.08.2022           |
| 31 <sup>st</sup> March, 2016 - Interim | 16.04.2023           |
| 31 <sup>st</sup> March, 2017 - Interim | 29.05.2024           |
| 31 <sup>st</sup> March, 2017 - Final   | 15.09.2024           |
| 31 <sup>st</sup> March, 2018           | 29.08.2025           |
| 31 <sup>st</sup> March, 2019           | 16.09.2026           |
| 31 <sup>st</sup> March, 2020           | 26.09.2027           |
| 31 <sup>st</sup> March, 2021 -Interim  | 16.12.2027           |

It may also be noted that the unclaimed dividend amounts which were lying with the Company up to the year ended March 31, 2013 have been transferred to IEPF. The details of the unclaimed

dividends are available on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com) and Ministry of Corporate Affairs at [mca.gov.in](http://mca.gov.in) Members are requested to contact KFin Technologies Private Limited (KFintech), Unit: TTK Prestige Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad – 500 032. Telangana, the Registrar and Share Transfer Agents of the Company, to claim the unclaimed / un-paid dividends.

12. Members are requested to intimate, indicating their folio number, the changes, if any, in their registered address, either to the Company's Registrar and Share Transfer Agents at the address mentioned above or to their respective Depository Participant ("DP") in case the shares are held in dematerialized form.

13. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents.

The requisite NECS /ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.

14. As part of the green initiatives, the Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses with their DPs in case the shares are held by them in electronic form and with KFintech in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered E-mail address.
15. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant details of all Directors seeking appointment or re-appointment at this Annual General Meeting are given in the annexure to the Notice of the Annual General Meeting.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, KFin Technologies Private Limited, in case the shares are held in physical form.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect

from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.

18. Effective April 1, 2020, dividend income will be taxable in the hands of shareholders. Hence the Company is required to deduct tax at source [TDS] from the amount of dividend paid to shareholders at the prescribed rates. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before July 2, 2021. Further no tax shall be deducted on the dividend payable to a resident individual shareholders if the total amount of dividend to be received from the Company during the Financial Year 2020-21 does not exceed ₹ 5,000/-. Shareholders may note that in case PAN is not updated with the Depository Participant/Register of the Company, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial tax rates under Double Tax Avoidance Agreement [DTAA] i.e. tax treaty between India and their country of residence. Non- resident shareholders are required to provide details on applicability of beneficial tax rates and provide following documents:

- Copy of PAN card if any, allotted by Indian Income Tax Authorities duly self-attested by the member.
- Copy of Tax Residency Certificate [TRC] for the FY2020-21 obtained from the revenue authorities of country of tax residence duly attested by the member.
- Self-Declaration in Form 10-F.
- No-PE [permanent establishment] certificate.
- Self-Declaration of beneficial ownership by the non-resident shareholder.
- Lower withholding Tax certificate, if any, obtained from the Indian Tax Authorities.

Kindly note that the afore mentioned documents should be uploaded with KFin Technologies Private Limited, the Registrar and Share Transfer Agent ("KFin") at <https://ris.kfintech.com/form15> or emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) on or before July 2, 2021. The aforesaid documents are subject to verification by the Company and in case of ambiguity, the Company reserves its right to deduct the TDS as per the rates mentioned in the Income Tax Act, 1961.

In case of Foreign Institutional Investors / Foreign Portfolio Investors tax will be deducted under Section 196D of the Income Tax Act @20% plus applicable Surcharge and Cess.

19. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 8, 2021. Members seeking to inspect such documents can send an email to [investorhelp@ttkprestige.com](mailto:investorhelp@ttkprestige.com)
20. Updation of Members' details: The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, E-mail address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to furnish the above details to the Company or Kfintech, its Registrars and Share Transfer Agents. Members holding shares in electronic form are requested to furnish the details to their respective DP.
21. Since the AGM being held through VC/OAVM, the Route Map, Attendance Slip and proxy form are not attached to this Notice.
22. **PROCEDURE FOR REMOTE E-VOTING:**
  - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Kfintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
  - ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
  - iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  - iv. The remote e-Voting period commences at 9.00 a.m. IST on Monday, July 5, 2021 and ends at 5.00 p.m. IST on Wednesday, July 7, 2021.
  - v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
  - vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
  - vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode".
  - viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 

**Step 1 :** Access to Depositories e-Voting system in case of inindividual shareholders holding shares in demat mode.

**Step 2 :** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Step 3 :** Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

**I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

| Type of Shareholders                                                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                            | <b>1. Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol>                                                                                                                      |
|                                                                                               | <b>2. User not registered for IDEAS e-Services</b> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDEAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields<br/>Follow steps given in points 1</li> </ol>                                                                                                                                                                                                                 |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol> |

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through:

| Login type                | Helpdesk Details                                                                                                                                                                                     |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>          |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b> |

Details on Step 2 are mentioned below:

- I) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company / Depository Participants (s), will receive an email from KFinTech which will include details of

E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 5943, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '5943 AGM' and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [scrutinizer.ttk@gmail.com](mailto:scrutinizer.ttk@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/client-services/mobileereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
  - ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- Details on Step 3 are mentioned below:**
- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
  - ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
  - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at [investorhelp@ttkprestige.com](mailto:investorhelp@ttkprestige.com) Questions /queries received by the Company till July 6, 2021 shall only be considered and responded during the AGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

#### OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 10 a.m. on July 5, 2021 5.00 p.m. to July 6, 2021. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com> Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 10 a.m. July 5, 2021 to 5 p.m. July 6, 2021.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Shivakumar at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, July 2, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
  - 1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678

- 2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
- 3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- VII. Procedure to be followed by the Members updation of bank account mandate for receipt of dividend:
  - i. Send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) of Kfintech by providing the following details:
    - a) Folio No., Name of the Member/s;
    - b) Name and Branch of the Bank in which you wish to receive the dividend;
    - c) Bank Account type;
    - d) Bank Account Number allotted by their bank after implementation of Core Banking Solutions;
    - e) 9 digit MICR Code Number; and
    - f) 11 digit IFSC Code
  - ii. Along with the request, attach the scanned copy of Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), scanned copy of cancelled cheque bearing the name of the first Shareholder.
- VIII. The Board of Directors has appointed Mr. Parameshwara G Hegde, (Membership No. FCS 1325/ CP No.640), Practicing Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- IX. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The results declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website within 48 hours after the completion of the AGM.
- x. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Forming part of the Notice of the AGM)

Item No. 3 :

|                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of the Director                                                                         | <b>Mr. K. Shankaran</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Director Identification Number (DIN)                                                         | 00043205                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Date of Birth and Age                                                                        | 11.11.1953, 67 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Date of First Appointment on the Board                                                       | 1.11.1993                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas | <p>Mr. K. Shankaran is a qualified Cost &amp; Management Accountant and Company Secretary. He has been the Whole-time Secretary of the Company since 1990. He was inducted as a Director on the Board in the year 1993.</p> <p>Mr. K. Shankaran has industry experience of more than 40 years.</p> <p><u>Nature of experience in Specific Areas:</u></p> <p>Finance, Taxation, Corporate laws / Legal, Corporate Governance, Human Resource and General Business Management.</p> <p>He is a director liable to retire by rotation and accordingly retires by rotation at the ensuing AGM and being eligible seeks re-appointment.</p> <p>He is a member of Stakeholder Relationship Committee, CSR Committee and Risk Management Committee in the Company.</p> |
| No. of Board Meetings attended during the year as a Director                                 | Five                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Directorships held in other Companies                                                        | Public companies (Listed) TTK Healthcare Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Memberships / Chairmanships of Committees of other Boards                                    | <p>TTK Healthcare Limited</p> <ol style="list-style-type: none"> <li>1. Member of Audit Committee, CSR Committee, Nomination and Remuneration Committee and Risk Management Committee.</li> <li>2. Chairman of Stakeholder Relationship Committee.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Relationship with other Directors and Key Managerial Personnel of the Company                | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

Place : Bengaluru  
Date : June 10, 2021

By order of the Board  
**K. SHANKARAN**  
Wholetime Director & Secretary  
DIN: 00043205

Registered Office:  
Plot No. 38, SIPCOT Industrial Complex,  
HOSUR – 635 126, Tamil Nadu.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 4

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder the Board of Directors of the Company, on the recommendation of the Audit Committee, had appointed Mr. V. Kalyanaraman, Cost Accountant as the Cost Auditor, to conduct the audit of cost records of the Company for the financial year ending 31st March, 2021 on a remuneration of ₹ 4 lakhs plus taxes and levies as applicable and reimbursement of travel and out of pocket expenses, which was subsequently ratified by the shareholders in the 64th Annual General Meeting of the Company held on August 21, 2020. Due to sudden death of Mr. V Kalyanaraman the Board of Directors on the recommendation of the Audit Committee, on June 10, 2021 appointed Ms. Jayanthi Hari Cost Accountant to fill the casual vacancy on the same remuneration and terms and conditions. The resolution, as a modification of the resolution of the shareholders passed at the 64th AGM, seeks the approval of the members for payment of remuneration of ₹ 4 lakh plus taxes and reimbursement of expenses to Ms. Jayanthi Hari, Cost Auditor, towards conduct of audit of cost records of the Company for the financial year ended March 31, 2021.

Further the Board of Directors on the recommendation of the Audit Committee, on June 10, 2021 also appointed Ms. Jayanthi Hari, Cost Accountant to conduct the audit of the cost records of the Company for the financial year ended March 31, 2022 on the remuneration of ₹ 4 lakh plus all applicable taxes and reimbursement of expenses to her. The resolution seeks the approval of the shareholders for payment of said remuneration in terms of Section 148 and other applicable provisions of the Companies Act 2013, and the rules made thereunder.

The Board recommends the Ordinary Resolution at Item No.4 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

### Item No. 5

Mr. T. T. Jagannathan is a Non-Executive Chairman of the Company and he is entitled to and is being paid the following remuneration as approved by the shareholders by a Special Resolution passed through Postal Ballot on May 3, 2019:

- Fixed salary per month - ₹ 5,00,000.
- Commission of 2% of the net profits of the Company as computed under Sec.198 of the Companies Act, 2013.
- Perquisites, medical insurance, company-maintained car with Driver and other benefits as per the rules of the Company.

The shareholders had also accorded approval pursuant to Regulation 17(6)(ca) of SEBI LODR for payment of the above remuneration to Mr. T. T. Jagannathan notwithstanding the same may exceed 50% of the aggregate remuneration payable to all non-executive directors. However, the approval pursuant to Regulation 17(6)(ca) of SEBI LODR is required to be obtained from the shareholders every financial year. Therefore the resolution seeks the approval of the shareholders for payment of said remuneration to Mr. T. T. Jagannathan for the financial year ending March 31, 2021 notwithstanding the remuneration being paid to him exceeds 50% of the aggregate remuneration paid to all the non-executive directors during the year 2020-21.

The Board recommends the Special Resolution at Item No.5 for approval by the shareholders.

Mr. T. T. Jagannathan, as the resolution relates to his remuneration and Mr. T. T. Raghunathan and Dr. T. T. Mukund being relatives in terms of Section 2(77) read with rule(4) of Companies (Specification of Definitions Details) Rules 2014, may be deemed to be interested or concerned in the resolution and no other director or key managerial personnel or his relative is interested or concerned in the resolution.

### Item No. 6

Mr. T. T. Venkatesh, was appointed as Deputy General Manager of the Company with effect from 1st July 2019 with the recommendation of the Nomination and Remuneration Committee and the approval Board of Directors.

Mr. T. T. Venkatesh is the son of Mr. T. T. Jagannathan, Chairman and brother of Dr. T. T. Mukund, Non-executive Director of the company.

Mr. T. T. Venkatesh is 39 years of age and is a graduate from Cornell University with work experience of over 10 years in setting up and leading new business successfully in a challenging service industry at senior management levels before he joined the company on 1st July, 2019.

He, in his capacity as Deputy General Manager, is currently looking after alternate channels – retail, rural and online channels and digitalisation of sales processes and is reporting to Vice-President (New Channels).

He is at present being paid a total annual remuneration of ₹ 29.75 lakhs. Considering his job profile, performance and industry norm and based on the evaluation by the Senior Management, the Nomination and Remuneration Committee in their meeting held on 30th April, 2021- has recommended revision in his remuneration and the Board of Directors in their meeting held on 25th May, 2021, subject to approval of the shareholders, have approved the payment of remuneration to Mr. T. T. Venkatesh from time to time within the limit of ₹ 60 lakhs per annum.

Pursuant to the provisions of Section 188(1) (f) of the Companies Act, 2013 read with Rule 15(3)(ii) (b) of the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the shareholders is, inter alia, required by passing resolution, where a relative of a Director/related party holds an office or place of profit in the Company drawing a remuneration of more than ₹ 2,50,000 per month. Mr. T. T. Venkatesh being a related party in terms of Section 2(76) (i) of the Companies Act, 2013 the approval of the shareholders as aforesaid is required for payment

of remuneration in excess of ₹ 2,50,000 per month. As required u/s 177(4)(iv) of the Companies Act, 2013, the Audit Committee at its meeting held on May 25, 2021 has approved the proposal. Accordingly, the resolution seeks the approval of the shareholders for payment of remuneration to Mr. T. T. Venkatesh as proposed and there by his holding of office or place of profits in terms of section 188 of the Act.

The particulars pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are given below:

- (a) Name of the related party; Mr .T. T. Venkatesh
- (b) Name of the director or key managerial personnel who is related, if any.  
Mr. T. T. Jagannathan, Non-executive Chairman and Dr. T. T. Mukund, Non-executive Director.
- (c) Nature of relationship.  
Mr. T. T. Venkatesh is the son of Mr. T. T. Jagannathan and brother of Dr. T. T. Mukund.
- (d) Nature, material terms, monetary value and particulars of the contract or arrangements.  
Mr. T. T. Venkatesh is an employee of the company in the management cadre carrying the designation of Deputy General Manager. He is currently drawing a remuneration of around ₹ 25.75 lakhs annually and it is proposed fix his remuneration and revise the same from time to time within the limit of Sixty lakhs per annum as deemed fit by the Nomination and Remuneration Committee and the Board.
- (e) Any other information relevant or important for the members to take a decision on the proposed resolution:

As briefed above in the explanatory statement Mr. T. T. Venkatesh holds the necessary qualification, experience and competence to serve in the management cadre of the company. His evaluation and compensation are as per the policy and rules of the company as applicable to other employees in the management cadre. His appointment is in the ordinary course of business and the remuneration proposed to be paid is at arms' length.

The Board recommends the resolution at Item No.6 for approval by the shareholders.

Mr. T. T. Jagannathan, Dr. T. T. Mukund being relatives in terms of section 2 (0) read with rule 2(76)(i) of the Companies Act 2013 are deemed to be interested or concerned in the resolution and no other director or key managerial personnel or their relative is in anyway interested or concerned in the resolution.

The resolutions at Item 5 & 6 are considered unavoidable by the Board of Directors in terms of the General circular no. 20/2020 issued by the MCA, and accordingly form part of the Notice of this AGM.

Place : Bengaluru  
Date : June 10, 2021

By order of the Board  
**K. SHANKARAN**  
Wholetime Director & Secretary  
DIN: 00043205

Registered Office:  
Plot No. 38, SIPCOT Industrial Complex,  
HOSUR – 635 126, Tamil Nadu.

## BOARD'S REPORT

(Including Management's Discussion & Analysis Report)

Your Directors have pleasure in presenting their Sixty Fifth Annual Report, together with the Audited Financials of the Company, for the year ended March 31, 2021 as follows:

### FINANCIAL RESULTS (STAND ALONE)

(₹ in Crores)

|                                           | 2020-21 | 2019-20 |
|-------------------------------------------|---------|---------|
| 1 Sales (Net of discounts)                | 2033.05 | 1936.79 |
| 2 Other Income                            | 27.53   | 24.61   |
| 3 EBITDA (Before Exceptional Items)       | 342.17  | 285.14  |
| 4 Profit Before Tax and Exceptional Items | 301.18  | 248.21  |
| 5 Exceptional Items                       | 11.90   | -       |
| 6 Profit Before Tax                       | 313.08  | 248.21  |
| 7 Tax Provision                           | 77.94   | 49.70   |
| 8 Profit After Tax                        | 235.14  | 198.51  |
| 9 Other Comprehensive Income              | (0.21)  | (1.51)  |
| 10 Total Comprehensive Income             | 234.93  | 197.00  |
| 11 Transfer to General Reserve            | 23.00   | 20.00   |
| 12 Surplus carried to Balance Sheet       | 211.93  | 177.00  |

### REVIEW OF PERFORMANCE/HIGHLIGHTS

- The unprecedented Covid 19 pandemic seriously impacted the general economy since March 2020 followed by total lockdown for major part of Q1 of FY 21. Your Company could commence sales and production in a limited way towards the end of May 2020. Your Company drew up business contingency plans covering all the functions of the company during the lockdown period and bounced back from August 2020 onwards both in production and sales. The business contingency plans focussed on digitalization of sales process, innovative marketing strategies and careful optimisation of supplies to various channels as and when each channel became operational. As a result, the average domestic monthly sales peaked to ₹ 200 crores during the nine months ended 31.03.21 notwithstanding some limitations faced by the Company in supply chain both in the internal facilities and the facilities of external vendors during Q2 and Q3.
- During the lockdown period your Company continued to pay all its employees including contract employees without any pay-cuts and also fulfilled all its obligations to the suppliers in full and on time. The idle overheads that were borne by your Company during this period was of the order of ₹ 20 crores.
- Release of pent-up demand and the need to upgrade home and kitchen as working from home became the norm contributed to the recovery of domestic kitchen

and home appliance business ever since July 2020. Till July 2020 online was the mainstay and thereafter general trade, modern trade etc., rural opened up one after the other during Q2 and Q3.

- Rural demand showed encouraging revival signs since Q3 aided by good monsoon and revival of refinancing to micro-finance and NBFCs.
- Export business continued to be robust though affected by logistics issues at the fag in the last quarter of the year.
- The exceptional item for the year refers to the reversal of provision for export obligation of the acquired business made in the previous years, as the same stands fulfilled.
- During the year, the Company took a decision to stop import of products from China effective October 2020 and developed most of those products with manufacturers in India. This decision had some impact on the sales during the year due to non-availability of some of the key products pending indigenisation. Capacity constraints during Q2 did result in loss of some sale opportunities. Your company has taken several steps to augment capacity, maximise existing utilisation of machine and also improve efficiencies.
- Your company broadened its customer base by increasing dealer coverage especially in the non-south markets during the year through unique dealer programs attracting new dealers.
- Your company launched various innovative products in all categories during the year including a new category of casseroles.
- In March 2021 some parts of the Country were affected by the second wave of Covid-19 but this did not materially impact the Company's performance during the month.
- Against the backdrop of the turbulence period, your Company showed an improved performance during the year with an all-time high Net Sales of ₹ 2033 Crores, a growth of 5% from ₹ 1937 Crores of the previous year. If the real operating period of July 2020 to March 21 is considered, the Year on Year growth for the nine month period is in excess of 20%.
- In spite of various constraints discussed above, the Company delivered an all-time high EBITDA (before exceptional items) of ₹ 342 Crores with a growth of 20% (PY 285 Crores) and Profit before tax at ₹ 313 Crores with a growth of 26% (PY ₹ 248 Crores). The depreciation charge was higher at ₹ 37.9 crores (PY ₹ 34.6 Crores) due to investment in fixed assets.
- Operating EBITDA margin significantly improved to 16.8% (PY 14.7%).
- The Net Profit after Tax was higher at ₹ 235.14 Crores (PY ₹ 198.51 Crores).
- The standalone EPS was ₹ 169.64 (PY ₹ 143.21) a growth of 18.5%.

- As stated in the past years, your company does not follow a stand-alone margin led policy but is focussed on growth with a fair long-term return on capital employed. Operating ROCE stood at 38.2% (PY 31.6%).
- The Company is debt-free and carried a comfortable free cash of around ₹ 530 Crores (including short term Liquid investments) as on 31st March 2021.
- The consolidated turnover and profit before tax of the Company and the UK subsidiaries amounted to ₹ 2187 Crores (PY ₹2073 Crores) and ₹ 323 Crores (PY ₹ 234 Crores) respectively.

Your Board of Directors consider the performance as commendable given the tough external environment. Your Company continues to maintain its leadership share in value terms across major product categories.

In the previous year considering the uncertainty caused by COVID-19, your Directors considered it prudent to recommend a lesser rate of dividend at ₹ 20 per share. Later in November 2020 considering the improvement in the business environment your Directors paid an interim dividend of ₹ 20 per share for FY21. Now considering the annual performance during the year your Directors are happy to recommend a final dividend of ₹ 30 per share for FY21 totalling to ₹ 50 per share for FY21 including the interim dividend already paid. (PY ₹ 20 per share).

A detailed analysis is provided under the section 'Management's Discussion and Analysis' forming part of this Director's Report.

## AWARDS AND RECOGNITIONS

Your Company continued to be recognized by various agencies for its high-quality performance under various parameters. During the Financial Year 20-21, your Company bagged the following awards/recognitions.

- Superbrand 2020
- Silicon India Magazine – Brand of the Year
- Global Marketing Excellence Award
- CIO 100 Honoree Award 2020 by IDG
- CXO Tech Excellence Award 2020 by CXO TV
- COVID – 19 Super Hero CIO Award by Enterprise IT World
- Cloud Achiever's Award at India Cloud Summit 2020 by Dynamic CIO
- Elite CIO Runner Up Award 2020 by Elite CEO Council

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### A. ECONOMY / INDUSTRY SCENARIO

The domestic economy was severely impacted during the Q1 FY 21 due to the lockdown announced by the Central and later by various State Governments to manage the spread of Covid-19 pandemic. The global economy also witnessed erosion in GDP thus impacting the growth prospects of every industry during that period. Encouraging signs were seen only from Q2 and it improved during Q3 of FY 21 due to relaxation of Covid-19 related restrictions and festive

momentum aided by the economic package released by the Central Government. Improvement in the economic activities was witnessed during Q3 except for travel & hospitality. Even though the supply chain constraints eased during Q3, aftereffect of the impact in Q1 and Q2 on supply chain continued in some measure both in Q3 and Q4. Rural demand showed good revival sign during Q3 aided by good monsoon and implementation of State funded infrastructural projects. Large format channels started functioning with limited restrictions during Q3. E-Commerce continued to be the active channel during the year even though the other channels caught-up with the relaxation in the lockdown restrictions. Export business continued to be robust though affected by logistics issues towards the fag end of Q3 and it continued in Q4 of FY 21. All commodity prices witnessed steep increases from mid Q3 driving up the prices for almost all the products.

Your Company predominantly operates in the Kitchen Appliances segment with a wide range of product categories. The product categories broadly consist of Pressure Cookers, Cookware, Gas Stoves and Domestic Kitchen Electrical Appliances. Your Company entered the Cleaning solutions segment from FY 17-18. The market for all these segments consists of organized national brands, regional brands as well as unorganized players. Except for Pressure Cookers, Cookware and Induction Cooktops, the market for the rest of the key product lines is fragmented and is shared by several players. Over the last five years or so many players both big and small have been entering as well as exiting the appliance categories and the churn is still going on. While the uncertainty caused by the Covid-19 pandemic existed among the people throughout the year, the domestic kitchen and home appliance demand has been encouraging from Q2 of FY 21 as people were working from home most of the time. With E-Commerce becoming an active channel it increased the competition in the market as even regional and small players could reach out to pan India through this channel. Supply chain constraints of large players during first half of FY 21 provided the opportunity for regional brands and smaller players to fulfil the demand that outstripped supply.

Even in these turbulent conditions your Company maintained its leadership position in key categories like Pressure Cookers, Cookware, Value added Gas Stoves, Induction Cook top, Kettles, etc and is steadily improving its market share in the Mixer Grinder segment. The company also entered in to Casserole segment during this year. Indigenisation of some small appliances hitherto imported from China has progressed well but the absence of some SKUs did have some impact on Q3 & Q4 growth. Manufacturing operations stabilized during the quarter; though it partially struggled to meet the demand driven by the festive season due to lower stocks on hand at the beginning of the second quarter.

Your Company will continue to focus on proactive innovation and product differentiation coupled with innovative distribution and digitalization of sales and marketing processes to stay ahead in the marketplace.

## B. ANALYSIS OF PERFORMANCE:

### 1. Kitchen & Home Appliances:

The products include Pressure Cookers, Cookware, Kitchen Electrical Appliances, Gas Stoves, and Home Appliances. The turnover of these product categories is given in the following table:

(₹ in Crores)

|                                                         | 2020-21        |              |                | 2019-20        |              |                |
|---------------------------------------------------------|----------------|--------------|----------------|----------------|--------------|----------------|
|                                                         | Domestic       | Export       | Total          | Domestic       | Export       | Total          |
| Pressure Cookers (including Microwave Pressure Cookers) | 562.57         | 38.02        | 600.59         | 573.78         | 22.41        | 596.19         |
| Cookware                                                | 302.48         | 29.71        | 332.19         | 274.16         | 17.53        | 291.69         |
| Gas Stoves                                              | 267.52         | 1.08         | 268.60         | 260.82         | 0.65         | 261.47         |
| Mixer Grinder                                           | 219.08         | 1.49         | 220.57         | 232.47         | 0.63         | 233.10         |
| Other Kitchen/ Home Appliances                          | 471.82         | 0.20         | 472.02         | 446.58         | -            | 446.58         |
| Cleaning Solutions                                      | 50.08          | -            | 50.08          | 34.00          | -            | 34.00          |
| Others                                                  | 88.15          | 0.85         | 89.00          | 73.09          | 0.67         | 73.76          |
| <b>Total</b>                                            | <b>1961.70</b> | <b>71.35</b> | <b>2033.05</b> | <b>1894.90</b> | <b>41.89</b> | <b>1936.79</b> |

- As mentioned earlier, the sales were adversely affected during the Q1 of FY 21 due to the lockdown restrictions owing to Covid-19 pandemic, which started recovering from Q2 though some of the channels were still not active even during this period. However, E-Comm channels contributed largely during this period. As the customers were working from home most of the time during this year this enabled an increased demand for the domestic kitchen and home appliances segment.
- Your Company also cautiously managed its trade policy with general trade as well as modern format stores in order to improve working capital efficiencies and information flow.
- The new category of Cleaning Solutions has progressed satisfactorily yielding significant growth facilitated by 'work from home' concept gaining ground due to the pandemic.
- Notwithstanding the severe Covid-19 impact in the first quarter of the year wherein the company incurred an idle cost of around ₹ 20 Crores, the sales and costs, various operating ratios were maintained at healthy/improved levels ensuring EBITDA

margin (before exceptional items) at 16.8% as against 14.7% in the previous year. Your Company did take timely price increases to accommodate the increase in input material costs.

- Operating ROCE stood at 38.2% (PY 31.6%) on expanded manufacturing asset base which could not be optimally utilised during the year. Your Company continued to be debt free and carried a sizeable free cash balance at the year end.
- Your Company has over the last few years substantially reduced its dependence on imports which has a positive impact on working capital efficiencies.
- Operating working capital efficiencies improved during the year notwithstanding the policy to offer friendlier terms to vendors to ensure operational liquidity to them.
- During the year under report your Company introduced around 127 new SKUs covering Pressure Cookers, Induction Cook tops, Mixer Grinders, Rice Cookers, Gas Stoves and other Small Electric/Non-Electric Appliances and Cleaning Solutions. Company also entered into Casserole segment during the year. All these introductions received good response.
- Judge brand as a tactical brand is progressing well and contributed around ₹ 23 Crores to Sales (PY ₹ 21 crores).
- Prestige Xclusive network was consolidated and rationalized where necessary and new outlets were added. The number of outlets as at 31.03.2021 was 620 (PY 588). The network now covers 28 States and 363 Towns. The spread of the network is also evenly distributed between Metros, Mini-Metros, Tier 1, Tier 2 and Tier 3 cities.
- Service network was significantly expanded to 464 centres (PY - 441 centres).

## C. OVERSEAS SUBSIDIARY & CONSOLIDATED RESULTS:

The operating subsidiary Horwood Homewares Limited (HHL) achieved its sales at £15.5 million (PY £15 million) a growth of 3.3% against the backdrop of Brexit and COVID-19 pandemic impact. Operating EBITDA was £1.6 million (PY £0.7 million) a commendable increase of 128%. The subsidiary introduced new products and expanded its presence in the online channels during the year which helped it perform better than most of its peers and also achieve a significant profitability over the previous year. The new category SMIDGE range which was introduced during FY 2019-20 also did well during the year.

During the previous year HHL had acquired Ecosoul life business through its new 51% subsidiary Horwood Life Limited, UK. In early Dec 2020, HHL divested its 51% stake in Horwood Life Limited, UK in the light of long-term uncertainty over supply chain constraints.

A one-time impairment cost of ₹ 6.11 crores arising out of this discontinued operation is reported under the head 'Loss from discontinued operations' in the consolidated financials.

The consolidated financials are attached to this Annual Report separately.

#### D. COVID-19'S IMPACT ON OPERATIONS, OUTLOOK & OPPORTUNITIES:

##### 1. Current Standpoint:

- a. The FY 21 ended in a positive note even though the second wave of Covid-19 pandemic started hitting some parts of the country from mid / late March 2021.
- b. From the 2<sup>nd</sup> week of April 2021, one by one the State Governments have started announcing lockdowns to control the spread of second wave of Covid-19 pandemic. There was no major impact to the sales in April and all the factories were also working without any major impacts following the Covid-19 protocols announced by the respective State Governments.
- c. But by early May 2021 almost all States Governments have imposed lockdown of varying degrees to control the spread of second wave of Covid-19. This does have impact on the planned sales for May 21.
- d. The factories at Karjan and Roorkee continue to function normally following local Covid-19 protocols, while the factories in Hosur and Coimbatore had to be closed from 2<sup>nd</sup> week of May 2021 due to the lockdown announced by the local government. Kharadi factory continues to be in lock-out.
- e. Corporate and commercial offices which were functioning with 50% strength and remaining 50% working from home until April 2021 have moved to 100% working from home from May 2021.
- f. In the States affected by lockdown sales are being made via online channels. Supplies are being managed through the operating factories and warehouses.
- g. Company continues to pay all its employees including contract workmen without any pay cuts and discharged all its statutory obligations and payments to all vendors within the due dates as it did during April / May 2020 lockdown.
- h. From the experience of the previous lockdown the company has been adequately geared up to ensure that the lockdowns do not severely affect the operations that are possible during this period as well as post lockdown period.
- i. Over the past several years your Company has been prudent in application of its free cash and built sufficient cash reserves to meet exigencies as well as for business expansion. This continues to help your Company to tide over the current difficult business climate caused by the second wave of Covid-19. As of the date of this report your Company carries free cash of around ₹ 530 Crores.
- j. At the start of FY 21-22 adequate inventory was available at the trade level as well as at the company level to meet the end consumer demand during the lockdown and immediately after that.
- k. Your Company has already improved its IT strength and continued its engagement with all its stakeholders digitally and revamped its layout in all manufacturing locations to yield better productivity and at the same time conforming to "social distancing" in workstations.
- l. Following the lockdown last year your Company had educated and supported the general trade channels and PXL network and oriented them to online booking of orders and home delivery so that not a single opportunity to sell is missed. In the same way, service network was also geared up to attend to all the pending service requests that accumulated in sizable numbers during the relevant lockdown period. Your Company is confident these initiatives will help the Company to bounce back to normalcy once the situation improves and the lockdown restriction eases.
- m. Your Company has also trained the sales force and also invested in adequate IT functionalities to deal with the trade partners digitally without the need to undertake the risk of travelling.
- n. Export sales continues to be robust during this time.
- o. Your Company has put in place a host of healthcare measures to take care of its employees during this pandemic situation as detailed in the section 'Developments in Human Resources'.
- p. As you are aware your Company has, over the last few years, been actively pursuing 'Make In India' policy for appliances portfolio by fortifying local vendors thus reducing the dependence on imports from China. In continuation of this strategy the Company decided to put an hard stop on all imports from China effective October 2020 and developed vendors locally for most of those SKUs. Though it had its own challenges of supply chain issues in Q3 and Q4 the Company is successful in completing this process by early April 2021.

## 2. Outlook & Opportunities:

- a. Given the unrelenting spread of the second wave of pandemic and the large-scale impact on the lives of the people, the near-term outlook for the Indian economy is uncertain impacting the growth prospects. The second wave is spreading in rural areas which was not the case during the first wave. This is a cause for concern as it can impact the rural demand which was looking up till March 2021.
- b. The Union Budget for FY 22 has laid emphasis on investment in several projects especially in the non-urban areas. If these are implemented even amidst the second wave, the outlook can be rendered positive.
- c. As your Company is in the home and kitchen appliance domain, the stress caused by lockdown in domestic kitchens, the need for improving kitchens and replacing appliances is likely to support the demand for such products. While demand arising out of gifting during marriage and other occasions was minimal due to restrictions on gatherings, the replacement demand at homes have increased which was witnessed during FY 21. Further the reluctance to eat outside or order foods from outside is expected to continue and this will increase the dependence on domestic kitchens. Further working from home is expected to continue for some more time across industries and on long term in some of the industries like IT and IT related industry and this can give raise to demand for a host of home appliances. All these factors can enable sustaining business at levels that can generate decent profits in the coming years.
- d. Your Company has already put in place steps for improvement of efficiencies and management of critical costs to deliver decent profits even if growth may be impaired.
- e. Your company is comparatively better placed owing to its brand salience, exclusive retail network across India besides strong presence in every other channel that reaches the end consumer. Your company is debt-free, and all its manufacturing and sourcing outfits are in operational conditions with adequate human resource and thus can increase supplies to the market at short notice. This was also experienced during FY 21 in similar situation.
- f. From the macroeconomic point of view, impact of this second wave on the economy is largely dependent on the containment measures. The localised nature of restrictions means that the actual impact is likely to be much less severe relative to April-June 2020

when a strict nationwide lockdown was imposed. However, since the second wave is in the early stage it will be very difficult to predict the impact immediately.

- g. Overall the private consumption cannot improve till complete restoration of the travel, tourism and hospitality sectors and preparedness of public at large to travel for business and pleasure. The extent of vaccination of the population and its time duration will also play a major role in this process. Even if the pandemic subsides in the near future, the resurgence of these sectors may take a longer time.
- h. During FY 21 we have seen increased tendency among global brands to shift a significant portion of sourcing outside China and India has been looked upon as one of the key alternative. Your Company's export customers have increased their sourcing from the Company during FY 21 and we expect this to further strengthen during FY22.

## 3. Impact on Medium & Long-Term Strategy:

- a. As the members are aware your Company has adopted an expansive Vision – To Delight Home Makers with Innovation and To Make Company's products available at Every Home.
- b. Based on this vision your Company had developed strategies to increase its product base and customer base across India both rural and urban so as to double the turnover in about 5 years.
- c. Covid-19 pandemic has become a speed breaker and it may take couple of years more to reach this milestone. The investment on innovation and search for inorganic opportunities are always on. The blueprint that has been prepared is still relevant and we have made some tweaking in tune with the changed conditions.
- d. Shareholders are aware that your Company operates out of its core strengths of brand, innovation, design, manufacturing, distribution, sourcing, and service capabilities and more importantly 'Customer Engagement' and will continue its efforts to further fortify these strengths. For instance, your Com-pany is already geared to launch over 100 new SKUs in the market during FY 21-22 and the same will be timed keeping a watch on progressive relaxation of lockdown and consumer sentiments.
- e. In the medium and long-term, your Company expects to maintain a healthy EBITDA margin and Return on Capital Employed subject to Covid pandemic subsiding in early FY 22 itself.

**E. THREATS**

While there are vast opportunities in the Domestic Market, threats can continue in the form of unorganized sector and irrational discounting by regional brands. As the entry barriers are low, any lag in innovation can impact growth. The proliferation of e-commerce companies, while helping us to grow, may also have some impact on gross margin but your Company pursues a dynamic cost management process to ensure healthy margins at EBITDA levels.

**F. RISKS AND CONCERNS**

The various general economic risks and concerns which can impact your Company have already been outlined in the preceding sections. The concerns largely centre around external factors.

**G. RISK MANAGEMENT**

Your Company has a Risk Management Committee in place as required under SEBI (LODR) Regulations the details of which are provided in the Report on Corporate Governance.

Your Company has developed and implemented a Risk Management Policy which includes identification of elements of risk, if any, which in the opinion of the Board, may threaten the existence of the Company.

Your Company has a risk identification and management framework appropriate to the size of your Company and the environment under which it operates. The process involves identifying both external and internal risks and the readiness to respond to extreme risks like calamities and disasters.

Risks are being continuously identified in relation to business strategy, business continuity/contingency plans, operations and transactions, statutory / legal compliance, financial reporting, information technology system, cyber security and overall internal control framework. In line with the recently notified amendments to the SEBI (LODR) Regulations the scope includes sustainability factors -environment, social and governance.

Your Company is utilizing the services of independent professional management auditors for advising the Company on a continuous basis on contemporary risk management framework appropriate to the size and operations of the Company. They are also carrying out risk audit on a periodical basis.

Your Board is periodically reviewing the broad risk framework to ensure that there is a dynamic process to capture and measure key elements of risks.

**H. SHARE CAPITAL**

The paid-up equity share capital as on March 31, 2021 was ₹ 13.86 Crores (PY ₹ 13.86 Crores).

The Authorised Capital remains the same i.e. ₹ 15 crores divided into 1,50,00,000 equity shares of ₹ 10 each.

**I. FINANCES**

Your Company continues to generate substantial post-tax operating free cash flows and the same have

been applied to meet capital expenditure besides other uses including investments in the UK Subsidiary, retirement of debt and payment of dividend. Your Company on a standalone basis continued to be debt-free and at the end of the year carried cash and liquid investments of around ₹ 530 Crores after further investments in the UK subsidiary to the tune of ₹ 19.2 Crores.

**J. CAPITAL EXPENDITURE PLANS**

Your Company has spent about ₹ 49 crores in FY 20-21 including automation and establishing additional lines. The capex for FY 22 is estimated at around ₹70 crores including normal capex, logistics and capacity augmentation.

**K. INVESTMENTS**

During the year, your Company invested an additional amount of ₹ 19.2 Crores in the wholly owned UK subsidiary. Other than this your Company carries short-term investments in mutual funds as a part of treasury operations as mentioned in para I.

**L. INTERNAL CONTROL SYSTEMS**

Your Company has necessary Internal Control Systems in place which is commensurate with the size, scale, and complexity of its operations. Your Company is continuously making improvements in internal control systems keeping in view the increasing level of activities. Independent team of Internal Auditors/ Management Auditors are carrying out internal audits and advising the management on strengthening of internal control systems. The reports are periodically discussed internally. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

**M. DEVELOPMENTS IN HUMAN RESOURCES**

In line with the Long-Range Plan, your Company has implemented strategic HR initiatives covering competency development, talent management, leadership development, succession management etc. The in-house Human Resource Department is constantly being strengthened. A host of people development programmes are put in place on a continuous basis.

Your Company effectively used the lockdown period and work-from home processes to impart knowledge and talent development programmes through digital means and the training milestones were achieved across all layers of management.

Keeping in mind the physical and mental well-being of the employees caused by the pandemic, your Company has organized healthcare infrastructure, both physical and digital, at various work places. Free vaccination for all employees including contract workmen and their dependents has been organized. Financial and rehabilitation support for affected employees are being provided and also extended to the dependents of the employees who have unfortunately succumbed to the infection.

During the lockdown in the first quarter of FY21 your Company continued to pay the salaries to all the employees including the contract workmen without any

deduction and also on time. Notwithstanding the second wave of pandemic causing widespread lockdown, your Company has released increments to all employees for FY22 effective from 1st April 2021 as also the performance linked variable pay.

The industrial relations across all the manufacturing units has been by and large cordial except in Kharadi Unit which is under lock-out since Nov 2020 due to illegal sit-down strike by the workers. The management is making their best efforts to restore the normalcy in Kharadi factory through Company has got adequate alternate capacities in other Factories. The financial impact is not expected to be material. Long term settlement was concluded during the year for Coimbatore Unit.

The direct employment strength stood at 1442 as compared to 1443 in the previous year.

#### **FIXED DEPOSIT**

Your Company is neither inviting or accepting Deposits from public or shareholders and hence there are no deposits outstanding or remaining unpaid as at the end of March 31, 2021.

#### **DIVIDEND**

Considering the uncertainty caused by COVID-19, your Directors consider it prudent to recommend a lesser rate of dividend at ₹ 20 per share for FY20. Later in November 2020 considering the improvement in the business environment your Directors paid an interim dividend of ₹ 20 per share for FY21. Now based on the performance in FY21 your Directors are happy to recommend a final dividend of ₹ 30 per share for FY21 totalling to ₹ 50 per share for FY21 including the interim dividend already paid (PY ₹ 20 per share).

#### **FUTURISTIC STATEMENTS**

This Directors' Report and the Management Discussion and Analysis included therein may contain certain statements, which are futuristic in nature. Such statements represent the intentions of the Management and the efforts being put in by them to realize certain goals. The success in realizing these goals depends on various factors both internal and external. Therefore, the investors are requested to make their own independent judgments by considering all relevant factors before taking any investment decision.

#### **CORPORATE GOVERNANCE**

Report on Corporate Governance is separately presented as part of the Annual Report.

#### **BUSINESS RESPONSIBILITY REPORT**

Your Company now forms part of the Top 500 listed companies of India and is mandatorily required to provide a Business Responsibility Report as part of the Annual Report in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. This report is separately presented as part of this Annual Report.

#### **LISTING**

Your Company's shares are listed in the BSE Limited (BSE) Mumbai and National Stock Exchange of India Limited (NSE), Mumbai and the applicable listing fees have been paid.

#### **FURTHER DISCLOSURES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:**

##### **(a) Number of Meetings of the Board:**

The Board of Directors met five times during the year 2020-21. The details of the Board Meetings and the attendance of the Directors are provided in the Report on Corporate Governance.

##### **(b) Corporate Social Responsibility (CSR) Committee:**

As per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, your Company has in place a Corporate Social Responsibility Committee which comprises of Mr. T. T. Jagannathan as Chairman and Mr. R. Srinivasan, Mr. K. Shankaran as Members.

The Corporate Social Responsibility (CSR) Policy enumerating the CSR activities to be undertaken by the Company, in accordance with Schedule VII to the Companies Act, 2013 as adopted by the Board is available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com) The Annual Report under CSR Activities is annexed to this report as **Annexure A**.

The details relating to the meetings convened, etc. are furnished in the Report on Corporate Governance.

##### **(c) Composition of Audit Committee:**

The Audit Committee comprises of Mr. Dileep Krishnaswamy as Chairman, Mr. R. Srinivasan and Mr. Arun K. Thiagarajan as Members. All the members are Independent Directors.

Mr. K. Shankaran Wholetime Director & Secretary is the Secretary of the Committee. More details on the Committee are given in the Report on Corporate Governance.

##### **(d) Related Party Transactions:**

During the year under review, no transaction of material nature has been entered into by the Company with its Promoters, the Directors or the management, their subsidiaries or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of unforeseen or repetitive nature. A Statement giving details of the transactions entered into with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval/ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company

and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Policy as approved by the Board is uploaded on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com)

The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure B to this Report.

**(e) Directors and Key Managerial Personnel:**

None of the Directors is disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013.

**(i) Appointment / Re-appointment of Directors:**

(a) Mr. K. Shankaran is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee has approved his re-appointment and the Board recommends his re-appointment.

(b) There are no changes to the composition of Directors during the year.

**(ii) Statement on Declaration by the Independent Directors of the Company:**

All the Independent Directors of the Company have given declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The terms and conditions of appointment of the Independent Directors are posted on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)

**(iii) Key Managerial Personnel (KMP):**

The following managerial personnel are Key Managerial Personnel (KMP):

- Mr. Chandru Kalro, Managing Director as Chief Executive Officer (CEO).
- Mr. K. Shankaran, Wholetime Director and Secretary.
- Mr. V. Sundaresan, Senior Vice President - Finance as Chief Financial Officer (CFO) up to Sep 30, 2020.
- Mr. R. Saranyan, Executive Vice President - Finance as Chief Financial Officer (CFO) from Oct 1, 2020.

**(iii) Performance Evaluation of the Board, its Committees and Separate meeting of Independent Directors:**

In compliance with the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. During the year, 4 separate meetings

of Independent Directors were held to consider various aspects of management of the Company as well as to review the performance of the Board, its committees, and non-independent Directors. More details on the same are given in the Report on Corporate Governance. The Board evaluation for FY 20-21 was completed at the Meeting held in February 2021.

**(v) Remuneration Policy:**

Your Company follows a policy on remuneration of Directors and Senior Management. The policy is framed by the Nomination and Remuneration Committee and approved by the Board. The remuneration (including all components) to senior management i.e., till one level below the CEO including functional heads are as approved by the Nomination and Remuneration Committee and the Board. More details on the same are given in the Report on Corporate Governance.

**(f) Auditors:**

**(i) Statutory Auditors and their Report:**

(a) M/s. PKF Sridhar & Santhanam LLP have carried out the Audit for the financial year under review.

The Auditors' Report to the Shareholders for the year under review does not contain any qualifications.

**(ii) Cost Auditor and Cost Audit Report:**

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the Cost Records of the Company relating to "Stainless Steel Pressure Cookers and Cookware" are required to be audited.

The Board of Directors, on the recommendation of the Audit Committee, appointed Mr. V. Kalyanaraman as Cost Auditor of the Company, for the financial year 2019-20 and fixed his remuneration.

Mr. V. Kalyanaraman has confirmed that his appointment is within the limits of the Section 141 of the Companies Act, 2013 and has also certified that he is free from any disqualifications specified under the provisions of Section 141 of the Companies Act, 2013.

The Audit Committee also received a Certificate from the Cost Auditor certifying the independence and arm's length relationship with the Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the approval of the Members is sought by means of an Ordinary Resolution for the remuneration payable to Mr. V. Kalyanaraman, Cost Auditor, under Item No.4 of the Notice convening the Annual General Meeting.

The Cost Audit Report for the year ended March 31, 2021 will be placed before the Audit Committee and the Board of Directors of the Company and filed on or before the due date.

**(iii) Secretarial Auditor and Secretarial Audit Report:**

The Board had appointed Mr. Parameshwar G. Hegde, Company Secretary in Whole-time Practice, to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2020-21. The Report of the Secretarial Auditor in Form MR-3 is annexed to this report as **Annexure "F"**. The report does not contain any qualification.

**(g) Transfer to Investor Education and Protection Fund.**

• **Unclaimed Dividends for the year ended March 31, 2013:**

Your Company has transferred a sum of ₹ 15,04,189 during the financial year 2020-21 to the Investor Education and Protection Fund established by the Central Government, in compliance with Section 124 of the Companies Act, 2013. The said amount represents the unclaimed dividends for the year ended March 31, 2013, which were lying unclaimed with the Company for a period of seven years from their respective due dates of payment.

• **Transfer of Shares to the Demat Account of the IEPF Authority:**

In accordance with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and as amended from time to time, your Company transferred 4,114 Equity Shares of ₹ 10 each fully paid-up, in respect of which the dividends unclaimed / unpaid for a period of seven consecutive years..

**(h) Disclosure with respect to Demat suspense account / unclaimed suspense account.**

Your Company does not have any Unclaimed Shares.

**(i) Conservation of Energy:**

The prescribed under Rule 8(3) of The Companies (Accounts) Rules, 2014 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are furnished in the **Annexure C** to this Report.

**(j) Particulars of Employees:**

The information required under Section 197 of the Companies Act, 2013 and the Rules made thereunder are annexed to this Report as **Annexure D and Annexure E**.

**(k) Subsidiary Company:**

Your Company has an overseas subsidiary by name TTK British Holdings Limited (TTK Brit)

which was incorporated in the United Kingdom on 24th March 2016 and capitalized during the FY 16-17. TTK British Holdings Limited holds the entire share capital of Horwood Homewares Limited which is the operating subsidiary. During the year Horwood Homewares Limited divested its 51% stake in Horwood Life Limited, UK which it acquired in the previous year.

Pursuant to Sec.129(3) of Companies Act, 2013, the Consolidated Financial Statements are attached to this Annual Report. The particulars of all the subsidiaries in the prescribed format AOC- 1 is also attached to the financial statements. In accordance with Sec.136 of the Companies Act, 2013, the Financial Statements of each of the subsidiaries are available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)

**(l) Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013:**

During the year, your Company has not given any loan, provided any guarantee or made any investment under Section 186 of the Companies Act, 2013 except for investments made in the equity capital of the wholly owned UK subsidiary TTK British Holdings Limited to the extent of GBP 2 million. Your Company holds 1,440 equity shares of ₹ 10 each in TTK Healthcare Limited and 20,700,000 shares of GBP 1 each in TTK British Holdings Limited.

**(m) Significant and Material Orders passed by the Regulators or Courts:**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**(n) Whistle Blower Policy:**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also SEBI (LODR) Regulations, 2015, your Company has in place a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy or Insider Trading Policy, which also provides for adequate safeguards against victimization of director(s)/employee(s) who avail of the mechanism and also provide for direct access to the Corporate Governance Officer/Chairman of the Audit Committee / Chairman of the Board in exceptional cases.

The Whistle Blower Policy is made available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)

**(o) Obligation of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

Your Company has adopted a policy for prevention of Sexual Harassment of Women at Workplace and has constituted the necessary Committee/(s) for implementation of the said policy and deal

with any complaints. During the year 2020-21, there were no complaints. Your Company regularly conducts awareness programmes across its units in this regard.

(p) **Registered Office:** There has been no change in the location of the Registered Office of your Company.

(q) **Annual Return:** In accordance with the Companies Act, 2013, the annual return in the prescribed format is available at [www.ttkprestige.com](http://www.ttkprestige.com)

(r) **Cybersecurity:** The Outbreak and rapid spread of Covid 19 pandemic in the fiscal 2021 has roiled the organisations and disrupted business operations.

The year was a very difficult one for the business to cope up with the unprecedented challenges. At TTK Prestige, while our employees operated efficiently as a remote workforce, we continue to keep vigil on information environments, to ensure cybersecurity posture and resiliency.

We continued our efforts to keep ourselves up to date with cybersecurity events, to achieve higher compliance and its continued sustenance.

During the year, our focus to enhance cyber awareness to employee's and train the cybersecurity personnel went ahead as planned, together with our initiatives on improving cybersecurity processes and technologies.

## DIRECTORS' RESPONSIBILITY STATEMENT

As required by Sec.134 (5) read with Sec.134 (3)(c) of the Companies Act, 2013 your Directors confirm.

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

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

## ACKNOWLEDGEMENTS

Your Directors deeply appreciate and acknowledge the significant and continued co-operation given to your Company by the Bankers, Financial Institutions and the employees of the Company.

Place : Bengaluru  
Date : May 25, 2021

For and on behalf of the Board  
(T.T. JAGANNATHAN)  
Chairman

Registered Office:  
Plot No. 38, SIPCOT Industrial Complex,  
Hosur – 635 126  
Tamil Nadu

## ADDENDUM

### To the Report of the Board of Directors - 2020-21

With reference to Para relating to Cost Auditor & Cost Audit Report, the Directors wish to inform that consequent to sudden death of Mr. V Kalyanaraman who was appointed as Cost Auditor to conduct cost audit of the cost records of the Company for the financial year ended March 31, 2021, the Board of Directors on the recommendation of the Audit Committee, on June 10, 2021 appointed Ms Jayanthi Hari - Cost Accountant to fill the casual vacancy on the same remuneration and terms and conditions. The resolution, as a modification of the resolution of the shareholders passed at the 64th AGM, seeking the approval of the members for payment of remuneration of ₹ 4 lakh plus taxes and reimbursement of expenses to Ms. Jayanthi Hari - Cost Auditor, towards conduct of audit of cost records of the Company for the financial year ended March 31, 2021 is being placed before the shareholders at the ensuing AGM.

Further the Board of Directors, on the recommendation of the Audit Committee, on June 10, 2021 also appointed Ms. Jayanthi Hari - Cost Accountant to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022.

Place : Bengaluru  
Date : June 10, 2021

s/d  
T. T. Jagannathan  
Chairman

## ANNEXURE TO BOARD'S REPORT

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

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | <p><b>Brief outline on CSR Policy of the Company:</b></p> <p><b>CSR PHILOSOPHY AND POLICY:</b></p> <p>The Company considers society as an important stake-holder and shall discharge its responsibilities to the society proactively. The activities or projects that will be undertaken by the Company shall include one or more of the following as may be recommended by the CSR Committee and approved by the Board of Directors:</p> <ul style="list-style-type: none"> <li>• Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;</li> <li>• Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;</li> <li>• Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;</li> <li>• Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;</li> <li>• Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;</li> <li>• Measures for the benefit of armed forces veterans, war widows and their dependents Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;</li> <li>• Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;</li> <li>• Contribution to the Prime Ministers' National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;</li> <li>• Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government ;</li> <li>• Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs);</li> <li>• Rural development projects;</li> <li>• Slum area development</li> <li>• Disaster management, including relief, rehabilitation and reconstruction activities.</li> <li>• Such other projects as may be notified by the Government from time to time.</li> </ul> <p>The company shall give preference to various local areas and areas around which the Company is carrying out its activities.</p> <p><b>WEBLINK: <a href="https://www.ttkprestige.com/investor-relations/corporate-governance/policies#">HTTPS://WWW.TTKPRESTIGE.COM/INVESTOR-RELATIONS/CORPORATE-GOVERNANCE/POLICIES#</a></b></p> |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|    |                                                                                                                                                                                                                                                                                                                                              |                                                                                                      |                                                                                                     |                                                          |                                                              |                 |                  |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------|-----------------|------------------|
| 2. | Composition of CSR Committee:                                                                                                                                                                                                                                                                                                                |                                                                                                      |                                                                                                     |                                                          |                                                              |                 |                  |
|    | Sl. No.                                                                                                                                                                                                                                                                                                                                      | Name of Director                                                                                     | Designation / Nature of Directorship                                                                | Number of Meetings of CSR Committee held during the year | Number of Meetings of CSR Committee attended during the year |                 |                  |
|    | 1.                                                                                                                                                                                                                                                                                                                                           | Mr. T. T. Jagannathan                                                                                | Chairman                                                                                            | 2                                                        | 30.06.2020 & 16.03.2021                                      |                 |                  |
|    | 2.                                                                                                                                                                                                                                                                                                                                           | Mr. R. Srinivasan                                                                                    | Member                                                                                              | 2                                                        | 30.06.2020 & 16.03.2021                                      |                 |                  |
|    | 3.                                                                                                                                                                                                                                                                                                                                           | Mr. K. Shankaran                                                                                     | Member                                                                                              | 2                                                        | 30.06.2020 & 16.03.2021                                      |                 |                  |
| 3. | Provide the web-link where (i) Composition of CSR Committee, (ii) CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company<br><a href="https://www.ttkprestige.com/investor-relations/corporate-governance/Policies#">https://www.ttkprestige.com/investor-relations/corporate-governance/Policies#</a> |                                                                                                      |                                                                                                     |                                                          |                                                              |                 |                  |
| 4. | Provide the details of Impact assessment of CSR projects carried out in pursuance of Sub-Rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (Attach the Report)                                                                                                                         |                                                                                                      |                                                                                                     |                                                          |                                                              | Not Applicable  |                  |
| 5. | Details of the amount available for set off in pursuance of Sub-Rule (3) of Rule 7 of the companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.                                                                                                                     |                                                                                                      |                                                                                                     |                                                          |                                                              | Not Applicable  |                  |
| 6. | Average Net Profit of the Company as per Section 135(5)                                                                                                                                                                                                                                                                                      |                                                                                                      |                                                                                                     |                                                          |                                                              | ₹ 258.43 Crores |                  |
| 7. | a.                                                                                                                                                                                                                                                                                                                                           | Two percent of average Net Profit of the Company as per Section 135(5)                               |                                                                                                     |                                                          |                                                              | ₹ 5.17 Crores   |                  |
|    | b.                                                                                                                                                                                                                                                                                                                                           | Surplus arising out of the CSR projects or programmes or activities of the previous financial years. |                                                                                                     |                                                          |                                                              | NIL             |                  |
|    | c.                                                                                                                                                                                                                                                                                                                                           | Amount required to be set off for the financial year, if any                                         |                                                                                                     |                                                          |                                                              | NIL             |                  |
|    | d.                                                                                                                                                                                                                                                                                                                                           | Total CSR Obligation for the financial year (7a+7b-7c)                                               |                                                                                                     |                                                          |                                                              | ₹ 5.17 Crores   |                  |
| 8. | a.                                                                                                                                                                                                                                                                                                                                           | CSR amount spent or unspent for the financial year                                                   |                                                                                                     |                                                          |                                                              |                 |                  |
|    | Total Amount Spent for the Financial year                                                                                                                                                                                                                                                                                                    |                                                                                                      | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) |                                                          |                                                              |                 |                  |
|    | ₹ 5.205 Crores                                                                                                                                                                                                                                                                                                                               |                                                                                                      | Amount                                                                                              | Date of Transfer                                         | Name of the Fund                                             | Amount          | Date of Transfer |
|    |                                                                                                                                                                                                                                                                                                                                              |                                                                                                      | NIL                                                                                                 | -                                                        | -                                                            | -               | -                |
|    | b.                                                                                                                                                                                                                                                                                                                                           | Details of CSR amount spent against ongoing projects for the financial year:                         |                                                                                                     |                                                          |                                                              |                 | NIL              |
|    |                                                                                                                                                                                                                                                                                                                                              | (1)                                                                                                  | (2)                                                                                                 | (3)                                                      | (4)                                                          | (5)             | (6)              |
|    | Sl. No.                                                                                                                                                                                                                                                                                                                                      | Name of the Project                                                                                  | Item from the list of activities in Schedule VII to the Act                                         | Local Area (Yes/No)                                      | Location of the Project                                      |                 | Project duration |
|    | 1.                                                                                                                                                                                                                                                                                                                                           | Rehabilitation Research and Device Development                                                       | (ix)(b)                                                                                             | No                                                       | Tamil Nadu                                                   | Chennai         | 2 years          |
|    | 2.                                                                                                                                                                                                                                                                                                                                           | Maintenance and expansion of Rural School                                                            | (ii)                                                                                                | No                                                       | Tamil Nadu                                                   | Manjakkudi      | 2 years          |

|       |         | (7)                                                                                    | (8)                                                         | (9)                                                                                           | (10)                                           | (11)                                                 |                                                                     |
|-------|---------|----------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------|
|       |         | Amount allocated for the project (in ₹ crores)                                         | Amount spent in the current financial year (in ₹ crores)    | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹ crores) | Mode of Implementation – Direct (Yes / No)     | Mode of implementation – Through Implementing Agency |                                                                     |
|       |         |                                                                                        |                                                             |                                                                                               |                                                | Name                                                 | CSR Registration Number                                             |
|       | 1.      | 5.00                                                                                   | 2.84                                                        | Nil                                                                                           | No                                             | Indian Institute of Technology, Chennai              | CSR00004320                                                         |
|       | 2.      | 1.20                                                                                   | 0.60                                                        | Nil                                                                                           | No                                             | Indian Institute of Technology, Chennai              | CSR00002288                                                         |
| Total |         | 6.20                                                                                   | 3.44                                                        |                                                                                               |                                                |                                                      |                                                                     |
|       | c.      | Details of CSR amount spent against other than ongoing projects for the financial year |                                                             |                                                                                               |                                                |                                                      |                                                                     |
|       | (1)     | (2)                                                                                    | (3)                                                         | (4)                                                                                           | (5)                                            | (6)                                                  | (7)                                                                 |
|       | Sl. No. | Name of the Project                                                                    | Item from the list of activities in Schedule VII to the Act | Local Area (Yes/No) CSR Registration Number                                                   | Amount allocated for the project (in ₹ crores) | Mode of Implementation – Direct (Yes / No)           | Mode of implementation – Through Implementing Agency                |
|       | 1.      | Upgradation of Molecular Biology Lab                                                   | (i)                                                         | No                                                                                            | 1.50                                           | No                                                   | Bangalore Medical Services Trust, Bangalore<br>CSR00001716          |
|       | 2.      | Providing nutrition support to children from Rural areas                               | (i)                                                         | No                                                                                            | 0.12                                           | No                                                   | Karnataka State Council for Child welfare, Karnataka<br>CSR00001679 |
|       | 3.      | Support for the disabled                                                               | (i)                                                         | No                                                                                            | 0.025                                          | No                                                   | United Orphanage, Coimbatore<br>-                                   |
|       | 4.      | Covidcare Medicines                                                                    | (i)                                                         | No                                                                                            | 0.05                                           | No                                                   | Government of Maharashtra<br>-                                      |
|       | 5.      | Covidcare- PPE kits2                                                                   | (i)                                                         | No                                                                                            | 0.05                                           | No                                                   | B D Inno Ventures Mumbai<br>-                                       |
|       | 6.      | Covidcare kits                                                                         | (i)                                                         | No                                                                                            | 0.02                                           | No                                                   | Krishnagiri, TamilNadu<br>-                                         |
|       |         | Total                                                                                  |                                                             |                                                                                               | 1.765                                          |                                                      |                                                                     |
|       | d.      | Amount spent in Administrative Overheads                                               |                                                             |                                                                                               |                                                |                                                      | NIL                                                                 |
|       | e.      | Amount spent on Impact Assessment, if applicable                                       |                                                             |                                                                                               |                                                |                                                      | NA                                                                  |
|       | f.      | Total amount spent for the financial year (8b + 8c + 8d = 8e)                          |                                                             |                                                                                               |                                                |                                                      | ₹ 5.205 Crores                                                      |
|       | g.      | Excess amount for set off, if any                                                      |                                                             |                                                                                               |                                                |                                                      | NIL                                                                 |

|                                                            | Sl. No.                                                                                                                                                                            | Particular                                                                                                                      |                                                                       |                                                     |                                                                                           |                                                                                                        | Amount (in ₹)                                                         |                                                                                          |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|------------------------------------------------------------------------------------------|
|                                                            | (i)                                                                                                                                                                                | Two percent of average net profit of the Company as per Section 135(5)                                                          |                                                                       |                                                     |                                                                                           |                                                                                                        | 5.17                                                                  |                                                                                          |
|                                                            | (ii)                                                                                                                                                                               | Total amount spent for the financial year                                                                                       |                                                                       |                                                     |                                                                                           |                                                                                                        | 5.205                                                                 |                                                                                          |
|                                                            | (iii)                                                                                                                                                                              | Excess amount spent for the financial year [(ii)-(i)]                                                                           |                                                                       |                                                     |                                                                                           |                                                                                                        | -                                                                     |                                                                                          |
|                                                            | (iv)                                                                                                                                                                               | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any                     |                                                                       |                                                     |                                                                                           |                                                                                                        | -                                                                     |                                                                                          |
|                                                            | (v)                                                                                                                                                                                | Amount available for set off in succeeding financial years [(iii)-(iv)]                                                         |                                                                       |                                                     |                                                                                           |                                                                                                        | -                                                                     |                                                                                          |
| 9.                                                         | a.                                                                                                                                                                                 | Details of Unspent CSR amount for the preceding three financial years: NIL                                                      |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | Sl. No.                                                                                                                                                                            | Preceding Financial Year Name of the Fund                                                                                       | Amount transferred to Unspent CSR Account under Section 135(6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any |                                                                                                        |                                                                       | Amount transferred to any fund specified underSchedule VII as per Section 135(6), if any |
|                                                            |                                                                                                                                                                                    |                                                                                                                                 |                                                                       |                                                     | Name of the Fund                                                                          | Amount (in ₹)                                                                                          | Date of Transfer                                                      |                                                                                          |
|                                                            | 1.                                                                                                                                                                                 |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | 2.                                                                                                                                                                                 |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | 3.                                                                                                                                                                                 |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            |                                                                                                                                                                                    | Total                                                                                                                           |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | b.                                                                                                                                                                                 | Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):                      |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       | NIL                                                                                      |
| (1)                                                        | (2)                                                                                                                                                                                | (3)                                                                                                                             | (4)                                                                   | (5)                                                 | (6)                                                                                       | (7)                                                                                                    | (8)                                                                   | (9)                                                                                      |
| Sl. No.                                                    | Project ID                                                                                                                                                                         | Name of the Project                                                                                                             | Financial Year in which the project was commenced                     | Project duration                                    | Total amount allocated for the project (in ₹)                                             | Amount spent on the project in the reporting Financial Year (in ₹)                                     | Cumulative amount spent at the end of reporting Financial Year (in ₹) | Status of the project – Completed / Ongoing                                              |
| (1)                                                        | (2)                                                                                                                                                                                | (3)                                                                                                                             | (4)                                                                   | (5)                                                 | (6)                                                                                       | (7)                                                                                                    | (8)                                                                   | (9)                                                                                      |
| 1.                                                         |                                                                                                                                                                                    |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
| 2.                                                         |                                                                                                                                                                                    |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | Total                                                                                                                                                                              |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
| 10.                                                        | In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details) |                                                                                                                                 |                                                                       |                                                     |                                                                                           | NIL                                                                                                    |                                                                       |                                                                                          |
|                                                            | (a)                                                                                                                                                                                | Date of creation or acquisition of the capital asset(s)                                                                         |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | (b)                                                                                                                                                                                | Amount of CSR spent for creation or acquisition of capital asset                                                                |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | (c)                                                                                                                                                                                | Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address, etc. |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
|                                                            | (d)                                                                                                                                                                                | Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).     |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
| 11.                                                        | Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5)                                                             |                                                                                                                                 |                                                                       |                                                     |                                                                                           |                                                                                                        |                                                                       |                                                                                          |
| (Chief Executive Officer or Managing Director or Director) |                                                                                                                                                                                    |                                                                                                                                 | Sd/-<br>T.T. Jagannathan<br>(Chairman - CSR Committee)                |                                                     |                                                                                           | [Person specified under Clause (d) of Sub-Section (1) of Section 380 of the Act] (Wherever applicable) |                                                                       |                                                                                          |

**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 Contract / 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:**

| Sl.No. | Particulars                                                                                                         | Details |
|--------|---------------------------------------------------------------------------------------------------------------------|---------|
| (a)    | Name(s) of the Related Party and nature of relationship                                                             | NIL     |
| (b)    | Nature of contracts / arrangements / transactions                                                                   | NIL     |
| (c)    | Duration of the contracts / arrangements / transactions                                                             | NIL     |
| (e)    | Salient terms of the contracts or arrangements or transactions including the value, if any.                         | NIL     |
| (f)    | Date(s) of approval by the Board                                                                                    | NIL     |
| (g)    | Amount paid as advances, if any                                                                                     | NIL     |
| (h)    | Date on which the special resolution was passed in General Meeting as required under first provision to Section 188 | NIL     |

**2. Details of contracts or arrangements or transactions at arm's length basis:**

| Sl.No. | Particulars                                                                                | Details                                                |                   |                                                        |                                                                           |                 |
|--------|--------------------------------------------------------------------------------------------|--------------------------------------------------------|-------------------|--------------------------------------------------------|---------------------------------------------------------------------------|-----------------|
| (a)    | Name(s) of the Related Party and nature of relationship                                    | TTK Healthcare Limited                                 |                   | T.T. Krishnamachari & Co.                              |                                                                           |                 |
|        |                                                                                            | Four of the Directors as Directors                     |                   | Three of the Directors as Partners                     |                                                                           |                 |
| (b)    | Nature of contracts/ arrangements / transactions                                           | Sale of Goods                                          | Purchase of Goods | Payment of License fee                                 | Payment of C&F charges                                                    | Cost sharing    |
| (c)    | Duration of the contracts / Arrangements /                                                 | As and when need arises from time to time              |                   | 01.11.2018 to 31.10.2023                               | 01.06.2019 to 01.05.2024                                                  | Not applicable  |
| (d)    | Salient terms of the contracts or arrangements or transactions including the value, if any | As mutually agreed based on prevailing trade practices |                   | ½ % of Sales for using their registered monogram "ttk" | 2% of Sales for availing their services as Clearing and forwarding agents | Sharing of cost |
|        | Value (in ₹)                                                                               | 31,06,980                                              | -                 | 10,19,06,229                                           | 15,36,55,844                                                              | 4,69,262        |
| (e)    | Date(s) of approval by the Board, if any                                                   | -                                                      | -                 | 25.7.2018                                              | 28.1.2019                                                                 | -               |
| (f)    | Amount paid as advance, if any                                                             | -                                                      | -                 | -                                                      | -                                                                         | -               |

**Note:** The above amounts includes GST wherever applicable

Place : Bengaluru  
Date : May 25, 2021

For and on behalf of the Board  
(T.T. JAGANNATHAN)  
Chairman

**ANNEXURE – C**

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO, ETC.

Information as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 for the financial year ended 31st March, 2020

|     |                            |                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|-----|----------------------------|--------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|--|--|---------|---------|-----|---------|------|------|-----|-----------|------|------|-----|-------|------|------|-----|----------------------------|------|------|
| (A) | Conservation of Energy:    |                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (i)                        | Steps taken or impact on conservation of energy:                                                                         | <div>The Company has taken several steps in the direction of energy conservation.</div> <div><div>- State of art high pressure washing unit was installed during the year resulting in saving of water by 60% from 89 KLD to 35 KLD.</div><div>- New technology 1600 Ton Electric Type Screw press installed replacing Mechanical Fly Wheel Type Press by which we improved Energy Savings by about 30%.</div><div>- Installed four station Induction IGBT Technology for heating system which reduced the consumption of energy by 30%.</div><div>- Spot Welding Machines converted from 2 Phase into 3 Phase which yields 40% consumption reduction using IGBT Technology controls.</div><div>- 250 Ton Hydraulic Press with Servo Control Hydraulic System installed improving the energy savings about 30% against the conventional type of Hydraulic Press.</div></div> |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (ii)                       | Steps taken by the Company for utilizing alternate sources of energy:                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (iii)                      | Capital Investment on energy conservation equipments:                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
| (B) | Technology Absorption:     |                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (i)                        | Efforts made towards technology absorption:                                                                              | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (ii)                       | Benefits derived like product improvement, cost reduction, product development or import substitution:                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (iii)                      | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (a)                        | Details of technology imported                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (b)                        | Year of import                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (c)                        | Whether the technology been fully absorbed                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (d)                        | If not fully absorbed, areas where absorption has not taken place and the reasons thereof                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
|     | (iv)                       | Expenditure incurred on Research and Development                                                                         | <div>(₹ in Crores)</div> <table><tr><td></td><td></td><td>2020-21</td><td>2019-20</td></tr><tr><td>(a)</td><td>Capital</td><td>1.82</td><td>0.63</td></tr><tr><td>(b)</td><td>Recurring</td><td>2.87</td><td>2.88</td></tr><tr><td>(c)</td><td>Total</td><td>4.69</td><td>3.51</td></tr><tr><td>(d)</td><td>% of R&amp;D expenses to sales</td><td>0.23</td><td>0.18</td></tr></table>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |  |  |  |  | 2020-21 | 2019-20 | (a) | Capital | 1.82 | 0.63 | (b) | Recurring | 2.87 | 2.88 | (c) | Total | 4.69 | 3.51 | (d) | % of R&D expenses to sales | 0.23 | 0.18 |
|     |                            | 2020-21                                                                                                                  | 2019-20                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
| (a) | Capital                    | 1.82                                                                                                                     | 0.63                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
| (b) | Recurring                  | 2.87                                                                                                                     | 2.88                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
| (c) | Total                      | 4.69                                                                                                                     | 3.51                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |
| (d) | % of R&D expenses to sales | 0.23                                                                                                                     | 0.18                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |  |  |  |  |         |         |     |         |      |      |     |           |      |      |     |       |      |      |     |                            |      |      |

| (C) Foreign Exchange Earnings and Outgo: |                  |                                                                                | 2020-21       | 2019-20       |
|------------------------------------------|------------------|--------------------------------------------------------------------------------|---------------|---------------|
| (i)                                      | Actual Inflows:  | Foreign Exchange Earnings                                                      | (₹ in Crores) |               |
|                                          |                  | Exports                                                                        | 71.35         | 41.89         |
|                                          |                  | <b>Total</b>                                                                   | <b>71.35</b>  | <b>41.89</b>  |
| (ii)                                     | Actual Outflows: | Foreign Exchange Outgo                                                         |               |               |
|                                          |                  | Imports                                                                        |               |               |
|                                          |                  | - Raw Materials Etc.                                                           | 115.60        | 201.38        |
|                                          |                  | - Capital Goods                                                                | 2.44          | 5.21          |
|                                          |                  | - Spares                                                                       | -             | -             |
|                                          |                  | Royalty, Consultancy, Product Registration/Promotion Expenses, Travelling etc. | 2.89          | 3.25          |
|                                          |                  | <b>Total:</b>                                                                  | <b>120.93</b> | <b>209.84</b> |

**ANNEXURE - D****Disclosure as per Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

|       |                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                |                                                         |                                              |                                   |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------------------------------------------|----------------------------------------------|-----------------------------------|
| (i)   | The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:                                                                                                                                                                                                                                                                               |                                                |                                                         |                                              |                                   |
|       | Mr. T. T. Jagannathan<br>Chairman                                                                                                                                                                                                                                                                                                                                                                               | Mr. Chandru Kalro<br>Managing Director         | Mr. K. Shankaran<br>Wholetime Director and<br>Secretary | Mr. T.T. Raghunathan<br>Vice Chairman        |                                   |
|       | 1: 141.50                                                                                                                                                                                                                                                                                                                                                                                                       | 1: 89.22                                       | 1: 84.58                                                | 1: 5.21                                      |                                   |
|       | Dr. T. T. Mukund<br>Director                                                                                                                                                                                                                                                                                                                                                                                    | Mr. R. Srinivasan<br>Independent Director      | Mr. Dileep Krishnaswamy<br>Independent Director         | Mr. Arun Thiagarajan<br>Independent Director |                                   |
|       | 1: 5.31                                                                                                                                                                                                                                                                                                                                                                                                         | 1: 5.96                                        | 1: 5.77                                                 | 1: 5.77                                      |                                   |
|       | Dr. Mrs. Vandana Walvekar<br>Independent Director                                                                                                                                                                                                                                                                                                                                                               | Mr. Murali Neelakantan<br>Independent Director |                                                         | Mr. Dhruv Moondhra<br>Independent Director   |                                   |
|       | 1: 5.40                                                                                                                                                                                                                                                                                                                                                                                                         | 1: 5.49                                        |                                                         | 1: 5.31                                      |                                   |
| (ii)  | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:                                                                                                                                                                                                                                        |                                                |                                                         |                                              |                                   |
|       | Name                                                                                                                                                                                                                                                                                                                                                                                                            | Designation                                    | CTC (31.03.2021)<br>₹ In lakhs                          | CTC (31.03.2020)<br>₹ In lakhs               | % Increase/<br>Decrease<br>in CTC |
| 1     | Mr. T.T. Jagannathan                                                                                                                                                                                                                                                                                                                                                                                            | Chairman                                       | 759.84                                                  | 600.70                                       | 26.49                             |
| 2     | Mr. Chandru Kalro                                                                                                                                                                                                                                                                                                                                                                                               | Managing Director                              | 479.09                                                  | 346.50                                       | 38.27                             |
| 3     | Mr. K. Shankaran                                                                                                                                                                                                                                                                                                                                                                                                | Wholetime Director and<br>Secretary            | 454.21                                                  | 306.96                                       | 47.97                             |
| 4     | Mr. T. T. Raghunathan                                                                                                                                                                                                                                                                                                                                                                                           | Vice Chairman                                  | 28.00                                                   | 20.50                                        | 36.59                             |
| 5     | Dr. T. T. Mukund                                                                                                                                                                                                                                                                                                                                                                                                | Director                                       | 28.50                                                   | 21.50                                        | 32.56                             |
| 6     | Mr. R. Srinivasan                                                                                                                                                                                                                                                                                                                                                                                               | Independent Director                           | 32.00                                                   | 24.00                                        | 33.33                             |
| 7     | Mr. Dileep K. Krishnaswamy                                                                                                                                                                                                                                                                                                                                                                                      | Independent Director                           | 31.00                                                   | 24.00                                        | 29.17                             |
| 8     | Mr. Arun Thiagarajan                                                                                                                                                                                                                                                                                                                                                                                            | Independent Director                           | 31.00                                                   | 24.00                                        | 29.17                             |
| 9     | Dr. (Mrs.) Vandana Walvekar                                                                                                                                                                                                                                                                                                                                                                                     | Independent Director                           | 29.00                                                   | 21.50                                        | 34.88                             |
| 10    | Mr. Murali Neelakantan                                                                                                                                                                                                                                                                                                                                                                                          | Independent Director                           | 29.50                                                   | 22.00                                        | 34.09                             |
| 11    | Mr. Dhruv Moondhra                                                                                                                                                                                                                                                                                                                                                                                              | Independent Director                           | 28.50                                                   | 21.50                                        | 32.56                             |
| 12    | Mr. V. Sundaresan                                                                                                                                                                                                                                                                                                                                                                                               | Chief Financial Officer<br>Till 30.9.2020      | 70.45                                                   | 112.77                                       | N.A                               |
| 13    | Mr. R. Saranyan                                                                                                                                                                                                                                                                                                                                                                                                 | Chief Financial Officer<br>From 1.10.2020      | 95.86                                                   | N.A                                          | N.A.                              |
|       | Directors who are not in the employment of the company received sitting fees of ₹ 50,000/- for attending Board and Audit Committee Meetings and ₹ 25,000 for other Committee Meetings. For the Financial Year 2020-21, such directors were paid a commission of ₹ 26 lakhs p.a. each and ₹ 19 lakhs each for the year 2019-20..                                                                                 |                                                |                                                         |                                              |                                   |
| (iii) | The percentage increase in the median remuneration of employees in the financial year:                                                                                                                                                                                                                                                                                                                          |                                                |                                                         |                                              |                                   |
|       | 11.04%                                                                                                                                                                                                                                                                                                                                                                                                          |                                                |                                                         |                                              |                                   |
| (iv)  | The number of permanent employees on the rolls of the Company:                                                                                                                                                                                                                                                                                                                                                  |                                                |                                                         |                                              |                                   |
|       | 1442 employees                                                                                                                                                                                                                                                                                                                                                                                                  |                                                |                                                         |                                              |                                   |
| (v)   | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;                                                             |                                                |                                                         |                                              |                                   |
|       | The average percentile increase was of the order of 5.5% for employees other than managerial personnel. It may be noted that the aggregate managerial remuneration has been reducing as compared to 2018-19 till current year. Current year increase over the last year is on account of higher profits and rate of growth in profits which is the criteria for managerial remuneration for the financial year. |                                                |                                                         |                                              |                                   |
| (vi)  | Affirmation that the remuneration is as per the remuneration policy of the company:                                                                                                                                                                                                                                                                                                                             |                                                |                                                         |                                              |                                   |
|       | It is affirmed that the remuneration of the managerial personnel is in accordance with the remuneration policy of the company.                                                                                                                                                                                                                                                                                  |                                                |                                                         |                                              |                                   |

## ANNEXURE - E

Statement showing the details of Employees of the Company as per Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

| Name of the employee           | Designation of the employee                        | Remuneration received (₹) | Nature of employment | Qualification                                     | Experience in years | Date of commencement of employment | Age | Last employment held by the employee                             | % of equity shares held |
|--------------------------------|----------------------------------------------------|---------------------------|----------------------|---------------------------------------------------|---------------------|------------------------------------|-----|------------------------------------------------------------------|-------------------------|
| K.Shankaran                    | Wholetime Director & Secretary                     | 4,54,20,897               | Contractual          | B.Com., ACMA, FCS, Dip. MA                        | 46                  | 09/10/1990                         | 67  | Secretary Spencer & Co., Limited                                 | 0.01                    |
| Chandru Kalro                  | Managing Director                                  | 4,79,08,944               | Contractual          | B.E                                               | 35                  | 29/03/1993                         | 56  | Asst. Manager (Marketing) BPL India Limited                      | -                       |
| Dinesh Garg                    | Executive Vice President - Sales & Marketing       | 1,54,68,074               |                      | B.E (Agri Engg), PGDM (Marketing) - IIM Ahmedabad | 33                  | 10/07/1997                         | 56  | Regional Sales Manager- Band Street Perfumes & Cosmetics         | -                       |
| V. Sundaresan * till 30.9.2020 | Senior Vice President - Finance & CFO              | 70,44,964                 |                      | B.Com, FCA                                        | 40                  | 16/06/1997                         | 66  | GM- Finance, Gain Well Medi Mart Limited                         | -                       |
| R. Saranyan                    | Executive Vice President- Finance & CFO            | 95,85,895                 |                      | B.Sc., ACA                                        | 30                  | 01/04/2019                         | 56  | President – Protective Devices Division – TTK Healthcare Limited |                         |
| K.G. George                    | Senior Vice President- Retail & Alternate Channels | 1,34,55,240               |                      | BE (Mech), PGDM -IIM, Bangalore                   | 41                  | 01/04/1992                         | 57  | Sales Executive- TVS Suzuki Limited                              | -                       |
| Manas Martha                   | Vice President- Human Resources                    | 75,86,628                 |                      | BSC, MBA - HR                                     | 25                  | 08/09/2014                         | 49  | General Manager TAFE Limited                                     | -                       |
| N. Radhakrishnan               | Sr. Vice President - Taxation & Legal              | 62,30,951                 |                      | B.Com, ACA, ACMA, ACS, LLB                        | 33                  | 29/05/1998                         | 59  | Finance & Accounts Manager Crompton Greaves Ltd.                 | -                       |
| Jayaraman Ravishankar          | Vice President - Operations                        | 66,90,170                 |                      | B.E                                               | 25                  | 16/11/2011                         | 54  | Dy.General Manager TTK LIG Limited                               | -                       |

\* V. Sundaresan retired on 30th September 2020

Notes: Remuneration includes P.F., Gratuity, Contribution to Superannuation Scheme, Housing, etc., wherever applicable. None of the employees is a relative of any of the Director.

## Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2021

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

To,  
The Members,  
TTK Prestige Limited,  
Plot Nos. 38, SIPCOT Industrial Complex, Hosur – 635 126  
Tamilnadu, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TTK Prestige Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 and made available to me, according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment, if any ;
- 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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

vi. Other laws applicable specifically to the Company, namely:

- (a) The Patents Act, 1970; (Not applicable during the Audit period) and
- (b) The Trade Marks Act, 1999 (Not applicable during the Audit period).

I have also examined compliance with the applicable clauses of the (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ii) The Listing Agreements entered into with Stock Exchanges.

I report that, during the year under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines and Standards mentioned above

I further report that, there were no events/actions in pursuance of:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) 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)
- d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; and
- f) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018  
requiring compliance there of by the Company during the audit period.

I further report that, the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same have been subject to review by the statutory financial auditors, tax auditors, and other designated professionals.

I 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.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

Place : Bengaluru

Date : May 24, 2021

I further report that, based on the information provided and the representation made by the Company and also on the review of the compliance certificates/reports taken on record by the Board of Directors of the Company, in my opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I report further that, during the audit period there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

P.G. HEGDE  
HEGDE & HEGDE  
COMPANY SECRETARIES  
FCS:1325/CP: 640  
UDIN: F001325C000346824

**This report is to be read with Annexure A which forms an integral part of this report.**

## Annexure A

To,  
The Members  
TTK Prestige Limited  
Hosur, Tamilnadu

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

1. Maintenance of secretarial records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Due to prevailing circumstance of COVID-19 pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by/obtained from the company electronically and also the information provided by the Company and its officers by audio and visual means.

Place : Bengaluru

Date : May 24, 2021

P.G. HEGDE  
HEGDE & HEGDE  
COMPANY SECRETARIES  
FCS:1325/CP: 640  
UDIN: F001325C000346824

## BUSINESS RESPONSIBILITY REPORT

As required under Regulation 34(2)(f) of SEBI (Listing Obligation and Disclosure) Regulations, 2015

### Section A: General Information about the Company

|    |                                                                                               |                                                                      |
|----|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------|
| 1  | Corporate Identity Number (CIN) of the Company                                                | L85110TZ1955PLC015049                                                |
| 2  | Name of the Company                                                                           | TTK Prestige Limited                                                 |
| 3  | Registered address                                                                            | Plot No. 38, Sipcot Industrial Complex, Hosur, 635126                |
| 4  | Website                                                                                       | <a href="http://www.ttkprestige.com">www.ttkprestige.com</a>         |
| 5  | E-mail id                                                                                     | <a href="mailto:ttkcorp@ttkprestige.com">ttkcorp@ttkprestige.com</a> |
| 6  | Financial Year reported                                                                       | Year Ending March 31, 2021                                           |
| 7  | Sector(s) that the Company is engaged in (industrial activity code-wise)                      | 3463 and 3469                                                        |
| 8  | List three key products/services that the Company manufactures/provides (as in balance sheet) | Pressure cookers, Cookware and Gas stoves                            |
| 9  | Total number of locations where business activity is undertaken by the Company                |                                                                      |
|    | Number of International Locations (Provide details of major 5)                                | NIL                                                                  |
|    | Number of National Locations<br>(i) Factories<br>(ii) Corporate Office<br>(iii) Branches      | 6<br>1<br>28                                                         |
| 10 | Markets served by the Company – Local/State /National/International                           | Serves National and International Markets                            |

### Section B: Financial Details of the Company

(₹ in Crores)

|   |                                                                                               |                                                                                                                                                                            |
|---|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Paid up Capital (INR)                                                                         | 13.86                                                                                                                                                                      |
| 2 | Total Turnover (INR)                                                                          | 2033.05                                                                                                                                                                    |
| 3 | Total profit after taxes and OCI (INR)                                                        | 234.93                                                                                                                                                                     |
| 4 | Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | 2.22% of profits                                                                                                                                                           |
| 5 | List of activities in which expenditure in 4 above has been incurred                          | Education, infrastructure and sanitation facilities for Rural Schools, calamity relief, nutrition, health care and research for rehabilitation equipment for the disabled. |

### Section C: Other Details

|                                                                                                                                                                                                                                                              |                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| Does the Company have any Subsidiary Company/ Companies                                                                                                                                                                                                      | Yes                               |
| Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)                                                                                                  | No. They are Foreign Subsidiaries |
| Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%] | Yes, Less than 30%                |

**Section D: BR Information****1. Details of Director/Directors responsible for BR**

- a. Details of the Director/Directors responsible for implementation of the BR policy/policies: Committee consisting of Managing Director and Wholetime Director & Secretary

1. DIN: 03474813

Name: CHANDRU KALRO

Designation: Managing Director

2. DIN: 00043205

Name: K.SHANKARAN

Designation: Wholetime Director & Secretary

**b. Details of the BR Head**

| Sl.No. | Particulars         | Details                          |
|--------|---------------------|----------------------------------|
| 1.     | DIN (if applicable) | 00043205                         |
| 2.     | Name                | K. SHANKARAN                     |
| 3.     | Designation         | Wholetime Director and Secretary |
| 4.     | Telephone number    | 91- 80- 22218817                 |
| 5.     | e-mail id           | ks@ttkprestige.com               |

**2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)**

| Sl. No. | Questions                                                                                                                                                                                                                                                                                                                                                                                                                                                                | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| 1.      | Do you have a policy/policies for                                                                                                                                                                                                                                                                                                                                                                                                                                        | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 2.      | Has the policy being formulated in consultation with the relevant stakeholders?                                                                                                                                                                                                                                                                                                                                                                                          | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 3.      | Does the policy conform to any national/international standards? If yes, specify? (50 words)<br><br><b>The various policies are captured in the current document of Code of Conduct and Governance Philosophy of the Company. The principles contained in various Laws and Conventions are incorporated into the policies. These policies also take into account the Standards like ISO 9001, BS OHSAS 18001, ISO 45001, ISO 14001, PED 2014/68/EU, BSCI and SA8000.</b> | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 4.      | Has the policy being approved by the Board?<br>Is yes, has it been signed by MD/owner/CEO/appropriate Board Director?                                                                                                                                                                                                                                                                                                                                                    | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 5.      | Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?                                                                                                                                                                                                                                                                                                                                                 | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 6.      | Indicate the link for the policy to be viewed online?<br><a href="http://www.ttkprestige.com">www.ttkprestige.com</a>                                                                                                                                                                                                                                                                                                                                                    | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 7.      | Has the policy been formally communicated to all relevant internal and external stakeholders?                                                                                                                                                                                                                                                                                                                                                                            | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |
| 8.      | Does the company have in-house structure to implement the policy/policies?                                                                                                                                                                                                                                                                                                                                                                                               | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   | Y   |

|     |                                                                                                                                                          |   |   |   |   |   |   |   |   |   |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------|---|---|---|---|---|---|---|---|---|
| 9.  | Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies? | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 10. | Has the company carried out independent audit/evaluation of the working of this policy by an internal or external agency?                                | Y | Y | Y | Y | Y | Y | Y | Y | Y |

2a. If answer to Sl.No. 1 against any principle, is 'No', please explain why: (Tick up to 2 options) - NOT APPLICABLE

| Sl. No. | Questions                                                                                                                         | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---------|-----------------------------------------------------------------------------------------------------------------------------------|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| 1.      | The company has not understood the Principles                                                                                     |     |     |     |     |     |     |     |     |     |
| 2.      | The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles |     |     |     |     |     |     |     |     |     |
| 3.      | The company does not have financial or manpower resources available for the task                                                  |     |     |     |     |     |     |     |     |     |
| 4.      | It is planned to be done within next 6 months                                                                                     |     |     |     |     |     |     |     |     |     |
| 5.      | It is planned to be done within the next 1 year                                                                                   |     |     |     |     |     |     |     |     |     |
| 6.      | Any other reason (please specify)                                                                                                 |     |     |     |     |     |     |     |     |     |

### 3. Governance related to BR:

- Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

*Annual Review*

- Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

*No*

## Section E: Principle-wise performance

### Principle 1

- Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/Contractors/NGOs /Others?

*Largely applies to the Company*

- How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

*The company received 209 complaints from stakeholders and all have been resolved. As regards after sales service, the same is being handled through a wide network of service centres and online customer service.*

### Principle 2

- List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

- Svachh Pressure cookers: Full range of svachh pressure cookers have been designed and launched during this year. The cookers in the market are associated with spillage particularly when Dal or food with more liquid contents are cooked, causing inconvenience to the user. The spillage some times risk the clogging of the Stoves requiring extra care to clean. The Svachh design incorporate a special feature lid which contains the spillage hence reducing the risk of excessive spillage.*
- Table Top Wet Grinder PWG 9: This Wet grinder model is provided with an electronic timer and the grinding time can be preset to switch off the unit once the set time is over. This saves energy by eliminating the chances of extra time allowed in case of user failing to switch it off manually when the grinding is completed.*

*All factories are continued with certification by M/s.TUV Rhineland for ISO 9001:2015 Standard.*

*The EMS (Environmental Management systems) ISO 14001 has ensured we identify and assess potential environmental risks. This has been audited by Ms. TUV Rhineland, A German Notified Body. Four of our factories(Hosur, Coimbatore , Karjan and Roorkee) has been certified.*

The OHSAS 18001 (Occupational Health and safety management systems) has ensured we identify the risks with respect to Health and safety (working environment). This has been audited by Ms. TUV Rhineland, a German Notified Body. Also, the new version of International Safety Standard ISO 45001 has been implemented. The above certifications are now in four of our Manufacturing Plants (Hosur, Coimbatore, Karjan and Roorkee) for the effective implementation of Safety Standards.

A new supply chain security system called Global security verification (GSV 2.0) with the upgraded version has been audited, certified and continued the certification for Karjan plant by M/s Intertek, India who are the third party certification agency. Karjan Plant has scored "Above the Country Average Score and also above the Global Average Score" in the audit.

#### Initiatives to reduce environmental impact:

- We have changed from Solvent Base Soap to Water Base Soap in view of the reducing the load on ETP as the Solvent based are Organic in nature. The Solvent Based Soaps were polluting the environment hence the above change.
- About 1.2 Kgs of muck per day from polishing is used as fuel for melting of soap is being continued. This will reduce impact on the environment (Soil). This is a substitute for diesel (Fossil Fuel).
- Installed Auto Liquid Soap Spray system in Rotary Polishing Machines at Karjan and Roorkee Plant to reduce the Dry Soap generation. This has been substituted by Bio degradable Liquid, Aqua Blue and it is continued to be used.

The EMS (Environmental Management Systems) ISO 14001 has enabled us to identify and assess potential environmental risks. This has been audited by M/s.TUV Rhienland, a German Notified Body.

For cooker and cookware packaging, To improve the awareness on the Concept of Re- Use of Polybags, the Polybags with the thickness of more than 51 microns used and adhered the Govt. regulations by printing all the relevant information including Re Sale value.

- MOU for Co-Processing (Reuse) of Paint related waste as fuel instead of sending for Incineration and is being continued.
- Non-Stick Coating Production line Paint booths have been replaced with New & Efficient paint booths to improve the suction systems & thus reducing Suspended Particulate Matter in the Non-Stick coating area.
- The Non-Stick PTFE Coating Booth are being installed with Robots to reduce the over spray which reduces the load on ETP. The net result is about 20% savings in Base Coat Paint and to maintain Uniformity on coating and Dry Film Thickness improved.

#### 2. For each such product, provide the following details in respect of resource use (Energy, water, raw material etc.) per unit of product (optional):

- i. Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?  
Reduction of approximately 8% was achieved in input material consumption of our Plant at Roorkee, Uttarakhand.
- ii. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

#### THE FOLLOWING WERE THE EFFORTS UPTO THE PREVIOUS YEAR

- Stainless Steel Production Capacity 50 % increased in Karjan Unit By Adding 250 Ton Servo Hydraulic Energy Saving Press, 10 Station Inside Rotary Polishing Machine, 9 Station Universal CNC Sanding Machine with the latest technology.
- In SS Cookware at Karjan, the chemical hazardous process of using Nitric Acid and Caustic have been replaced with Water soluble Non-Hazardous chemical and elimination of Sanding process for Cowl, Alu. Disc and SS Body.
- State of art high pressure washing unit achieving Millipore value of 0.7-0.8 Mg & saving of water by 60 % from 89 KLD to 35 KLD by using Fan Type Nozzles.
- New technology 1600 Ton Electric Type Screw press instead of Mechanical Fly Wheel Type Press where having of Energy Savings about 30% . Also, we have installed four station Induction IGBT Technology heating system which reduces the consumption of energy by 30% .

- Coimbatore plant Got Green Consent order from TNPCB and maintained
- Modern FG warehouses with High Racking Systems installed at Hyderabad, Bommasandra and Khardi with efficient material handling reducing damages, wastes and the storage space increase by 48%. Helps easy traceability and Inventory Control.
- Digitization of Critical to Process Quality parameters has been initiated at the Coating Line of Non-Stick at Karjan.
- Plan for a 1 MW solar roof top power plant in Karjan initiated.
- Food crusher to crush food wastages in canteen to avoid methane emission.
- Separate LPG station installed with piping for Canteen Gas supply to ensure Safety.
- To sustain the BOD and COD levels at ETP outlet water, one more holding tank installed. This is to support to remove the sedimentation from Treated Water by using mechanical screw press in place of conventional system.
- The Final treated water from ETP and STP are again processed through RO Plant to reduce the TDS and ensure the quality. The same is used for Industrial Process purpose to reduce the Fresh Water Consumption as a part of Water Conservation.
- As a part of Energy Consumption, Spot Welding Machines converted from 2 Phase into 3 Phase which yields 40 % Consumption reduction using IGBT Technology controls.
- 250 Ton Hydraulic Press due to Servo Control Hydraulic System, the Energy savings about 30% against the conventional type of Hydraulic Press.
- In the process of SS Cookware, combined Trimming and Beading operation SPM machine installed , resulting the reduction in Process, Manpower and in Energy Consumption.
- The final treated water of ETP/ STP passed through UV Rays to improve the Quality further.

#### IMPROVEMENTS DURING THE CURRENT YEAR:

- The new Non-Stick Lines, electric controls used by using Thyristors from Relay Logic Control Systems.
- 1% Energy Consumption reduction (about 65000Kwh) by reducing the Compressed Air Consumption through Air Leakage arresting and using VFD at Karjan.
- Introduction of LED Lights by replacing High Bay MH Lamps at Karjan.
- ETP Outlet water has been used at Toilet Flushing at Karjan reduces the fresh water consumption by 90 KLD.

#### 3. Does the company have procedures in place for sustainable sourcing (including transportation)?

*If yes, what percentage of your inputs was sourced sustainably?*

*About 70% of our inputs are sourced sustainable. We have established vendors both within and outside India. We also have back up list of vendors in case of inability of any of the existing suppliers. A sustainable procurement policy is in place.*

*Commissioned and productionised soft touch handle coating line to produce up to 10,000 per day. This has reduced our import of the handle import substitution.*

*Productionised the Magic mop & completely stopped import of one model.*

#### 4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

*If yes, what steps have been taken to improve their capacity and capability of local and small vendors?*

*Yes, our total procurement from local SMEs, traders, service providers constitutes around 23-25% (including goods and services) of Procurement spend in 2020-21.*

*Various improvement initiatives have been put forth towards improving capacities & capability of our vendors viz. ISO certification / 5S activities/ EHS compliance/ Product & Process Capability Assessment for enhancing Productivity which have been jointly performed along with our vendors (across various supplier clusters) by our SCM/Quality/PPC team at vendor's end to improve their reliability of delivery & quality of supplies thereby enhancing supplier performance.*

*Periodic supplier visit plan includes verifying improvements witnessed at site & also identifying opportunities for improvement / areas of concern that need to be addressed followed by joint VA/VE initiatives to reduce cost of components so as to remain competitive in Market. This forms an integral part of TTKPL's Supplier Value Management process.*

*TTK Prestige Ltd. shares technical cum operational knowledge with its SMEs & local vendors from time to time towards ensuring continual focus on improving supplier value chain which fosters a culture of mutually beneficial Customer-Supplier Relationship .*

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

*The company has a policy of product exchange under which products that have outlived their warranty period are taken back and replaced with a new product. Such returned products find their ways for recycling. Our experience shows that about 20% of the products are exchanged in the above manner.*

### Principle 3

Please indicate the Total number of employees: **1442 Permanent**

Please indicate the Total number of employees hired on temporary/ contractual/casual basis: **2255**

Please indicate the Number of permanent women employees: **30**

Please indicate the Number of permanent employees with disabilities: **12**

Do you have an employee association that is recognized by management?

*The company has recognized Trade Union in two of its manufacturing units and all the permanent workmen are members.*

What percentage of your permanent employees is members of this recognized employee association?

*All our permanent workers in our Hosur & Khardi Plant are members of Recognized union.*

*Other factories are relatively new. However formal working committees & grievance redressal mechanisms are in place these factories.*

Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

| Sl. No. | Category                                      | No of complaints filed during the financial year | No of complaints pending as on end of the financial year |
|---------|-----------------------------------------------|--------------------------------------------------|----------------------------------------------------------|
| 1.      | Child labour/forced labour/involuntary labour | NIL                                              | NIL                                                      |
| 2.      | Sexual harassment                             | NIL                                              | NIL                                                      |
| 3.      | Discriminatory employment                     | NIL                                              | NIL                                                      |
| 4.      | Grievances Committee                          | NIL                                              | NIL                                                      |

What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- *Permanent Employees: 100%*
- *Permanent Women Employees: 100%*
- *Casual/Temporary/Contractual Employees: 100%*
- *Employees with Disabilities: 100%*

### Principle 4

Has the company mapped its internal and external stakeholders? Yes / No: Yes.

Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?

*The Company is an Equal Opportunity employer, none of the categories is marginalised.*

*As regards other stakeholders, the company has a policy of non-discrimination.*

*Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so. Not Applicable.*

### Principle 5

Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/ Contractors / NGOs / Others ?

*The policy covers only the Company.*

*How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?*

*There have been no major complaints other than normal shareholders complaints and complaint regarding minor product handling issues.*

*The company has a policy of not keeping a complaint unattended for more than 48 hours.*

#### Principle 6

Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs / others.

*Largely covers the company only.*

Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y / N. If yes, please give hyperlink for webpage etc.

*Being developed*

Does the company identify and assess potential environmental risks? Y / N

*Yes*

Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

*No*

Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y / N. If yes, please give hyperlink for web page etc.

*The company constantly is endeavouring to engage in energy savings projects.*

*Wherever feasible we have installed solar power generators.*

Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

*Yes*

Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

*Nil*

#### Principle 7

Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

*a. FICCI*

*b. CMA*

*c. CII*

*d. Pressure cooker Manufacturers Association*

Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others).

*We do express our views on economic and other policy matters. But not lobbied for any matter.*

#### Principle 8

Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

*The Company has a well-defined CSR Policy and spends on various projects/activities as listed in the CSR report forming part of the Corporate Governance Report.*

Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

*The projects which we fund are either undertaken by NGOs, Reputed Educational/Research Institutions, and Public charitable Trusts having track record.*

Have you done any impact assessment of your initiative? Yes

What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

*All the CSR projects undertaken by the company either directly or through other agencies are for the benefit of the community at large. The details of project / activities are listed in the separate CSR Report attached with this Annual Report.*

Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

*The Company's operations have not displaced any community. However, the Company is supporting cause like provision of sanitary facilities in schools in rural areas and institutions that provide vocational training in rural areas.*

#### Principle 9

What percentage of customer complaints/consumer cases are pending as on the end of financial year.

*Insignificant*

Does the company display product information on the product label, over and above what is mandated as per local laws? Yes / No / N.A. / Remarks (additional information).

*Yes*

Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

*Nil*

Did your company carry out any consumer survey/ consumer satisfaction trends?

*The Company conducts formal and informal surveys through its service camps, its exclusive retail network -Prestige Xclusive and market external research companies.*

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V (C) to the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

In line with the tradition of the TTK Group, the Board of Directors of TTK Prestige Limited view their role as trustees of the various stakeholders and the society at large and it is their endeavour to observe best corporate governance practices which inter-alia include transparency, accountability, and fairness in all dealings and pursuing a policy of appropriate disclosures and communication.

It is the philosophy of the Board that the Company continues to follow fair business and organizational practices to fulfil the mission of Quality Consumer Products at Affordable prices and in the process deliver long term sustainable shareholder value. It is also the Philosophy of the Board that practice of Corporate Governance should travel beyond Statutory Requirements and further encompass social responsibilities.

The Board of Directors believe that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee of the Company.

### 2. BOARD OF DIRECTORS

#### (a) Composition and Category of Directors:

The Board consists of 11 Directors. The composition of the Board conforms to the Listing Regulations as per the details given below:

| Category                            | Name of the Director                                                                                                                                               |
|-------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Promoter/Non-Executive Directors    | Mr. T. T. Jagannathan<br>Mr. T. T. Raghunathan<br>Dr. T. T. Mukund                                                                                                 |
| Non-Promoter/ Executive Directors   | Mr. Chandru Kalro (Managing Director)<br>Mr. K. Shankaran (Wholetime Director & Secretary)                                                                         |
| Non-Executive Independent Directors | Mr. R. Srinivasan<br>Dr. (Mrs.) Vandana Walvekar<br>Mr. Dileep K. Krishnaswamy<br>Mr. Arun K. Thiagarajan<br>Mr. Murali Neelakantan<br>Mr. Dhruv Sriratan Moondhra |

Mr. T.T. Jagannathan is the brother of Mr. T.T. Raghunathan, Dr. T.T. Mukund is the son of Mr. T.T. Jagannathan

#### (b) Attendance particulars of each Director at the Board Meetings & the Annual General Meeting:

| Name of the Director        | Date of the Board Meetings and Attendance |           |            |            |            | Date of the last AGM & Attendance 21.8.2020 |
|-----------------------------|-------------------------------------------|-----------|------------|------------|------------|---------------------------------------------|
|                             | 25.6.2020                                 | 10.8.2020 | 10.11.2020 | 10.02.2021 | 17.03.2021 |                                             |
| Mr. T. T. Jagannathan       | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. T. T. Raghunathan       | ✓                                         | ✓         | ✓          | ✓          | LOA        | ✓                                           |
| Mr. Chandru Kalro           | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Dr. T. T. Mukund            | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. R. Srinivasan           | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Dr. (Mrs.) Vandana Walvekar | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. K. Shankaran            | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. Dileep K. Krishnaswamy  | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. Arun K. Thiagarajan     | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. Murali Neelakantan      | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |
| Mr. Dhruv Sriratan Moondhra | ✓                                         | ✓         | ✓          | ✓          | ✓          | ✓                                           |



**(c) No. of other Board of Directors or committees in which the Company Directors are Members/Chairman:**

| Name of the Director        | Name of the Company                       | Category of directorship | No. of Other Directorships & Committee Member/ Chairmanships |                       |                         |
|-----------------------------|-------------------------------------------|--------------------------|--------------------------------------------------------------|-----------------------|-------------------------|
|                             |                                           |                          | Other <sup>(1)</sup> Directorships                           | Committee Memberships | Committee Chairmanships |
| Mr. T.T. Jagannathan        | TTK Healthcare Limited                    | NEC                      | 3                                                            | -                     | -                       |
| Mr. T.T. Raghunathan        | TTK Healthcare Limited                    | EVC                      | 2                                                            | -                     | -                       |
| Mr. Chandru Kalro           | -                                         | -                        | -                                                            | -                     | -                       |
| Mr. R. Srinivasan           | Ace Designers Limited                     | ID                       | 5                                                            | 2                     | 1                       |
|                             | Murugappa Morgan Thermal Ceramics Limited | ID                       |                                                              |                       |                         |
|                             | Sundaram Fasteners Limited                | ID                       |                                                              |                       |                         |
|                             | Yuken India Limited                       | ID                       |                                                              |                       |                         |
|                             | Sterling Abrasives Limited                | ID                       |                                                              |                       |                         |
| Dr.(Mrs.) Vandana Walvekar  | TTK Healthcare Limited                    | ID                       | -                                                            | -                     | -                       |
| Mr. K. Shankaran            | TTK Healthcare Limited                    | NE/NID                   | 1                                                            | 1                     | 1                       |
| Mr. Dileep K Krishnaswamy   | -                                         | -                        | -                                                            | -                     | -                       |
| Mr. Arun K. Thiagarajan     | Grasim Industries Limited                 | ID                       | 4                                                            | 2                     | 1                       |
|                             | Aditya Birla Fashion and Retail Limited   | ID                       |                                                              |                       |                         |
|                             | Vodafone Idea Limited                     | ID                       |                                                              |                       |                         |
|                             | GE Power India Limited                    | ID                       |                                                              |                       |                         |
| Mr. Murali Neelakantan      | -                                         | -                        | -                                                            | -                     | -                       |
| Dr. T.T.Mukund              | -                                         | -                        | -                                                            | -                     | -                       |
| Mr. Dhruv Sriratan Moondhra | Thirumalai Chemicals Limited              | ID                       | 1                                                            | -                     | -                       |

**NEC:** Non-Executive Chairman, **EVC:** Executive Vice-Chairman, **ID:** Independent Director,

**NE/NID:** Non-Executive/Non-Independent

(1) Other Directorships include unlisted public companies and do not include Private Companies and overseas subsidiaries.

- As per Regulation 26 of the Listing Regulations Chairmanship/Membership of the Audit Committee and the Stakeholders Relationship Committee alone was considered for the purpose of reckoning the limit of Chairmanship/Membership of the Board level Committees.
- None of the Directors is a member of more than 10 Board-level Committees of Public Companies or is a Chairman of more than 5 such Committees.

**(d) Board Meetings held during the year 2020-21 and its dates:**

During the year under review, the meetings of the Board of Directors were held five (5) times on the following dates and confirm to the Regulation 17(2) of the Listing Regulations.

25<sup>th</sup> June, 2020

10<sup>th</sup> August, 2020

10<sup>th</sup> November, 2020

10<sup>th</sup> February, 2021

17<sup>th</sup> March, 2021

**(e) Separate Meetings of Independent Directors:**

As stipulated under Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, separate meetings of the Independent Directors were held. Amongst other matters they reviewed the performance of Non-Independent Directors and the Board as a whole; reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**(f) No. of Shares and Convertible Instruments held by Non-Executive Directors:**

| Names of the Non-Executive Directors | No. of Equity Shares held |
|--------------------------------------|---------------------------|
| Mr. T. T. Jagannathan                | 428684                    |
| Mr. T. T. Raghunathan                | 2400                      |
| Dr. T. T. Mukund                     | 329766                    |
| Dr. (Mrs.) Vandana Walvekar          | 1406                      |
| Mr. R. Srinivasan                    | 0                         |
| Mr. Arun K. Thiagarajan              | 1988                      |
| Mr. Murali Neelakantan               | 0                         |
| Mr. Dileep K. Krishnaswamy           | 0                         |
| Mr. Dhruv Sriratan Moondhra          | 0                         |

**(g) Familiarization Programmes Imparted to Independent Directors:**

Pursuant to Regulation 25(7) of the Listing Regulations, familiarization programmes were imparted to Independent Directors of the Company, periodically, on the nature of the industry and the business model of the Company, roles, rights and responsibilities of the Independent Directors and other relevant information.

Your Company has the following process for induction and training of Board Members:

- Discussing with Independent Directors and ascertaining their further training / updating needs and arranging programmes outside the Company and arranging presentation by experts in the field. For instance, one of the Directors has attended the Directors Training Programme conducted by the Institute of Company Secretaries of India.
- A detailed induction programme is in place to familiarize the new directors of the entire operations of the Company. The programme includes presentations by various business / functional heads.
- Visit to the manufacturing units of the Company is also arranged based on developments in factories.

Details regarding familiarization programme are provided in Company's Corporate Governance Guidelines which is available in [www.ttkprestige.com](http://www.ttkprestige.com)

**(h) Key Board qualifications, expertise and attributes**

The role of Board of Directors is one of providing guidance and direction to the operating management of the company and laying down the framework for maintenance of high standards of governance and accountability. Since a member of the Board, not being a member with whole time responsibility is not required to involve in the day to day operations and or day to day strategies of running the business, no strict specific domain qualification or domain expertise can be prescribed. What is required is the ability to grasp the general aspects of business of the company, principles of governance and ability to articulate on matters brought to the Board etc.

Apart from a formal educational qualification, exposure to one or more fields of relevance to the kitchen and home appliance business of the company namely innovation, manufacturing operations, sales & marketing, consumer behaviour, services, finance, legal, people management, governance, risk management, general management, social responsibility, inorganic expansion, information technology etc., is required to qualify to become a member of the Board.

The skill matrix is divided into five broad baskets – A. Innovation and Manufacturing; B. Business Strategy, Business Process, Sales & Marketing and Consumer Behaviour; C. Governance, Risk Management and Social Responsibility; D. Finance, Legal, IT, Mergers & Acquisitions and E. People Development. The composition of the Board will be such that there will be adequate representation of these skills on the Board.

While each member of the current Board has the basic understanding and exposure to above mentioned skill matrix, the special expertise and strength that they bring to the table are as follows:

|                             |                                                                                                                                              |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. T. T. Jagannathan       | Innovation, Manufacturing, Business Strategy, Managing Joint Ventures and Business Partnerships and General Management.                      |
| Mr. T. T. Raghunathan       | Business Strategy, Sales, Distribution, Marketing & Consumer Behaviour, JV relations and General Management.                                 |
| Mr. R. Srinivasan           | Business strategy, Innovation, Manufacturing, Governance, Risk Management, Social responsibility, General Management and People Development. |
| Mr. Arun K. Thiagarajan     | Business Strategy, Manufacturing, Governance, Mergers & Acquisitions, Finance.                                                               |
| Mr. Dileep K. Krishnaswamy  | Business Processes, Finance, Governance, Risk Management and General Management.                                                             |
| Dr. (Mrs.) Vandana Walvekar | Consumer Behaviour and Social Responsibility.                                                                                                |

|                             |                                                                                                                                                                        |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Murali Neelakantan      | Legal, Finance, Corporate Strategy, Governance, Risk Management, Mergers and Acquisitions, People Development                                                          |
| Dr. T. T. Mukund            | Innovation, IT, Governance, Social Responsibility                                                                                                                      |
| Mr. Dhruv Sriratan Moondhra | Business Process, Finance, Risk Management                                                                                                                             |
| Mr. Chandru Kalro           | Business strategy, Innovation, Business Process, Manufacturing Resource Development, Sales & Marketing, Consumer Behaviour, People Development and General Management. |
| Mr. K. Shankaran            | Finance, Legal, Governance, Risk Management, Corporate Strategy, Mergers & Acquisitions, JV relations, Social Responsibility and People Development.                   |

- (i) Based on the disclosures received from all the independent directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Companies Act, 2013 and Listing Regulations and are independent of the Management.

### 3. AUDIT COMMITTEE:

#### (a) Terms of Reference:

As per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18(3) & Schedule II – Part C to the Listing Regulations, the brief terms of reference of the Audit Committee of the Company, inter alia include-

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Monitoring the end use of funds raised through public offers and related matters.

#### (b) Composition, Name of the Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 177 of the Companies Act, 2013 and Section 18(3) of the Listing Regulations, as detailed below:

| Name of Director           | Position  | Category                                   |
|----------------------------|-----------|--------------------------------------------|
| Mr. Dileep K. Krishnaswamy | Chairman  | Non-Promoter / Non-Executive / Independent |
| Mr. R. Srinivasan          | Member    | Non-Promoter / Non-Executive / Independent |
| Mr. Arun K. Thiagarajan    | Member    | Non-Promoter / Non-Executive / Independent |
| Mr. K. Shankaran           | Secretary | -                                          |

#### (c) Meetings and Attendance during the year 2020-21:

| Name of Director           | Date of the Meetings and Attendance |           |            |           |
|----------------------------|-------------------------------------|-----------|------------|-----------|
|                            | 25.6.2020                           | 10.8.2020 | 10.11.2020 | 10.2.2021 |
| Mr. Dileep K. Krishnaswamy | ✓                                   | ✓         | ✓          | ✓         |
| Mr. R. Srinivasan          | ✓                                   | ✓         | ✓          | ✓         |
| Mr. Arun K. Thiagarajan    | ✓                                   | ✓         | ✓          | ✓         |

The Audit Committee Meetings were also attended by the Statutory / Cost / Internal Auditors, wherever necessary.

### 4. NOMINATION AND REMUNERATION COMMITTEE:

#### (a) Terms of Reference:

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) of the & Schedule II – Part D to the Listing Regulations, inter alia include-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;

- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Whether to extend or continue the terms of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors.

**(b) Composition, Name of Members and Chairperson:**

The composition of the Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(1) of the Listing Regulations, as detailed below:

| Name of Director        | Position  | Category                                   |
|-------------------------|-----------|--------------------------------------------|
| Mr. R. Srinivasan       | Chairman  | Non-Promoter / Non-Executive / Independent |
| Mr. T.T. Jagannathan    | Member    | Promoter / Non-Executive                   |
| Mr. Arun K. Thiagarajan | Member    | Non-Promoter / Non-Executive / Independent |
| Mr. Murali Neelakantan  | Member    | Non-Promoter / Non-Executive / Independent |
| Mr. K. Shankaran        | Secretary | -                                          |

**(c) Meeting and Attendance:**

During the year under review, the Committee met as detailed below:

| Name of Director        | Date of the Meeting and Attendance |           |
|-------------------------|------------------------------------|-----------|
|                         | 24.05.2020                         | 10.2.2021 |
| Mr. R. Srinivasan       | ✓                                  | ✓         |
| Mr. T.T. Jagannathan    | ✓                                  | ✓         |
| Mr. Arun K. Thiagarajan | ✓                                  | ✓         |
| Mr. Murali Neelakantan  | ✓                                  | ✓         |

**(d) Performance Evaluation criteria for Independent Directors:**

During the year under review, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance at Board Meetings and General Meetings; participation in Board proceedings; independence and candidness shown at meetings; clarity and objectiveness in expressing views at meetings; awareness of governance code, compliance requirements, risk framework, etc.; interactions with other Directors / Senior Management during and outside meetings; keenness to continuously familiarize with the industry and the Company; etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the outcome of the evaluation, which reflected the overall engagement of the Board and its Committees with the Company.

Your Company has in place a Policy relating to selection, remuneration and evaluation of Directors and Senior Management. The said Policy is available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)

**5. REMUNERATION OF DIRECTORS:**

- (a) There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year other than in the nature of sitting fee, commission etc. which they are entitled to as a director, as detailed below.
- (b) Criteria of making payments to Non-Executive Directors:

The Non-Executive Directors were paid Sitting Fees for the Board Meetings and Committee Meetings attended by them as follows:

Board Meetings and Audit Committee Meetings – ₹ 50,000 per meeting; Other Committee Meetings – ₹ 25,000 per meeting.



The Non-Executive Directors will be eligible for commission for the Financial Year 2020-21 pursuant to the special resolution already passed by the shareholders. The details of this information has been posted in the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com) (Amount in ₹)

| Director                    | Sitting Fees | Commission / Others | Total       |
|-----------------------------|--------------|---------------------|-------------|
| Mr. T.T. Jagannathan *      | 4,00,000     | 7,53,24,577         | 7,57,24,577 |
| Mr. T.T. Raghunathan        | 2,00,000     | 26,00,000           | 28,00,000   |
| Dr. (Mrs.) Vandana Walvekar | 3,00,000     | 26,00,000           | 29,00,000   |
| Mr. R. Srinivasan           | 6,00,000     | 26,00,000           | 32,00,000   |
| Mr. Dileep K. Krishnaswamy  | 5,00,000     | 26,00,000           | 31,00,000   |
| Mr. Arun K. Thiagarajan     | 5,00,000     | 26,00,000           | 31,00,000   |
| Mr. Murali Neelakantan      | 3,50,000     | 26,00,000           | 29,50,000   |
| Dr. T.T. Mukund             | 2,50,000     | 26,00,000           | 28,50,000   |
| Mr. Dhruv Sriratan Moondhra | 2,50,000     | 26,00,000           | 28,50,000   |

\* Approval being sought in the ensuing AGM as required under clause 17(6)(ca) of SEBI (LODR) regulations.

The above sitting fees and commission are within the ceiling prescribed under the provisions of the Companies Act, 2013.

The Policy of fixing the remuneration to Non-Executive Directors amongst others is contained in the Company's policy relating to Selection, Remuneration and Evaluation of Directors and Senior Management and the same is available on the website of the Company.

(c) **Disclosure with respect to remuneration paid to the Whole time Directors for the year 2020-21 are as follows:** (₹ in lacs)

| Particulars of Remuneration                   | Mr. Chandru Kalro<br>Managing Director                                                     | Mr. K Shankaran<br>Wholetime Director & Secretary |
|-----------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------|
| Salary                                        | 60.00                                                                                      | 48.00                                             |
| Benefits:                                     | 23.50                                                                                      | 19.30                                             |
| HRA & Other Allowances                        | 37.56                                                                                      | 30.96                                             |
| Contribution to PF & Other Funds              | 11.41                                                                                      | 9.33                                              |
| Bonus                                         | -                                                                                          | -                                                 |
| Fixed Component Performance Linked Incentives | -                                                                                          | -                                                 |
| Performance Linked Incentives                 | 346.62                                                                                     | 346.62                                            |
| Performance Criteria                          | Profit Linked                                                                              | Profit Linked                                     |
| Service Contracts                             | 5 years w.e.f.01.04.2015 and Re-appointed from 01.04.2020 for a further period of 5 years. | -                                                 |
| Notice Period                                 | 3 Months                                                                                   | -                                                 |
| Severances Fees                               | NIL                                                                                        | NIL                                               |
| Stock Options                                 | NIL                                                                                        | NIL                                               |
| Pension                                       | -                                                                                          | -                                                 |
| <b>Total</b>                                  | <b>479.09</b>                                                                              | <b>454.21</b>                                     |

The Managerial remuneration paid to the Executive Directors is within the ceiling prescribed under Schedule V of Section 197 of the Companies Act, 2013.

The Company currently does not have Stock Options Scheme.

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE:****Composition, Name of Members and Chairperson:**

- (a) The composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, as detailed below:

| Name of Director              | Position | Category                     |
|-------------------------------|----------|------------------------------|
| Mr. Dileep K. Krishnaswamy    | Chairman | Non-Promoter / Non-Executive |
| Mr. K. Shankaran              | Member   | Non-Promoter / Executive     |
| Mr. Chandru Kalro             | Member   | Non-Promoter / Executive     |
| Dr. (Mrs.) Vandana R Walvekar | Member   | Non-Promoter / Non-Executive |

- (b) **Name and Designation of Compliance Officer:**

| Name of the Compliance Officer | Designation                    |
|--------------------------------|--------------------------------|
| Mr. K. Shankaran               | Wholetime Director & Secretary |

- (c) Meetings and Attendance during the year 2020-21:  
The committee met twice viz. August 10, 2020 and March 25, 2021 and all the members attended the meetings.
- (d) The total number of complaints received during the year was 224. No complaints were pending as on March 31, 2021.

Details of Shareholders' Complaints received during the year 2020-21:

| Nature of Complaints                                 | Complaints received during the year 2020-21 | Solved to the satisfaction of the Shareholders | Pending Complaints |
|------------------------------------------------------|---------------------------------------------|------------------------------------------------|--------------------|
| Non-receipt of Dividends                             | 202                                         | 202                                            | 0                  |
| Non-receipt of Shares sent for transfer/transmission | 21                                          | 21                                             | 0                  |
| Non-receipt of Annual Report                         | 1                                           | 1                                              | 0                  |
| <b>Total</b>                                         | <b>224</b>                                  | <b>224</b>                                     | <b>0</b>           |

**7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

- (a) **Terms of reference:**

The brief terms of reference are as per the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, include:

- Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII.
- Recommendation of the amount of expenditure to be incurred on the activities referred to the above.
- Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

- (b) **Composition, Name of Members and Chairperson:**

In compliance with the provisions of Section 135 of the Companies Act, 2013 and the Rules made there under, the Corporate Social Responsibility Committee was constituted with the following Directors:

| Name of Director     | Position | Category                                       |
|----------------------|----------|------------------------------------------------|
| Mr. T.T. Jagannathan | Chairman | Promoter / Non-Executive / Non-Independent     |
| Mr. R. Srinivasan    | Member   | Non-Promoter / Non-Executive / Independent     |
| Mr. K. Shankaran     | Member   | Non-Promoter / Non-Executive / Non-Independent |

- (c) **Meeting and Attendance:**

During the year under review CSR Committee met twice on June 30, 2020 and March 16, 2021 and all the members attended both the meetings. During these meetings the Committee provided a plan for the spends for FY 20-21 which was approved by the Board and also the reviewed the projects undertaken as per the approve plan. The spends in FY 20-21 are in accordance with the plans recommended by the CSR committee and the Board. In the meeting held on March 16, 2021 the committee also reviewed the spending plans for FY 21-22 and recommended the same to the Board.

- (d) **Corporate Social Responsibility (CSR) Policy:**

Your Company adopted a Policy relating to Corporate Social Responsibility in accordance with the provisions of Section 135 of and Schedule VII to the Companies Act, 2013 and the Rules made thereunder. The said Policy is available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)

## 8. RISK MANAGEMENT COMMITTEE

As our Company is amongst the top 500 listed entities as required under Regulation 21 of Listing Regulations, the Board of Directors have constituted the Risk Management Committee consisting of majority of Board Members. The composition of the Committee is as follows:

| Name of Director                        | Position | Category                                   |
|-----------------------------------------|----------|--------------------------------------------|
| Mr. R. Srinivasan                       | Chairman | Non-Promoter / Non-Executive / Independent |
| Mr. T.T. Jagannathan                    | Member   | Promoter / Non-Executive / Non-Independent |
| Mr. Murali Neelakantan                  | Member   | Non-Promoter / Non-Executive / Independent |
| Mr. Chandru Kalro                       | Member   | Non-Promoter / Executive / Non-Independent |
| Mr. K. Shankaran                        | Member   | Non-Promoter / Executive / Non-Independent |
| Mr. Jayaram Ravishankar from 25.06.2020 | Member   | Vice President - Operations                |
| Mr. V. Sundaresan till 30.9.2020        | Member   | Chief Finance Officer                      |
| Mr. Manas Martha                        | Member   | Vice President - HR                        |
| Mr. Ramasubramaniam                     | Member   | General Manager – IT                       |
| Mr. R. Saranyan from 17.3.2021          | Member   | Executive Vice President - Finance         |

The role of Risk Management Committee includes assessment of risk, identification of risk which may threaten the existence of the Company, Review the Risk Management Frame work, Risk Policy and risk Assessment and report to the Board periodically the risk status of key elements of risk.

Further details are provided in the Board's Report.

## 9. GENERAL BODY MEETINGS:

(a) Location and time of the last three Annual General Meetings held; and

(b) No. of Special Resolutions passed at the meetings:

The location and time of the Annual General Meetings held during the last 3 years are as follows:

| Year | Location                                                                                  | Date       | Time       | No. of special resolutions passed |
|------|-------------------------------------------------------------------------------------------|------------|------------|-----------------------------------|
| 2018 | Hotel Claresta Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109. | 25.07.2018 | 11.45 a.m. | 3                                 |
| 2019 | Hotel Claresta Sarovar Portico, No.422, SIPCOT Phase II, Bengaluru Road, Hosur – 635 109. | 12.08.2019 | 12 Noon    | 5                                 |
| 2020 | Audio visual                                                                              | 21.08.2020 | 10.15 a.m. | -                                 |

(c) Special Resolutions passed through Postal Ballot and details of Voting Pattern during the year 2020-21: Nil

(d) Passing of Special Resolutions through Postal Ballot, during the year 2021-22

Your Company may propose to pass Special Resolutions conducted through Postal Ballot, if necessary, to comply with the provisions of the Companies Act, 2013 and the Rules made thereunder.

## 10. MEANS OF COMMUNICATION:

- The Unaudited Financial Results for every Quarter and the Annual Audited Financial Results of the Company, in the prescribed proforma, are taken on record by the Board and are submitted to the Stock Exchanges.
- The same are published, within 48 hours, in "Economic Times – South and Mumbai, Financial Express, Business Standard" and "Dina Thanti".
- The Quarterly / Annual Results are also posted on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com) and also on the website of the BSE Limited and National Stock Exchange of India Limited.
- All the Official news releases are disseminated on the website of the Company.
- The presentations made to institutional investors or to the analysts are posted on the website of the Company.

**11. GENERAL SHAREHOLDERS INFORMATION:****(a) Date, Time and Venue of the Annual General Meeting:**

|       |   |                                    |
|-------|---|------------------------------------|
| Date  | : | July 8, 2021                       |
| Day   | : | Thursday                           |
| Time  | : | 11:00 A.M.                         |
| Venue | : | Through Audio / Video Conferencing |

**(b) Particulars of Financial Calendar:**

|                                  |   |                           |
|----------------------------------|---|---------------------------|
| Financial Year                   | : | April 2021 – March 2022   |
| Unaudited First Quarter Results  | : | Before 15th August 2021   |
| Unaudited Second Quarter Results | : | Before 15th November 2021 |
| Unaudited Third Quarter Results  | : | Before 15th February 2022 |
| Audited Annual Results           | : | Before 30th May 2022      |

**(c) Dividend Payment Date:**

The Board of Directors had paid an Interim Dividend of ₹ 20/- per share during November 2020 and have recommended a final Dividend of ₹ 30/- per share for FY 20-21. The final dividend will be paid on and from July 23, 2021.

The total Dividend for FY 2020-21 will be ₹ 50/- per share.

**(d) Name and Address of Stock Exchanges where the Company's shares are listed and confirmation of payment of Annual Listing Fees:**

|      |                                                          |                                                                                   |
|------|----------------------------------------------------------|-----------------------------------------------------------------------------------|
| (i)  | BSE Limited (BSE), Mumbai                                | Phiroze Jeejeebhoy Towers<br>25 <sup>th</sup> Floor, Dalal Street, Mumbai 400 001 |
| (ii) | National Stock Exchange of India Limited (NSE)<br>Mumbai | Exchange Plaza<br>Bandra-Kurla Complex, Bandra East, Mumbai 400 051               |

The listing fees has been paid for the financial year 2021-22.

**(e) Stock Code:**

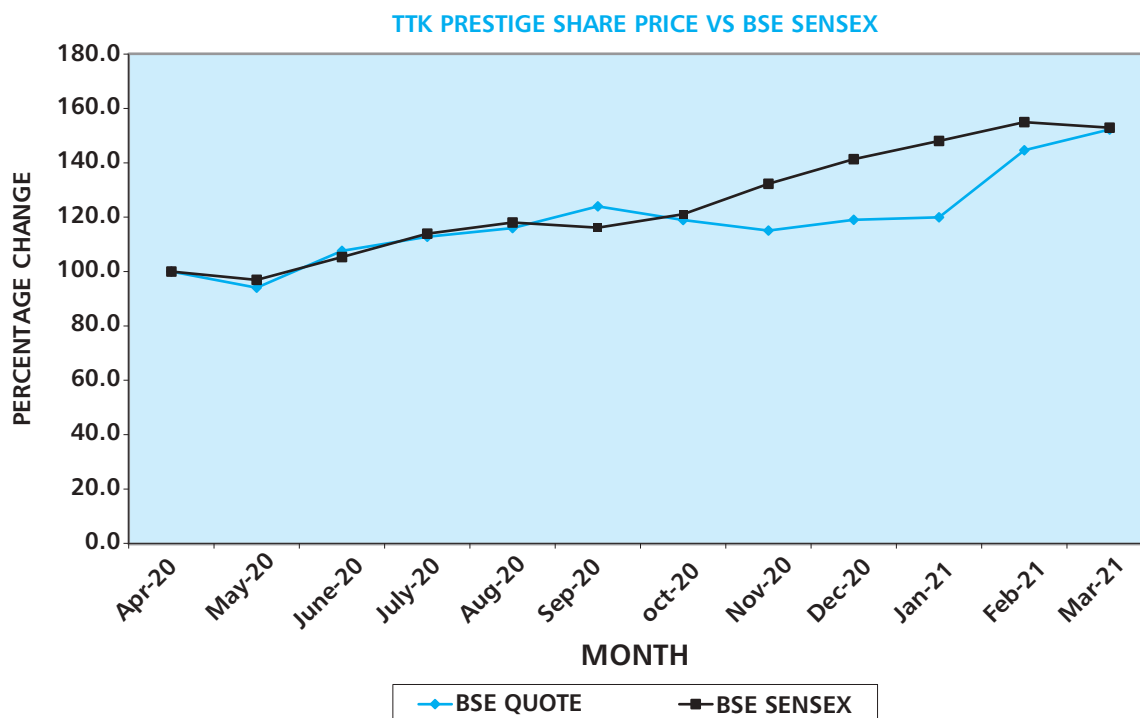
|      |              |
|------|--------------|
| BSE  | 517506       |
| NSE  | TTKPRESTIG   |
| ISIN | INE690A01010 |

**(f) Market Price Data**

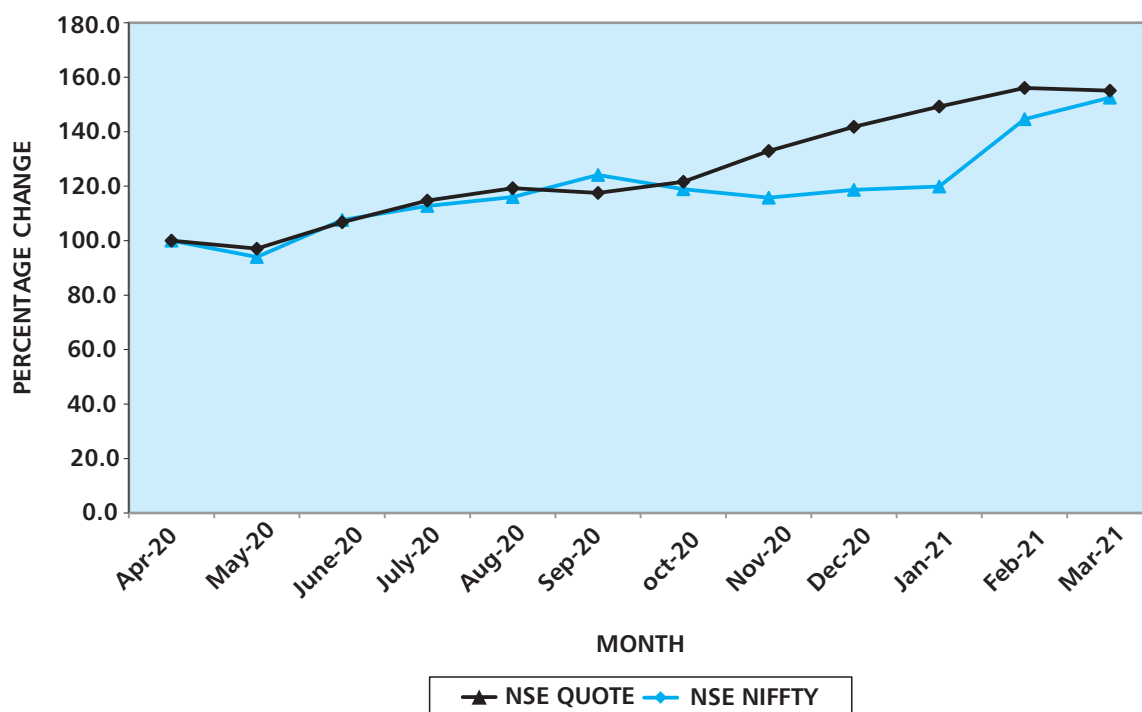
| Month     | NATIONAL STOCK EXCHANGE |         |         | BSE LIMITED |         |        |
|-----------|-------------------------|---------|---------|-------------|---------|--------|
|           | High                    | Low     | Volume  | High        | Low     | Volume |
| Apr 2020  | 5299.00                 | 4450.00 | 163743  | 5290.00     | 4450.05 | 38646  |
| May 2020  | 4980.60                 | 4570.00 | 68386   | 4975.50     | 4600.10 | 2665   |
| Jun 2020  | 5699.00                 | 4695.75 | 259414  | 5695.00     | 4750.50 | 49216  |
| Jul 2020  | 5974.90                 | 5220.05 | 182508  | 5966.00     | 5235.10 | 7125   |
| Aug 2020  | 6145.00                 | 5020.00 | 174800  | 6135.10     | 5304.90 | 8625   |
| Sept 2020 | 6575.00                 | 3901.10 | 141145  | 6560.15     | 5674.00 | 10943  |
| Oct 2020  | 6298.00                 | 5350.00 | 130560  | 6295.00     | 5360.60 | 3994   |
| Nov 2020  | 6134.00                 | 5552.80 | 104504  | 6089.00     | 5575.10 | 5554   |
| Dec 2020  | 6288.00                 | 5560.00 | 212229  | 6299.00     | 5561.25 | 13838  |
| Jan 2021  | 6350.00                 | 5822.25 | 178518  | 6344.00     | 5839.55 | 11211  |
| Feb 2021  | 7662.50                 | 5851.25 | 1068559 | 7650.50     | 5851.30 | 192043 |
| Mar 2021  | 8080.00                 | 7061.15 | 241320  | 8055.25     | 7082.65 | 15721  |

(g) Performance comparison to BSE Sensex and Nifty

| Month     | TTK Share Price | % Change to Base | BSE Sensex | % Change to Base | TTK Share Price | % Change to Base | NSE Nifty | % Change to Base |
|-----------|-----------------|------------------|------------|------------------|-----------------|------------------|-----------|------------------|
|           | High            |                  | High       |                  | High            |                  | High      |                  |
| Apr 2020  | 5290.00         | 0.0              | 33887.25   | 0.0              | 5299.00         | 0.0              | 9889.05   | 0.0              |
| May 2020  | 4975.50         | -5.9             | 32845.48   | -3.1             | 4980.60         | -6.0             | 9598.85   | -2.9             |
| Jun 2020  | 5695.00         | 7.7              | 35706.55   | 5.4              | 5699.00         | 7.5              | 10553.15  | 6.7              |
| Jul 2020  | 5966.00         | 12.8             | 38617.03   | 14.0             | 5974.90         | 12.8             | 11341.40  | 14.7             |
| Aug 2020  | 6135.10         | 16.0             | 40010.17   | 18.1             | 6145.00         | 16.0             | 11794.25  | 19.3             |
| Sept 2020 | 6560.15         | 24.0             | 39359.51   | 16.1             | 6575.00         | 24.1             | 11618.10  | 17.5             |
| Oct 2020  | 6295.00         | 19.0             | 41048.05   | 21.1             | 6298.00         | 18.9             | 12025.45  | 21.6             |
| Nov 2020  | 6089.00         | 15.1             | 44825.37   | 32.3             | 6134.00         | 15.8             | 13145.85  | 32.9             |
| Dec 2020  | 6299.00         | 19.1             | 47896.97   | 41.3             | 6288.00         | 18.7             | 14024.85  | 41.8             |
| Jan 2021  | 6344.00         | 19.9             | 50184.01   | 48.1             | 6350.00         | 19.8             | 14753.55  | 49.2             |
| Feb 2021  | 7650.50         | 44.6             | 52516.76   | 55.0             | 7662.50         | 44.6             | 15431.75  | 56.0             |
| Mar 2021  | 8055.25         | 52.3             | 51821.84   | 52.9             | 8080.00         | 52.5             | 15336.30  | 55.1             |



TTK PRESTIGE SHARE PRICE VS NSE NIFTY



(h) Suspension of Securities from trading by Directors – Not applicable.

(i) Registrars & Transfer Agents: KFin Technologies Private Limited.  
(formerly Karvy Fintech Private limited)  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli Financial District  
Nanakramguda, Hyderabad – 500 008.  
Phone No: 040 6716 1653

(j) Share Transfer System

In compliance of SEBI requirement, Share transfers are entertained, both under Demat Form and Physical Form. Share Transfers in respect of physical shares are normally effected within 10-15 days from the date of receipt, if all the required documentation is complete in all respects.

Also the Company has made arrangements for simultaneous dematerialization of Share Certificate(s) lodged for transfer, subject to the regulations specified by SEBI in this regard. As at March 31, 2021, no Equity Shares were pending for transfer.

(k) Distribution of Shareholding as on March 31, 2021

| Category (Amount) | Shareholders |               |                 | Shares           |               |
|-------------------|--------------|---------------|-----------------|------------------|---------------|
|                   | Nos.         | %             | Total shares    | ₹                | %             |
| 1 – 5000          | 26995        | 99.80         | 836189          | 8361890          | 6.03          |
| 5001 - 10000      | 12           | 0.04          | 92393           | 923930           | 0.67          |
| 10001 - 20000     | 12           | 0.04          | 174271          | 1742710          | 1.26          |
| 20001 - 30000     | 10           | 0.04          | 244320          | 2443200          | 1.76          |
| 30001 - 40000     | 2            | 0.01          | 63810           | 638100           | 0.46          |
| 40001 - 50000     | 4            | 0.01          | 139202          | 1392020          | 1.00          |
| 50001 - 100000    | 6            | 0.02          | 448714          | 4487140          | 3.24          |
| 100001 & Above    | 10           | 0.04          | 11862503        | 118625030        | 85.58         |
| <b>Total</b>      | <b>27051</b> | <b>100.00</b> | <b>13861402</b> | <b>138614020</b> | <b>100.00</b> |

**Categories of Equity Shareholders as on March 31, 2021:**

| Category   | Category of Shareholder                                                      | No. of Shareholders | No. of Shares held | Shareholding as a % of total no. of shares | No. of Equity Shares held in Dematerialized Form |
|------------|------------------------------------------------------------------------------|---------------------|--------------------|--------------------------------------------|--------------------------------------------------|
| <b>(A)</b> | <b>Promoter &amp; Promoter Group</b>                                         |                     |                    |                                            |                                                  |
| <b>(1)</b> | <b>Indian</b>                                                                |                     |                    |                                            |                                                  |
| (a)        | Individuals / Hindu Undivided Family                                         | 5                   | 1377447            | 9.94                                       | 1377447                                          |
| (b)        | Central Government / State Government(s)                                     | -                   | -                  | -                                          | -                                                |
| (c)        | Financial Institutions / Banks                                               | -                   | -                  | -                                          | -                                                |
| (d)        | Any other (specify)                                                          |                     |                    |                                            |                                                  |
|            | (i) Partnership Firms                                                        | 1                   | 8364400            | 60.34                                      | 8364400                                          |
|            | (ii) Bodies Corporate                                                        | 1                   | 17760              | 0.13                                       | 17760                                            |
|            | <b>Sub-Total (A)(1)</b>                                                      | <b>7</b>            | <b>9759607</b>     | <b>70.41</b>                               | <b>9759607</b>                                   |
| <b>(2)</b> | <b>Foreign</b>                                                               |                     |                    |                                            |                                                  |
| (a)        | Individuals (Non-Resident Individuals / Foreign Individuals)                 | -                   | -                  | -                                          | -                                                |
| (b)        | Government                                                                   | -                   | -                  | -                                          | -                                                |
| (c)        | Institutions                                                                 | -                   | -                  | -                                          | -                                                |
| (d)        | Foreign Portfolio Investor                                                   | -                   | -                  | -                                          | -                                                |
| (e)        | Any other (specify)                                                          | -                   | -                  | -                                          | -                                                |
|            | <b>Sub-Total (A)(2)</b>                                                      | <b>-</b>            | <b>-</b>           | <b>-</b>                                   | <b>-</b>                                         |
|            | <b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>   | <b>7</b>            | <b>9759607</b>     | <b>70.41</b>                               | <b>9759607</b>                                   |
| <b>(B)</b> | <b>Public</b>                                                                |                     |                    |                                            |                                                  |
| <b>(1)</b> | <b>Institutions</b>                                                          |                     |                    |                                            |                                                  |
| (a)        | Mutual Funds                                                                 | 13                  | 1737512            | 12.53                                      | 1737492                                          |
| (b)        | Venture Capital Funds                                                        | -                   | -                  | -                                          | -                                                |
| (c)        | Alternate Investment Funds                                                   | -                   | -                  | -                                          | -                                                |
| (d)        | Foreign Venture Capital Investors                                            | -                   | -                  | -                                          | -                                                |
| (e)        | Foreign Portfolio Investors                                                  | 88                  | 1389071            | 10.02                                      | 1389071                                          |
| (f)        | Financial Institutions / Banks                                               | 3                   | 475                | 0.00                                       | 355                                              |
| (g)        | Insurance Companies                                                          | -                   | -                  | -                                          | -                                                |
| (h)        | Provident Funds / Pension Funds                                              | -                   | -                  | -                                          | -                                                |
| (i)        | Any other (please specify)                                                   |                     |                    |                                            |                                                  |
|            | (i) Foreign Nationals                                                        | 2                   | 145                | -                                          | 145                                              |
|            | <b>Sub Total (B)(1)</b>                                                      | <b>106</b>          | <b>3127203</b>     | <b>22.56</b>                               | <b>3127063</b>                                   |
| <b>(2)</b> | <b>Central Government / State Government(s) / President of India</b>         | <b>-</b>            | <b>-</b>           | <b>-</b>                                   | <b>-</b>                                         |
|            | <b>Sub Total (B)(2)</b>                                                      | <b>-</b>            | <b>-</b>           | <b>-</b>                                   | <b>-</b>                                         |
| <b>(3)</b> | <b>Non-Institutions</b>                                                      | <b>-</b>            | <b>-</b>           | <b>-</b>                                   | <b>-</b>                                         |
| (a)        | Individuals -                                                                | -                   | -                  | -                                          | -                                                |
| (i)        | Individual Shareholders holding nominal share capital up to ₹ 2 lakhs        | 25374               | 729961             | 5.27                                       | 631637                                           |
| (ii)       | Individual Shareholders holding nominal share capital in excess of ₹ 2 lakhs | 1                   | 24192              | 0.17                                       | -                                                |

| Category | Category of Shareholder                                     | No. of Shareholders | No. of Shares held | Shareholding as a % of total no. of shares | No. of Equity Shares held in Dematerialized Form |
|----------|-------------------------------------------------------------|---------------------|--------------------|--------------------------------------------|--------------------------------------------------|
| (b)      | NBFCs registered with RBI                                   | 1                   | 184                | 0                                          | 184                                              |
| (c)      | Employee Trusts                                             | -                   | -                  | -                                          | -                                                |
| (d)      | Overseas Depositories (holding DRs) (balancing figure)      | -                   | -                  | -                                          | -                                                |
| (e)      | Any other (specify)                                         |                     |                    |                                            |                                                  |
|          | Bodies Corporate                                            | 310                 | 25830              | 0.19                                       | 24530                                            |
|          | Non-Resident Indians (Including Non-repatriable)            | 1165                | 33191              | 0.24                                       | 33071                                            |
|          | Clearing Members                                            | 73                  | 3296               | 0.02                                       | 3296                                             |
|          | Trusts                                                      | 7                   | 611                | 0.00                                       | 611                                              |
|          | Alternate Investment Fund                                   | 2                   | 35936              | 0.26                                       | 35936                                            |
|          | IEPF                                                        | 2                   | 53232              | 0.38                                       | 53232                                            |
|          | Qualified Institutional Buyer                               | 3                   | 68159              | 0.50                                       | 68159                                            |
|          | <b>Sub-Total (B)(3)</b>                                     | <b>26938</b>        | <b>974592</b>      | <b>7.03</b>                                | <b>850656</b>                                    |
|          | <b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b> | <b>27044</b>        | <b>4101795</b>     | <b>29.59</b>                               | <b>3977719</b>                                   |
|          | <b>Total (A+B)</b>                                          | <b>27051</b>        | <b>13861402</b>    | <b>100</b>                                 | <b>13737326</b>                                  |

**Note:**

Promoters include T. T. Krishnamachari & Co. represented by its partners and constituents of TTK Group. The constituents of TTK Group include TTK Healthcare Limited, and relatives of the partners of T.T. Krishnamachari & Co.

The Company has not issued any GDRs/ADRs, Warrants & Convertible Instruments.

The Company has bought back 1,00,000 equity shares during the year 2017-18; 27,300 forfeited shares have been cancelled during the financial year 2019-20.

The Company on 17.5.2019 allotted 23,10,233 Bonus shares in the ratio of 1: 5 and the current paid up share capital is 1,38,61,402.

## (I) Dematerialisation of Shares and Liquidity as on March 31, 2021.

|                                        | No. of Shares   | % of Shares   |
|----------------------------------------|-----------------|---------------|
| No. of Shareholders in Physical Mode   | 124076          | 0.90          |
| No. of Shareholders in Electronic Mode | 13737326        | 99.10         |
| <b>Total</b>                           | <b>13861402</b> | <b>100.00</b> |

| Days taken for Dematerialisation | No. of Requests | No. of Shares | % of Shares |
|----------------------------------|-----------------|---------------|-------------|
| 15 days                          | 33              | 3160          | 0.02        |

|                                  | National Securities Depository Limited (NSDL) |         | Central Depository Services (I) Limited (CDSL) |         |
|----------------------------------|-----------------------------------------------|---------|------------------------------------------------|---------|
|                                  | 2019-20                                       | 2020-21 | 2019-20                                        | 2020-21 |
| Number of Shares Dematerialised  | 8443                                          | 1400    | 14987                                          | 1760    |
| Number of Shares Re-materialised | 1                                             | NIL     | NIL                                            | NIL     |

|    |                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|----|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| m. | <b>Outstanding GDRs / ADRs / Warrants or any Convertible Instruments</b>    | The Company has not issued any GDRs / ADRs / Warrants and Convertible Instruments.                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| n. | <b>Commodity price risk or foreign exchange risk and hedging activities</b> | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| o. | <b>Plant Locations</b>                                                      | <ol style="list-style-type: none"> <li>1. Plot Nos. 82 &amp; 85, SIPCOT Industrial Complex, Hosur – 635 126, Tamilnadu.</li> <li>2. Plot No. 38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu.</li> <li>3. Myleripalayam Village, Kovai Terku Coimbatore, Tamilnadu – 641 032.</li> <li>4. Plot No.1A and 2, Dev Bhoomi Industrial Estate, Roorkee, Uttarakhand – 247 667.</li> <li>5. Vemardi Road, Juni Jithardi Village, KarjanTaluka, Vadodara, Gujarat.</li> <li>6. 231, Khardi, Shahpur, Thane, Maharashtra - 421301.</li> </ol> |
| p. | <b>Address for Correspondence</b>                                           | <b>Registered Office:</b><br>Plot No.38, SIPCOT Industrial Complex,<br>Hosur – 635 126, Tamilnadu.<br>(During March 2009 the Registered Office was shifted from Bengaluru, Karnataka to Hosur, Tamilnadu).                                                                                                                                                                                                                                                                                                                                      |
|    |                                                                             | <b>Administrative Office and Investor Correspondence Address:</b><br>Secretarial Department<br>11th Floor, Brigade Towers, 135, Brigade Road,<br>Bengaluru 560 025.<br>Tel: 080-22217438, 22217439<br>Fax: 080-22277446<br>E-mail: <a href="mailto:investorhelp@ttkprestige.com">investorhelp@ttkprestige.com</a>                                                                                                                                                                                                                               |
| q. | <b>List of all credit rating obtained by the entity</b>                     | <b>Long Term - AA / Stable (reaffirmed)</b><br><b>Short Term - A1+ (reaffirmed)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

## 12. OTHER DISCLOSURES:

### (a) Related Party Disclosure:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions which are of a foreseen or repetitive nature. A statement giving details of the transactions entered with the related parties, pursuant to the omnibus approval so granted, is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly.

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. The Policy as approved by the Board is uploaded on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com). The details of the Related Party Transactions in Form AOC-2 are annexed as Annexure "C" (Page No. 26) to this Report.

The particulars of transactions between the Company and its related parties as per Ind-AS -24 are set out on Page No. 101 of this Annual Report.

**(b) Non-Compliances by the Company:**

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three financial years and hence no penalties or strictures were imposed by SEBI, the Stock Exchanges or any statutory authorities.

**(c) Establishment of Vigil Mechanism/ Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee.**

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Regulation 22 of the Listing Regulations, your Company has in place a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower mechanism is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Whistle Blower Policy is made available on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)

**(d) Compliance with Mandatory Requirements and adoption of non-mandatory requirements:**

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the Listing Regulations and the disclosure relating to adoption of Non-mandatory / Discretionary requirements are detailed under S.No.14 of this Report.

**(e) Subsidiary Company:**

TTK British Holdings Limited was incorporated on 24th March 2016 and became a wholly owned subsidiary of TTK Prestige Limited after 31st March 2016 subsequent to capitalisation of the Company.

Horwood Homewares Limited is the subsidiary of TTK British Holdings Limited.

During the year Horwood Homewares Limited divested its 51% stake in Horwood Life Limited.

**(f) Policy on Related Party Transactions, as approved by the Board of Directors, is uploaded on the Company's website at [www.ttkprestige.com](http://www.ttkprestige.com)****(g) Disclosure of commodity price risks and commodity hedging activities: Not Applicable****(h) Details of utilization of funds raised through preferential allotment: Not Applicable****(i) Certification from Company Secretary in Practice:**

Mr. Parameshwar G Hegde of Hegde & Hegde, Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of the Companies by the SEBI/Ministry of Corporate Affairs or such other statutory authority. The Certificate is enclosed as **Annexure A**.

**(j) Details of Recommendation of Committee not accepted by the Board– Nil****(k) Total fees paid to statutory auditors for all services - ₹ 0.52 Crores.****(l) Complaints pertaining to Sexual Harassment:**

Number of complaints filed during the financial year - Nil

Number of complaints disposed of during the financial year - Nil

Number of complaints pending as on end of the financial year - Nil

**13. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT:**

The Company has complied with all the mandatory requirement of Corporate Governance Report.

**14. DISCLOSURE RELATING TO ADOPTION OF DISCRETIONARY REQUIREMENTS:****(a) The Board:** The Company had Executive Chairman till March 31, 2019. W.e.f. April 1, 2019 the Company has Non- Executive Chairman and he is entitled to maintain his office and other expenses.**(b) Shareholders Right:** The Company does not mail the Unaudited Half-yearly Financial Results individually to its shareholders. However, these are published in "Economic Times, South and Mumbai editions, Financial Express, Business Standard" & "Dina Thanti" and are also posted on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com)**(c) Modified Opinion(s) in Audit Report: NIL**

- (d) **Separate Posts of Chairperson and Chief Executive Officer (CEO):** The Chairman of the Board is a Non-Executive Chairman and his position is separate from that of the CEO (Managing Director is the CEO).
- (e) **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

## 15. DISCLOSURE OF COMPLIANCE:

Regulation 17 – Board of Directors:

- (i) The composition and meetings of the Board of Directors are complied with.
- (ii) Periodical review of Statutory Compliance Report, Quarterly / Half-year / Annual Corporate Governance Report, Quarterly Investor Grievance Report, etc. are carried out by the Board of Directors.
- (iii) **Code of Conduct for the Directors (incorporating the duties of Independent Directors) and Senior Management of the Company:** The Board of Directors had laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. The said Code of Conduct had also been posted on the website of the Company [www.ttkprestige.com](http://www.ttkprestige.com). A report on the compliance aspect of the Code of Conduct given by the CEO / Managing Director has been given at Page No. 58 to this Annual Report.
- (iv) **Code of Conduct for prevention of Insider Trading:**

Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of Directors of your Company has put in place the following policies/codes:

- a. Code of Conduct for prevention of Insider Trading.
- b. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to regulate, monitor and report trading by Insiders.
- c. Policy and Procedure for inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information.
- d. Policy on determination of Legitimate Purpose for sharing Unpublished Price Sensitive Information.

All the above Codes/policies are posted on the Company's [www.ttkprestige.com](http://www.ttkprestige.com)

These Codes of Conduct are applicable to all designated persons as defined in the said Regulation who are expected to have access to unpublished price sensitive information relating to the Company and administered by the Compliance Officer.

- (v) The details relating to the Performance Evaluation of the Independent Directors by the entire Board of Directors is given in Page No.45 to this Report.

**Regulation 18 – Audit Committee:**

Compliance to this Regulation is given in Page No. 44 to this Report.

**Regulation 19 – Nomination & Remuneration Committee:**

Regulation is given in Page No. 45 to this Report.

**Regulation 20 – Stakeholders Relationship Committee:**

Compliance to this Regulation is given in Page No. 46 to this Report..

**Regulation 21 – Risk Management Committee:**

Compliance to this Regulation is given in Page No. 47 to this Report

**Regulation 22 – Vigil Mechanism:**

Compliance to this Regulation is given in Page No. 55 to this Report..

**Regulation 23 – Related Party Transactions:**

Compliance to this Regulation is given in Page No. 26 to this Report.

**Regulation 24 – Corporate Governance Requirements with respect to subsidiary:**

Compliance to this Regulation is given in Page No. 55 to this Report.

**Regulation 25 – Obligations with respect to Independent Directors:**

Compliance to this Regulation is given in Page No. 19 to this Report.

**Regulation 26 – Obligations with respect to Directors & Senior Management:**

Disclosures relating to compliance to the directorships in other listed entities, Board level Committee Memberships.

and Chairmanships are annually provided by the Board of Directors of your Company. Further, notification of the changes in the other directorships, Committee Memberships and Chairmanships are also provided by the Directors. Compliance to this Regulation is given in Page No. 42 to this Report.

All the Directors and Senior Management had affirmed compliance to the Code of Conduct of Board of Directors and Senior Management as on 31st March, 2021.

**Regulation 27 – Other Corporate Governance Requirements:**

Information relating to this Regulation is given in Page No. 54 to this Report.

**Regulation 46(2)(b)-(i)- Website**

Pursuant to above Regulation, appropriate / requisite information are available on the Company's Website: [www.ttkprestige.com](http://www.ttkprestige.com)

**16. OTHER ADDITIONAL DISCLOSURES [As per Schedule V to the Listing Regulations]:**

**Related Party Disclosure:** Please refer Page 54 to this Report.

**Management Discussion and Analysis Report:**

The Management Discussion and Analysis Report is furnished in Pages 13 to 18 this Annual Report..

**Disclosure on Accounting Treatment:**

In the preparation of financial statements, Generally Accepted Accounting Principles and policies were followed. The mandatory Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 were followed in the preparation of financial statements.

**Declaration by the Chief Executive Officer relating to the affirmation of compliance with the Code of Conduct by the Board of Directors and Senior Management:**

Please refer Page No. 58 to this Report.

**Compliance Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance:**

Please refer Page No. 59 to this Report.

**Disclosure with respect to demat suspense account / unclaimed suspense account:**

Your Company does not have any Unclaimed Shares issued in physical form pursuant to Public Issue / Rights Issue.

**Other constituents of the TTK Group within the meaning of "Group" under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 include:**

T.T. Krishnamachari & Co. and its partners & relatives of the partners

TTK Healthcare Limited

TTK Services (P) Limited

TTK Property Services (P) Limited

TTK Tantex Limited

Cigna Manipal Health Insurance Company Limited (up to December 24, 2020)

Packwell Packaging Products Limited

Pharma Research & Analytical Laboratories

Peenya Packaging Products

TTK Partners LLP

Immidart Technologies LLP

Triveni Bialetti Industries (P) Limited

TTK British Holdings Limited

Horwood Homewares Limited

Horwood Life Limited (up to December 7, 2020)

**Particulars of Directors seeking appointment / Re-appointment:**

The particulars of the Directors seeking appointment / re-appointment are given under Notice forming part of the Notice to shareholders (Please refer page No. 9 of this Annual Report).

**Reconciliation of Share Capital Audit**

A quarterly audit was conducted by Mr. Parameshwar G. Hegde, Bangalore, Practicing Company Secretary, reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by investors in physical form and in the Depositories and the said certificates were submitted to BSE and NSE within the prescribed time limit. 1,37,37,326 Equity Shares representing 99.10% of the Paid-up Equity Capital have been dematerialized as on March 31, 2021.

**CEO/CFO Certification:**

As required under Schedule II – Part B to the Listing Regulations the Managing Director and Chief Financial Officer have furnished the necessary Certificate to the Board of Directors with respect to financial statements and Cash flow statements for the year ended March 31, 2021.

**Adoption of Various Policies:**

Your Company formulated, adopted and disseminated in its website [www.ttkprestige.com](http://www.ttkprestige.com) the following policies, as required under the Listing Regulations:

**Policy for Preservation of Documents** pursuant to the provisions of Regulation 9 Chapter III;

**Policy for Disclosure of Events or Information** pursuant to the provisions of Regulation 30 Chapter IV;

**Policy on dealing with Related Party Transactions** pursuant to the provisions of Regulation 46(2)(g) Chapter IV; and

**Policy for determining material subsidiaries** pursuant to the provisions of Regulation 46(2)(g) Chapter IV.

**Dividend Distribution Policy** pursuant to the provisions of Regulation 43A Chapter IV.

**DECLARATION ON CODE OF CONDUCT**

As required under Schedule V(D) to the SEBI (LODR) Regulations, 2015, it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the website of the Company.

Place : Bengaluru

Date : May 25, 2021

**CHANDRU KALRO**

Managing Director

DIN: 03474813

**ANNEXURE-A : Certificate from Company Secretary in Practice****CERTIFICATE**

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI  
[Listing Obligations and Disclosure Requirements] Regulations, 2015)

In pursuance of Sub-clause (i) of Clause 10 of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR); in respect of **TTK Prestige Limited** (CIN: L85110T21955PLC015049) I hereby certify that:

On the basis of the written representation/declaration received from the Directors and on the basis of the representation of the Company, as on March 31, 2021, none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

Place : Bengaluru

Date : May 24, 2021

Sd/-

**P.G. Hegde**

**Hegde & Hegde**

Company Secretaries

FCS: 1325/ C.P. 640

UDIN: F001325C000346846

## Auditors' Certificate on Compliance of Conditions of Corporate Governance under Schedule (E) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### To the Members of TTK Prestige Limited

This certificate is issued in accordance with the terms of our engagement with TTK Prestige Limited ('the Company').

We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2021, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes preparation and maintenance of all relevant supporting records and documents, the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

### Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2021.

We conducted our examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations during the year ended March 31, 2021. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

### Restriction of Use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the aforesaid Regulations and may not be suitable for any other purpose.

For PKF Sridhar & Santhanam LLP  
Chartered Accountants  
Firm's Registration No.003990S/S200018

Place : Bengaluru  
Date : May 25, 2021

Signature  
M. Seethalakshmi  
Partner  
Membership No. 208545  
ICAI UDIN: 21208545AAAADW3622

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF TTK PRESTIGE LIMITED

#### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of TTK Prestige Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2021, 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 financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

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 ("the 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 2021, 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 (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matter

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the Key Audit Matter to be communicated in our report:

| Sl.No. | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | How our Audit Addressed the Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                 |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | <b>Revenue Recognition</b><br>The Company manufactures and trades in a number of products related to kitchen appliances. Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales.<br>Given the variety and large number of sales transactions and estimates involved in discounts etc. revenue recognition is considered a Key Audit Matter.<br>Disclosure Note 5.6 and the accounting policies provide additional information on how the Company accounts for its revenue. | Our audit included but was not limited to the following procedures:<br>Our procedures included, among others, obtaining an understanding of the processes and relevant controls relating to the accounting for customer contracts.<br><b>Accounting Policies:</b><br>Assessing the appropriateness of the Company's revenue recognition accounting policies, including those relating to discounts, incentives and rebates under Ind AS 115. |
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Control Testing:</b><br>Testing the selected key controls for the revenue recognized throughout the year and calculation of discounts, incentives and rebates, including reviewing the results of testing by management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement assertions.                |

## Standalone Audit Report (Contd...)

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>Evaluating the IT systems relevant for revenue recognition and the functioning of the related general IT controls.</p> <p><b>Tests of details:</b></p> <ul style="list-style-type: none"> <li>• Reviewed sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period.</li> <li>• Performed substantive procedures to understand and validate the basis of provision for schemes and discounts with underlying workings and evidences.</li> <li>• Compared the current year estimates of discounts, incentives and rebates to the prior year and, where relevant, completing further inquiries and testing.</li> <li>• Obtained the supporting documentation on sample basis for discounts and incentives given under schemes to agree to the amounts recorded as discounts and incentives during the period.</li> <li>• Critically assessed manual journals posted to revenue to identify unusual or irregular items.</li> </ul> <p><b>Disclosures:</b></p> <p>Tracing disclosure information to accounting records and other supporting documentation.</p> |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the board's report, business responsibility report and report on Corporate Governance but does not include the standalone financial statements and our auditor's report thereon.

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

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

## Responsibilities of the Management and those charged with Governance for 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 financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

## Standalone Audit Report (Contd...)

### 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key Audit Matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**Standalone Audit Report (Contd...)**

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The standalone balance Sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone cash flow Statement and the standalone statement of Changes in Equity 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 Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2021 on its financial position in its Standalone financial statements Refer Note 5.9.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 5.3.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March 2021.

3. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

Place : Bengaluru  
Date : May 25, 2021

Signature  
M. Seethalakshmi  
Partner  
Membership No. 208545  
UDIN: 21208545AAAAADU4187

**ANNEXURE A**

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of TTK Prestige Limited ("the Company") on the standalone financial statements as of and for the year ended 31 March 2021.

- (i) As required by the Companies
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of the land and buildings which are freehold, are held in the name of the Company as at Balance Sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as right of use assets in the standalone financial statements, the lease agreements are in the name of the Company.
- (ii) The Company has conducted physical verification of inventories at reasonable intervals. Discrepancies noticed on such verification have been properly dealt with in the books of account.
- (iii) Based on our audit procedures & according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to parties covered in the register maintained under section 189 of the Act and hence 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees, and securities, as applicable.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of the Act and the rules made there under and hence clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the Company as specified under Section 148(1) of the Act, for maintenance of cost records in respect of the products manufactured by the Company, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not, made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- (vii)
  - (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, Goods and Services Tax (GST), cess and any other statutory dues as applicable with the appropriate authorities.

According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, Goods and Services Tax(GST), cess and any other statutory dues were in arrears, as at 31 March 2021 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no dues of Income-tax, Sales Tax, Service tax, Goods and Services Tax(GST), Duty of customs, Excise duty and Value added tax as at 31 March 2021, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

| Name of Statute                                | Nature of Dues | Amount of Disputed Dues (In Crores) | Period to which amounts relates | Forum Where Dispute is Pending |
|------------------------------------------------|----------------|-------------------------------------|---------------------------------|--------------------------------|
| Finance Act, 1994                              | Service Tax    | 7.98                                | April 2010 to June 2017         | CESTAT                         |
| Income Tax Act, 1961                           | Income Tax     | 0.12                                | 2010-12                         | CIT (Appeals)                  |
| Income Tax Act, 1961                           | Income Tax     | 0.68                                | 2008-09                         | Karnataka High Court           |
| Karnataka Sales Tax                            | Sales Tax      | 2.20                                | 1987-90                         | Karnataka High Court           |
| Odisha VAT                                     | VAT            | 0.05                                | 2012-14                         | Joint Commissioner             |
| Odisha Entry Tax                               | Entry Tax      | 0.37                                | 1st April 2014 to 30th Sep 2015 | Deputy Commissioner            |
| Odisha VAT                                     | VAT            | 0.06                                | 1st April 2014 to 30th Sep 2015 | Deputy Commissioner            |
| Odisha CST                                     | CST            | 0.01                                | 1st April 2014 to 30th Sep 2015 | Deputy Commissioner            |
| Odisha Entry Tax                               | Entry Tax      | 0.19                                | 2012-14                         | Joint Commissioner             |
| Kerala VAT                                     | CST            | 0.04                                | 2013-14                         | Joint Commissioner             |
| Madhya Pradesh Goods and Service Tax Act, 2017 | GST            | 0.09                                | 2018-19                         | GST Appellate Authority        |
| Assam CST                                      | CST            | 0.05                                | 2017-18                         | Joint Commissioner             |

- (viii) Based on our audit procedures and as per the information and explanations given by the management, the Company has not taken any loans or borrowings from financial institutions, banks and government and has not issued any debentures. Hence reporting on defaults in repayment of loans under clause (viii) of CARO 2016 is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) Based on our audit procedures and as per the information and explanations given to us, Managerial remuneration paid/provided during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules 2014. Accordingly, the provisions of clause (xii) of the Order are not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, all the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.
- (xiv) Based on our audit procedures and according to the information and explanations given to us, the Company has not made any preferential allotment/private placement of shares/ fully or partly convertible debentures during the year under review.
- (xv) Based on our audit procedures and 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.
- (xvi) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

For **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

Place: Bengaluru  
Date : May 25, 2021

Signature

M. Seethalakshmi  
Partner

Membership No. 208545

ICAI UDIN: 21208545AAAADU4187

## **ANNEXURE B**

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

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

We have audited the internal financial controls with reference to standalone financial statements of TTK Prestige Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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").

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, 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 Standalone Financial Statements**

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion, 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 2021, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

Signature

M. Seethalakshmi

Partner

Membership No. 208545

ICAI UDIN: 21208545AAAADU4187

Place: Bengaluru

Date : May 25, 2021

**STANDALONE BALANCE SHEET AS AT 31ST MARCH 2021**

(₹ in Crores)

| Particulars                                                     | Note  | As at<br>31st March 2021 | As at<br>31st March 2020 |
|-----------------------------------------------------------------|-------|--------------------------|--------------------------|
| <b>ASSETS</b>                                                   |       |                          |                          |
| <b>Non-Current Assets</b>                                       |       |                          |                          |
| Property, Plant and Equipment                                   | 3.1 A | 396.51                   | 410.34                   |
| Right-of-Use-Assets                                             | 3.1 B | 26.44                    | 15.48                    |
| Capital work-in-progress                                        | 3.1 C | 18.01                    | 5.73                     |
| Other Intangible Assets                                         | 3.1 D | 1.47                     | 2.09                     |
| Financial Assets                                                |       |                          |                          |
| - Investments                                                   | 3.2   | 192.76                   | 173.58                   |
| - Other Non-Current Financial Assets                            | 3.3   | 17.91                    | -                        |
| Advance Income Tax                                              |       | 8.05                     | 12.46                    |
| Other Non-Current Assets                                        | 3.4   | 13.95                    | 11.14                    |
| <b>Current Assets</b>                                           |       |                          |                          |
| Inventories                                                     | 3.5   | 393.41                   | 403.98                   |
| Financial Assets                                                |       |                          |                          |
| - Investments                                                   | 3.6   | 420.37                   | 330.95                   |
| - Trade Receivables                                             | 3.7   | 271.91                   | 255.96                   |
| - Cash and Cash Equivalents                                     | 3.8   | 11.96                    | 35.06                    |
| - Bank Balances other than above                                | 3.9   | 85.42                    | 4.53                     |
| - Other Current Financial Assets                                | 3.10  | 3.52                     | 3.73                     |
| Other Current Assets                                            | 3.11  | 64.54                    | 44.10                    |
| <b>Total Assets</b>                                             |       | <b>1,926.23</b>          | <b>1,709.13</b>          |
| <b>EQUITY AND LIABILITIES</b>                                   |       |                          |                          |
| <b>Equity</b>                                                   |       |                          |                          |
| Equity Share Capital                                            | 3.12  | 13.86                    | 13.86                    |
| Other Equity                                                    | 3.13  | 1,466.16                 | 1,286.68                 |
| <b>Liabilities</b>                                              |       |                          |                          |
| <b>Non-Current Liabilities</b>                                  |       |                          |                          |
| Financial Liabilities                                           |       |                          |                          |
| - Lease Liabilities                                             |       | 19.79                    | 9.67                     |
| Provisions                                                      | 3.14  | 0.05                     | 4.45                     |
| Deferred Tax Liabilities (net)                                  | 3.15  | 34.59                    | 32.28                    |
| <b>Current liabilities</b>                                      |       |                          |                          |
| Financial Liabilities                                           |       |                          |                          |
| - Lease Liabilities                                             |       | 6.42                     | 4.51                     |
| - Trade Payables                                                | 3.16  |                          |                          |
| Total Outstanding due to Micro and Small Enterprises            |       | 31.48                    | 31.72                    |
| Total Outstanding due to other than Micro and Small Enterprises |       | 168.26                   | 155.04                   |
| - Other Financial Liabilities                                   | 3.17  | 142.04                   | 124.52                   |
| Other Current Liabilities                                       | 3.18  | 34.34                    | 27.81                    |
| Provisions                                                      | 3.19  | 9.24                     | 18.59                    |
| <b>Total Equity and Liabilities</b>                             |       | <b>1,926.23</b>          | <b>1,709.13</b>          |

**Significant Accounting Policies and Notes on Accounts 2 to 5**

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

As per our audit report of even date attached

For PKF Sridhar &amp; Santhanam LLP

Chartered Accountants

Firm's Registration Number : 003990S/S200018

For and on behalf of the Board

T.T. Jagannathan

Chairman

DIN: 00191522

Chandru Kalro

Managing Director

DIN: 03474813

Seethalakshmi M

Partner

Membership No. 208545

Dileep Kumar Krishnaswamy

Director

DIN: 00176595

K.Shankaran

Wholtime Director &amp; Secretary

DIN: 00043205

Place : Bengaluru

Date : May 25, 2021

R. Saranyan

Chief Financial Officer

PAN : AAHPS9134L

## STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

| Particulars                                                                                                    | Note | For Year Ended<br>31 March 2021 | For Year Ended<br>31 March 2020 |
|----------------------------------------------------------------------------------------------------------------|------|---------------------------------|---------------------------------|
| Revenue from Operations                                                                                        | 4.1  | 2,033.05                        | 1,936.79                        |
| Other Income                                                                                                   | 4.2  | 27.53                           | 24.61                           |
| <b>Total Income</b>                                                                                            |      | <b>2,060.58</b>                 | <b>1,961.40</b>                 |
| <b>Expenses</b>                                                                                                |      |                                 |                                 |
| Cost of Materials consumed                                                                                     |      | 432.74                          | 426.35                          |
| Purchase of Stock in Trade                                                                                     |      | 699.73                          | 688.63                          |
| Changes in Inventory of Finished Goods, Stock in trade and work in progress                                    | 4.3  |                                 |                                 |
| i) Work in Progress                                                                                            |      | (3.85)                          | 1.10                            |
| ii) Finished Goods                                                                                             |      | 43.89                           | (0.31)                          |
| iii) Stock in Trade                                                                                            |      | 9.53                            | 0.02                            |
| iv) Stock in Transit                                                                                           |      | (1.91)                          | -                               |
| Employee Benefits Expense                                                                                      | 4.4  | 166.88                          | 167.12                          |
| Finance Costs                                                                                                  | 4.5  | 3.07                            | 2.31                            |
| Depreciation and Amortisation                                                                                  | 4.6  | 37.92                           | 34.62                           |
| Other Expenses                                                                                                 | 4.7  | 371.40                          | 393.35                          |
| <b>Total Expenses</b>                                                                                          |      | <b>1,759.40</b>                 | <b>1,713.19</b>                 |
| <b>Profit Before Exceptional Items and Tax</b>                                                                 |      | <b>301.18</b>                   | <b>248.21</b>                   |
| - Exceptional Items                                                                                            | 5.15 | 11.90                           | -                               |
| <b>Profit Before Tax</b>                                                                                       |      | <b>313.08</b>                   | <b>248.21</b>                   |
| <b>Tax Expense</b>                                                                                             | 4.8  |                                 |                                 |
| Current Tax                                                                                                    |      | 75.63                           | 61.11                           |
| Deferred Tax                                                                                                   |      | 2.31                            | (11.41)                         |
| <b>Profit for the Year</b>                                                                                     |      | <b>235.14</b>                   | <b>198.51</b>                   |
| <b>Other Comprehensive Income</b>                                                                              |      |                                 |                                 |
| Items that will not be reclassified to Profit or Loss                                                          |      |                                 |                                 |
| Remeasurements of defined benefit plan actuarial gains/ (losses)                                               |      | (0.30)                          | (1.97)                          |
| Change in fair value of equity instruments designated irrevocably as FVTOCI                                    |      | 0.02                            | (0.05)                          |
| Income tax expense on above                                                                                    |      | 0.07                            | 0.51                            |
|                                                                                                                |      | (0.21)                          | (1.51)                          |
| Items that will be reclassified to Profit or Loss                                                              |      | -                               | -                               |
| <b>Total Other Comprehensive Income for the year</b>                                                           |      | <b>(0.21)</b>                   | <b>(1.51)</b>                   |
| <b>Total Comprehensive Income for the year (Comprising profit and other comprehensive income for the year)</b> |      | <b>234.93</b>                   | <b>197.00</b>                   |
| <b>Earnings per Equity Share (Face Value ₹10/- each)</b>                                                       |      |                                 |                                 |
| (1) Basic (₹)                                                                                                  | 5.8  | 169.64                          | 143.21                          |
| (2) Diluted(₹)                                                                                                 |      | 169.64                          | 143.21                          |

## Significant Accounting Policies and Notes on Accounts 2 to 5

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

As per our audit report of even date attached

For PKF Sridhar &amp; Santhanam LLP

Chartered Accountants

Firm's Registration Number : 0039905/S200018

For and on behalf of the Board

T.T. Jagannathan

Chairman

DIN: 00191522

Chandru Kalro

Managing Director

DIN: 03474813

Seethalakshmi M

Partner

Membership No. 208545

Dileep Kumar Krishnaswamy

Director

DIN: 00176595

K.Shankaran

Wholtime Director &amp; Secretary

DIN: 00043205

Place : Bengaluru

Date : May 25, 2021

R. Saranyan

Chief Financial Officer

PAN: AAHPS9134L

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2021**

(₹ in Crores)

| Particulars                                                     | For Year Ended<br>31 March 2021 | For Year Ended<br>31st March 2020 |
|-----------------------------------------------------------------|---------------------------------|-----------------------------------|
| <b>Cash Flows from Operating Activities</b>                     |                                 |                                   |
| Net Profit Before Tax                                           | 313.08                          | 248.21                            |
| Adjustments:                                                    |                                 |                                   |
| - Interest Income                                               | (2.41)                          | (4.79)                            |
| - (Profit)/Loss on Sale of Property, Plant and Equipment        | (0.06)                          | 0.11                              |
| - OCI Effects                                                   | (0.21)                          | (1.51)                            |
| - Dividend Income                                               | (18.98)                         | (10.44)                           |
| - Interest Expense                                              | 3.07                            | 2.31                              |
| - Depreciation and Amortization                                 | 37.92                           | 34.62                             |
| <b>Operating Cash Flow Before Working Capital Changes</b>       | <b>332.41</b>                   | <b>268.51</b>                     |
| Changes in                                                      |                                 |                                   |
| - Trade Receivables                                             | (15.94)                         | 31.63                             |
| - Financial Assets and Other Current and Non-Current Assets     | (43.76)                         | (3.84)                            |
| - Inventories                                                   | 10.57                           | 0.76                              |
| - Liabilities and Provisions (Current and Non-Current)          | 10.29                           | 33.55                             |
| - Trade Payables                                                | 12.98                           | (6.05)                            |
| <b>Cash Generated from Operations</b>                           | <b>306.55</b>                   | <b>324.56</b>                     |
| Income Taxes Paid (Net of Refunds)                              | (70.49)                         | (67.04)                           |
| <b>Cash Generated from/(used in) Operating Activities</b>       | <b>236.06</b>                   | <b>257.52</b>                     |
| <b>Cash Flows from Investing Activities</b>                     |                                 |                                   |
| Purchase of Property, Plant and Equipment                       | (27.21)                         | (55.36)                           |
| Investment in Subsidiary                                        | (19.16)                         | (44.48)                           |
| Investment in Mutual Funds/Term Deposits with Banks             | (170.35)                        | (141.27)                          |
| Interest Received                                               | 2.41                            | 4.79                              |
| Dividends received                                              | 18.98                           | 10.44                             |
| <b>Net cash Generated from/(used in) Investing Activities</b>   | <b>(195.33)</b>                 | <b>(225.88)</b>                   |
| <b>Cash Flows from Financing Activities</b>                     |                                 |                                   |
| Dividend Paid (including dividend distribution tax)             | (55.45)                         | (50.13)                           |
| Interest Paid/ Finance Cost                                     | (1.06)                          | (1.04)                            |
| Repayment of Lease Liabilities                                  | (7.32)                          | (5.66)                            |
| <b>Net cash used in Financing Activities</b>                    | <b>(63.83)</b>                  | <b>(56.83)</b>                    |
| <b>Increase in Cash and Cash Equivalents</b>                    | <b>(23.10)</b>                  | <b>(25.19)</b>                    |
| <b>Cash and Cash Equivalents at the Beginning of the Year</b>   | <b>35.06</b>                    | <b>60.25</b>                      |
| <b>Cash and Cash Equivalents at the End of the Year</b>         | <b>11.96</b>                    | <b>35.06</b>                      |
| <b>Components of Cash and Cash Equivalents (refer note 3.8)</b> |                                 |                                   |
| Cash on Hand                                                    | 0.03                            | 0.09                              |
| Balances with Banks                                             |                                 |                                   |
| - in current Accounts                                           | 11.93                           | 34.97                             |
| <b>Total Cash and Cash Equivalents</b>                          | <b>11.96</b>                    | <b>35.06</b>                      |

**Notes:**

Prepared under Indirect Method as set out in Ind AS 7-Statement of Cash Flows.

As the company does not have borrowings at the beginning or at the end of the current year, disclosures of details of changes in liabilities arising from financing activities are not applicable.

As per our audit report of even date attached

For PKF Sridhar &amp; Santhanam LLP

Chartered Accountants

Firm's Registration Number : 003990S/S200018

For and on behalf of the Board

T.T. Jagannathan

Chairman

DIN: 00191522

Chandru Kalro

Managing Director

DIN:03474813

Seethalakshmi M

Partner

Membership No. 208545

Dileep Kumar Krishnaswamy

Director

DIN: 00176595

K.Shankaran

Wholtime Director &amp; Secretary

DIN: 00043205

Place : Bengaluru

Date : May 25, 2021

R. Saranyan

Chief Financial Officer

PAN: AAHPS9134L

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

| A. EQUITY SHARE CAPITAL                          |                            | Notes           | Balance             | Reserves and Surplus |                            |                   |                    |          |  | Total |
|--------------------------------------------------|----------------------------|-----------------|---------------------|----------------------|----------------------------|-------------------|--------------------|----------|--|-------|
| As at 31st March 2019                            |                            | 3.12            | 11.56               |                      |                            |                   |                    |          |  |       |
| Changes in Equity Share Capital during the year  |                            |                 | 2.30                |                      |                            |                   |                    |          |  |       |
| As at 31st March 2020                            |                            | 3.12            | 13.86               |                      |                            |                   |                    |          |  |       |
| Changes in Equity Share Capital during the year  |                            |                 | 0.00                |                      |                            |                   |                    |          |  |       |
| As at 31st March 2021                            |                            | 3.12            | 13.86               |                      |                            |                   |                    |          |  |       |
|                                                  |                            |                 |                     |                      |                            |                   |                    |          |  |       |
| Particulars                                      | Reserves and Surplus       |                 |                     |                      |                            |                   | Total              |          |  |       |
|                                                  | Securities Premium Reserve | General Reserve | Revaluation Reserve | Capital Reserve      | Capital Redemption Reserve | Retained Earnings | Other Items of OCI |          |  |       |
| Balance as at April 1, 2019                      | 40.19                      | 200.10          | 2.15                | 15.39                | 0.10                       | 884.89            | (0.71)             | 1,142.11 |  |       |
| Current Year Profits                             | -                          | -               | -                   | -                    | -                          | 198.51            | -                  | 198.51   |  |       |
| Bonus Issue of Shares                            | (2.31)                     | -               | -                   | -                    | -                          | -                 | -                  | (2.31)   |  |       |
| Cancellation of Forfeited Shares                 | (0.11)                     | -               | -                   | 0.12                 | -                          | (50.13)           | -                  | 0.01     |  |       |
| Dividends                                        | -                          | -               | -                   | -                    | -                          | (20.00)           | -                  | (50.13)  |  |       |
| Transfer from retained earnings                  | -                          | 20.00           | -                   | -                    | -                          | -                 | -                  | -        |  |       |
| Fair Valuation of Equity Instruments through OCI | -                          | -               | -                   | -                    | -                          | (0.05)            | (0.05)             | (0.05)   |  |       |
| Actuarial Gain/Loss on Defined Benefit Plans     | -                          | -               | -                   | -                    | -                          | (1.46)            | -                  | (1.46)   |  |       |
| Balance as at March 31, 2020                     | 37.77                      | 220.10          | 2.15                | 15.51                | 0.10                       | 1,011.81          | (0.76)             | 1,286.68 |  |       |

(₹ in Crores)

| Particulars                                      | Reserves and Surplus       |                 |                     |                 |                            |                   | Total              |
|--------------------------------------------------|----------------------------|-----------------|---------------------|-----------------|----------------------------|-------------------|--------------------|
|                                                  | Securities Premium Reserve | General Reserve | Revaluation Reserve | Capital Reserve | Capital Redemption Reserve | Retained Earnings | Other Items of OCI |
| Balance as at April 1, 2020                      | 37.77                      | 220.10          | 2.15                | 15.51           | 0.10                       | 1,011.81          | (0.76)             |
| Current Year Profits                             | -                          | -               | -                   | -               | -                          | 235.14            | -                  |
| Dividends                                        | -                          | -               | -                   | -               | -                          | (55.45)           | -                  |
| Transfer from Retained Earnings                  | -                          | 23.00           | -                   | -               | -                          | (23.00)           | -                  |
| Fair Valuation of Equity Instruments through OCI | -                          | -               | -                   | -               | -                          | -                 | -                  |
| Actuarial Gain/Loss on Defined Benefit Plans     | -                          | -               | -                   | -               | -                          | 0.02              | 0.02               |
| <b>Balance as at March 31, 2021</b>              | <b>37.77</b>               | <b>243.10</b>   | <b>2.15</b>         | <b>15.51</b>    | <b>0.10</b>                | <b>1,168.27</b>   | <b>(0.74)</b>      |
| <b>1,466.16</b>                                  |                            |                 |                     |                 |                            |                   |                    |

**Nature and purpose of reserves:**

- (a) **Capital reserve:** The Company recognises profit and loss on purchase, sale, issue or cancellation of the Company's own equity instruments to Capital reserve.
- (b) **Securities premium Reserve:** Securities premium Reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.
- (c) **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 reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.
- (d) **General reserve:** The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes.

**Significant Accounting Policies and Notes on Accounts 2 to 5**

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

As per our audit report of even date attached  
For PKF Sridhar & Santhanam LLP  
Chartered Accountants  
Firm's Registration Number : 003990S/S200018

For and on behalf of the Board

**T.T. Jagannathan**  
Chairman  
DIN: 00191522

**Chandru Kalro**  
Managing Director  
DIN: 03474813

**Seethalakshmi M**  
Partner  
Membership No. 208545

**Dileep Kumar Krishnaswamy**  
Director  
DIN: 00176595

**K.Shankaran**  
Wholetime Director & Secretary  
DIN: 00043205

**Place : Bengaluru**  
**Date : May 25, 2021**

**R.Saranyan**  
Chief Financial Officer  
PAN: AAHPS9134L

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

## 1. Corporate Information

TTK Prestige Limited ('TTK' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at Plot No. 38, SIPCOT Industrial Complex, Hosur, Tamilnadu – 635126. The Company's shares are listed and traded on Stock Exchanges in India. The Company is primarily engaged in the business of Kitchen and Home Appliances.

## 2. Significant Accounting Policies

## a. Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Sec 133 of the Companies Act 2013 and other relevant provisions of the Act as amended thereto.

**New Amended standards and Interpretation:**

- a) Ind AS 1 Presentation of Financial Statements - Substitution of the definition of term 'Material'
- b) Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors - In order to maintain consistency with Ind AS 1, respective changes have been made to Ind AS 8 also.
- c) Ind AS 10 Events after the Reporting Period - Clarification on the disclosures requirements to be made in case of a material non-adjusting event.
- d) Ind AS 34 Interim Financial Reporting - In order to maintain consistency with the amendments made in other Ind AS, respective changes have been made to Ind AS 34.
- e) Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets - Clarification on the accounting treatment for restructuring plans.
- f) Ind AS 103 Business Combination - Detailed guidance on term 'Business' and 'Business Combination' along with providing an Optional test to identify concentration of Fair Value.
- g) Ind AS 107 Financial Instruments: Disclosures - Clarification on certain disclosures to be made in respect of uncertainty arising from interest rate benchmark reforms.
- h) Ind AS 109 Financial Instruments - Clarification on temporary exceptions from applying specific hedge accounting requirements along with providing guidance on transition for hedge accounting.
- i) Ind AS 116 Leases - Clarification on whether rent concessions as a direct consequence of

COVID- 19 pandemic can be accounted as lease modification or not.

None of the amendments has any material impact on the financial statements for the current year.

**New standard notified but not effective** - None.

## b. Basis of Preparation and Presentation:

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

As the operating cycle cannot be identified easily in normal course, the same has been assumed to have duration of 12 months. Accordingly, 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 Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

## c. Fair Value Measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed in line with the Company's accounting policies. For this analysis, the company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### d. Use of Estimates and Judgments:

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

Estimates and underlying assumptions are reviewed on an ongoing basis at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

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 provided in Note 5.1

### e. Financial Instruments

#### 1. *Financial Assets - Investment in subsidiaries, associates and joint ventures:*

The Company records the investments in subsidiaries, associates and joint ventures at cost less impairment loss, if any.

#### 1 (a) *Financial Assets - Other than investment in subsidiaries, associates and joint ventures*

Financial assets other than investment in subsidiaries, associates and joint ventures comprise of investments in equity and debt securities, trade receivables, cash and cash equivalents and other financial assets.

#### Initial Recognition:

All financial assets are recognized initially at Fair value or in case of financial assets not recorded at FVTPL, transaction costs that are attributable to the Acquisition of the financial asset. Purchase or sales of financial asset within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date.

#### Subsequent measurement:

##### (i) *Financial assets measured at amortized cost:*

Financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost using effective interest rate (EIR) method. The EIR amortization is recognized as finance income in the statement of profit and loss.

The Company while applying above criteria has classified the following at amortized cost

- a) Trade receivable
- b) Other financial assets

##### (ii) *Financial Asset at FVTOCI*

Financial assets that are held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial asset and the contractual terms of financial assets give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair value movements in financial assets at FVTOCI are recognized in other comprehensive income.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Equity instruments held for trading are classified as FTVPL. For other equity instruments the Company classifies the same as FVTOCI. The classification is made on initial recognition and is irrevocable. Fair value changes on equity instruments at FVTOCI excluding dividends, are recognized in other comprehensive income (OCI).

(iii) *Financial asset at FVTPL*

Financial asset are measured at fair value through Profit and loss if it does not meet the criteria for classification as measured at amortized cost or at fair value through other comprehensive income. All fair value changes are recognized in the Statement of Profit and loss.

**1 (b) De-recognition on financial asset:**

Financial assets are de-recognized when the contractual right to cash flows from the financial asset expires or the financial asset is transferred and the transfer qualifies for De-recognition. On De-recognition of a financial asset in its entirety, the difference between the carrying amount (measured at the date of De-recognition) and the consideration received (including any new asset obtained less any new liability Assumed) shall be recognized in the statement of profit and loss (except for equity instruments designated as FVTOCI).

**1 (c) Impairment of financial asset:**

Trade receivables under IND AS 109, investments in debt instruments that are carried at amortized cost, investments in debt instruments that are carried at FVTOCI are tested for impairment based on the expected credit losses for their respective financial asset.

(i) *Trade receivable:*

An impairment analysis is performed at each reporting date. The expected credit losses over lifetime of the asset are estimated by adopting the simplified approach using a provision matrix which is based on historical loss rate reflecting future economic conditions. In this approach assets are grouped on the basis of similar credit characteristics such as industry, customer segment, past due status and other factors which are relevant to estimate the expected cash loss from these assets.

(ii) *Other financial assets:*

Other financial assets are tested for impairment and expected credit losses are measured at an amount equal to 12 month expected credit loss. If the credit risk on the financial asset has increased significantly

since initial recognition, then the expected credit losses are measured at an amount equal to life-time expected credit loss.

**2. Financial Liabilities:**

Initial recognition and measurement:

Financial liabilities are initially recognized at fair value plus any transaction cost that are attributable to the acquisition of financial liability except financial liabilities at fair value through profit and loss which are initially measured at fair value.

Subsequent measurement:

The financial liabilities are classified for subsequent measurement into following categories

- at amortized cost
- at fair value through profit and loss

**De-recognition of Financial Liabilities**

A financial liability is derecognized when and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

**3. Derivative Financial Instruments:**

Foreign exchange forward contracts and options are entered into by the Company to mitigate the risk of changes in foreign exchange rates associated with certain payables, receivables and forecasted transactions denominated in certain foreign currencies. These derivative contracts that do not qualify for hedge accounting under IND AS 109, are initially recognized at fair value on the date the contract is entered into and subsequently measured through Profit or Loss. Gains or loss arising from changes in the fair value of the derivative contracts are recognized in profit or loss.

**4. Offsetting of Financial Assets and Liabilities:**

Financial assets and liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has a legal right to offset the recognized amounts and intends either to settle on a net basis or to realize the assets and settle the liability simultaneously.

**5. Reclassification of Financial Assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business are expected to be infrequent.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

### f. Property, Plant and Equipment

Property plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Cost includes expenditure that is directly attributable to acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

When parts of an item of Property, Plant and equipment have differential useful life, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and equipment and are recognized net within other income/ other expenses in the statement of profit and loss account.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognized. The cost of day to day servicing is recognized in the statement of profit and loss account. All other repair and maintenance costs are recognized in profit or loss as incurred.

Depreciation on fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been re-assessed as under based on technical evaluation, taking into the account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties, maintenance support, etc.

- Plant and machinery – 5 to 20 years
- Electrical installations and equipment – 5 to 20 years
- Tools and Moulds - 3 to 10 years

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

### g. Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is de-recognized.

Software is amortized @ 20% on straight line basis.

### h. Investment Property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

An investment property is de-recognized upon disposal or when the investment property is permanently

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is de-recognized.

#### i. Impairment of Non-financial Assets

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets of the Company. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

#### j. Leases

On inception of a contract, the company assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company statement of financial position as a right-of-use asset and a lease liability.

Lease contracts may contain both lease and non-lease components. The company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use asset recognised at lease commencement includes the amount of lease liability recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term. Right-of-use assets are also adjusted for any re-measurement of lease liabilities.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed'

payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

The Company has opted not to apply the lease accounting model to leases of low-value assets or leases which have a term of less than 12 months.

#### k. Foreign Currency Transactions

##### • Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

##### • Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were fair value measured.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

### **i. Cash and Cash Equivalents (for the purpose of cash flow statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

### **m. Inventories**

Inventories are valued at the lower of cost (computed on a Weighted Average basis) or net realizable value. Cost includes the cost of purchase including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts, rebates and benefits are deducted in determining the cost of purchase. Net realizable value represents the estimated selling price for the inventories less all estimated costs of completion and costs necessary to make the sale.

Finished goods and Work in Progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### **n. Provisions**

#### **General**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### **Warranty Provisions**

Provisions for warranty-related costs are recognized when the goods are sold to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

### **o. Revenue Recognition**

#### **• Revenue from Sale of Goods:**

Sales are stated at net of returns and GST. Sales Revenue is recognized when:

Revenue is recognized at a point in time upon transfer of control over the products sold to customers which generally coincides with the delivery of goods at customer premises.

The goods are often sold with volume discounts based on aggregate sales over a defined period typically ranging between 1 month -12 months. Revenue from these sales are recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A contract liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. The Company adjusts estimate of revenue at the earlier of when the most likely amount of consideration company expects to receive changes or when the consideration becomes fixed. No element of financing is deemed present as the sales are made with a credit term of 30-120 days, which is consistent with market practice. The Company's obligation to provide a refund for faulty products under the standard warranty terms is recognised as a provision, see note 3.19 for details.

#### **• Interest Income**

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability.

When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. Interest arising on overdue bills is recognized on date of reliable measurement being the date of settlement.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

- **Dividend Income**

Dividend income from investments is accounted for when the right to receive the payment is established.

**p. Employee Benefits**

- **Defined Contribution Plan (Provident fund)**

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognized as an expense in the Statement of Profit and Loss. The contributions as specified under the law are paid to respective Regional Provident fund commissioner.

- **Defined Contribution Plan (Superannuation)**

The eligible employees of the Company are entitled to receive benefits under the superannuation scheme, a defined contribution plan, in which the Company makes annual contributions of a specified sum, which is recognized as an expense in the Statement of Profit and Loss. The Contributions are by way of annual premium payable in respect of a superannuation policy issued by the Life Insurance Corporation of India, which confers benefits to retired/resigned employees based on policy norms. No other liabilities are incurred by the Company in this regard.

- **Defined Benefit Plans (Gratuity and compensated absences)**

The Company makes annual contributions to gratuity funds administered by the trustees for amounts notified by the funds. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date.

Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the Balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to Statement of Profit and Loss. Past service cost is recognized in Statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount

rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement.

The Company presents the first two components of defined benefit costs in statement profit and loss in the line item "Employee Benefits Expenses". Curtailment gains and losses are accounted for as past service costs.

The defined benefit 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 reductions in future contributions to the plans.

- **Compensated Absences**

The Company has a scheme for compensated absences for employees, the liability for which is determined on the basis of an actuarial valuation, carried out at the balance sheet date.

- **Other Employee Benefits**

Other benefits, comprising of Leave Travel Allowances, are determined on an undiscounted basis and recognized based on the likely entitlement thereof.

- **Termination Benefits**

A liability for a termination benefit is recognized at the earlier of when the company can no longer withdraw the offer of the termination benefit and when the company recognizes any related restructuring costs.

**q. Taxes**

- **Current Income Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities on the taxable income of the year. The tax rates and tax laws used for computation of current tax includes those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

Current tax is recognized in the statement of profit and loss except to the extent it relates to an item recognized directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

- **Deferred Tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and a liability in the financial statements and the corresponding tax base used in the computation of taxable profit and is accounted for using the balance sheet method. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

- **Current and Deferred Tax charge for the Year**

Current and deferred tax are recognized in the Statement of profit and loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

### r. **Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

## 3.1 A - Property Plant and Equipments

(₹ in Crores)

| Description                   | Land  | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Office equipment | Electrical Installations | Tools Moulds and Dies | Total  |
|-------------------------------|-------|-----------|---------------------|------------------------|----------|------------------|--------------------------|-----------------------|--------|
| As at 01 April 2019           | 38.79 | 167.70    | 188.02              | 15.95                  | 1.80     | 8.14             | 29.14                    | 14.60                 | 464.14 |
| Additions during the year     | 4.49  | 37.92     | 10.58               | 5.56                   | 0.13     | 2.34             | 4.45                     | 3.42                  | 68.89  |
| Adjustment during the year    | -     | -         | -                   | -                      | -        | 0.01             | (0.01)                   | -                     | -      |
| Deletions during the year     | -     | (0.03)    | (3.14)              | (0.16)                 | (0.55)   | (0.21)           | (0.22)                   | (0.01)                | (4.32) |
| As at 31 March 2020           | 43.28 | 205.59    | 195.46              | 21.35                  | 1.38     | 10.28            | 33.36                    | 18.01                 | 528.71 |
| Additions during the year     | -     | 4.09      | 7.96                | 0.44                   | 0.10     | 1.26             | 0.65                     | 2.63                  | 17.13  |
| Adjustment during the year    | -     | -         | -                   | -                      | -        | -                | -                        | -                     | -      |
| Deletions during the year     | -     | -         | (5.11)              | -                      | (0.41)   | -                | -                        | -                     | (5.52) |
| As at 31 March 2021           | 43.28 | 209.68    | 198.31              | 21.79                  | 1.07     | 11.54            | 34.01                    | 20.64                 | 540.32 |
| Depreciation and Amortization |       |           |                     |                        |          |                  |                          |                       |        |
| As at 01 April 2019           | -     | 23.92     | 51.30               | 4.57                   | 0.82     | 2.78             | 8.10                     | 3.16                  | 94.65  |
| Charge for the year           | -     | 6.43      | 14.16               | 1.92                   | 0.31     | 1.37             | 1.65                     | 1.87                  | 27.71  |
| Adjustment for the year       | -     | -         | -                   | -                      | -        | -                | -                        | -                     | -      |
| Deletions during the year     | -     | (0.03)    | (2.85)              | (0.16)                 | (0.51)   | (0.21)           | (0.22)                   | (0.01)                | (3.99) |
| As at 31 March 2020           | -     | 30.32     | 62.61               | 6.33                   | 0.62     | 3.94             | 9.53                     | 5.02                  | 118.37 |
| Charge for the year           | -     | 7.47      | 15.01               | 2.29                   | 0.20     | 1.65             | 1.96                     | 2.20                  | 30.78  |
| Adjustment for the year       | -     | -         | -                   | -                      | -        | -                | -                        | -                     | -      |
| Deletions during the year     | -     | -         | (4.99)              | -                      | (0.35)   | -                | -                        | -                     | (5.34) |
| As at 31 March 2021           | -     | 37.79     | 72.63               | 8.62                   | 0.47     | 5.59             | 11.49                    | 7.22                  | 143.81 |
| <b>Net Book Value</b>         |       |           |                     |                        |          |                  |                          |                       |        |
| As at 31 March 2021           | 43.28 | 171.89    | 125.68              | 13.17                  | 0.60     | 5.95             | 22.52                    | 13.42                 | 396.51 |
| As at 31 March 2020           | 43.28 | 175.27    | 132.85              | 15.02                  | 0.76     | 6.34             | 23.83                    | 12.99                 | 410.34 |

Note :

a) Properties at Karjan Plant having carrying value of ₹ 197.72 Crores (PY ₹ 206.37 Crores) have been offered as security to Hongkong and Shanghai Banking Corporation against the guarantee issued by the company in favor of TTK British Holdings Limited (100 % subsidiary) in respect of their borrowings.

**3.1 B - Right of use Assets**

| Description                | Buildings    | Vehicles    | Total        |
|----------------------------|--------------|-------------|--------------|
| As at 1st April 2019       | 13.05        | 0.85        | 13.90        |
| Additions during the year  | 6.56         | 0.07        | 6.63         |
| Adjustment during the year | -            | -           | -            |
| Deletions during the year  | -            | -           | -            |
| As at 1st April 2020       | 19.61        | 0.92        | 20.53        |
| Additions during the year  | 17.00        | 0.41        | 17.41        |
| Adjustment during the year | -            | -           | -            |
| Deletions during the year  | -            | (0.07)      | (0.07)       |
| <b>As at 31 March 2021</b> | <b>36.61</b> | <b>1.26</b> | <b>37.87</b> |
| Depreciation               |              |             |              |
| As at 1st April 2019       | -            | -           | -            |
| Depreciation               | 4.85         | 0.20        | 5.05         |
| Impairment                 | -            | -           | -            |
| As at 1st April 2020       | 4.85         | 0.20        | 5.05         |
| Depreciation               | 6.15         | 0.23        | 6.38         |
| Impairment                 | -            | -           | -            |
| <b>As at 31 March 2021</b> | <b>11.00</b> | <b>0.43</b> | <b>11.43</b> |
| <b>Net Book Value</b>      |              |             |              |
| <b>As at 31 March 2021</b> | <b>25.61</b> | <b>0.83</b> | <b>26.44</b> |
| <b>As at 31 March 2020</b> | <b>14.76</b> | <b>0.72</b> | <b>15.48</b> |

**3.1 C - Capital Work in Progress\***

| Particulars                | 31-Mar-21    |
|----------------------------|--------------|
| As at 1st April 2019       | 20.60        |
| Additions during the year  | 45.92        |
| Adjustment during the year | (60.79)      |
| As at 1st April 2020       | 5.73         |
| Additions during the year  | 21.22        |
| Adjustment during the year | (8.94)       |
| <b>As at 31 March 2021</b> | <b>18.01</b> |

\* Capital Work in Progress primarily comprises of Racking Systems installations at Warehouse Locations and Machinery installations at Factory Locations.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

## 3.1 D - Intangible Assets

| Description                 | Computers Software |
|-----------------------------|--------------------|
| As at 1st April 2019        | 6.74               |
| Additions during the year   | 1.56               |
| Adjustment during the year  | -                  |
| Deletions during the year   | -                  |
| As at 1st April 2020        | 8.30               |
| Additions during the year   | 0.14               |
| Adjustment during the year  | -                  |
| Deletions during the year   | -                  |
| As at 31 March 2021         | 8.44               |
| Amortization and Impairment |                    |
| As at 1st April 2019        | 4.35               |
| Amortization                | 1.86               |
| Impairment/ Reversals       | -                  |
| As at 1st April 2020        | 6.21               |
| Amortization                | 0.76               |
| Impairment/ Reversals       | -                  |
| As at 31 March 2021         | 6.97               |
| <b>Net Book Value</b>       |                    |
| As at 31 March 2021         | 1.47               |
| As at 31 March 2020         | 2.09               |

## 3.2 Investment ( Non Current)

| Particulars                                                                              | 31-Mar-21     | 31-Mar-20     |
|------------------------------------------------------------------------------------------|---------------|---------------|
| Investments in Equity Instruments-Fully Paid Up                                          |               |               |
| (i) Subsidiaries (Unquoted)                                                              |               |               |
| TTK British Holdings Limited (CY 2,07,00,000 Shares PY 1,87,00,000 Shares of GBP 1 each) | 192.69        | 173.53        |
| (ii) Other-Quoted                                                                        |               |               |
| TTK Healthcare Limited (CY 1440 Shares,PY 1440 Shares)                                   | 0.07          | 0.05          |
| <b>Total</b>                                                                             | <b>192.76</b> | <b>173.58</b> |

## Foot Note:

## (i) Aggregate Amount of Quoted Investment

| Particulars   | 31-Mar-21 | 31-Mar-20 |
|---------------|-----------|-----------|
| -Cost         | 0.02      | 0.02      |
| -Market Value | 0.07      | 0.05      |

(ii) Aggregate Amount of Unquoted Investments is ₹ 192.69 crores (Previous Year- ₹ 173.53 crores)

(iii) Aggregate Amount of Impairment in Value of investment-NIL

**3.3 Other Non-Current Financial Assets**

| Particulars                                     | 31-Mar-21    | 31-Mar-20 |
|-------------------------------------------------|--------------|-----------|
| Term Deposits with Maturity more than 12 Months | 17.91        | -         |
| <b>Total</b>                                    | <b>17.91</b> | <b>-</b>  |

**3.4 Other Non Current Assets**

| Particulars       | 31-Mar-21    | 31-Mar-20    |
|-------------------|--------------|--------------|
| Capital Advances  | 5.92         | 3.82         |
| Security Deposits | 7.80         | 7.06         |
| Prepaid Expenses  | 0.23         | 0.26         |
| <b>Total</b>      | <b>13.95</b> | <b>11.14</b> |

**3.5 Inventories**

| Particulars           | 31-Mar-21     | 31-Mar-20     |
|-----------------------|---------------|---------------|
| (a) Raw-Materials     | 119.69        | 86.85         |
| (b) Work in Progress  | 23.28         | 19.43         |
| (c) Finished Goods    | 81.92         | 125.81        |
| (d) Stock in Trade    | 148.31        | 157.84        |
| (e) Stock in Transit  | 10.90         | 5.62          |
| (f) Stores and Spares | 9.31          | 8.43          |
| <b>Total</b>          | <b>393.41</b> | <b>403.98</b> |

**Note:**

- (i) During the year ended 31st March 2021, ₹ 6.10 crores (Previous year : ₹ 4.47 crore) was recognised/(reversed) as an expense for Inventories carried at Net Realisable value.
- (ii) Mode of Valuation: Inventories are valued at lower of cost, computed on a weighted average basis and estimated net realisable value, after providing for cost of obsolescence and other anticipated losses, wherever considered necessary. Finished Goods and Work in progress include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

## 3.6 Investments

| Particulars                                                                                                                   | As at 31st March 2021 | As at 31st March 2020 |
|-------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Unquoted (NAV Available)</b>                                                                                               |                       |                       |
| <b>Investment in Mutual Funds (At Fair Value through P &amp; L)</b>                                                           |                       |                       |
| Aditya Birla Sun Life Savings Fund - Regular Plan- NIL units - (P.Y. 21,05,809.575 units)                                     | -                     | 21.09                 |
| Axis Treasury Advantage Fund - Regular Plan - NIL units (P.Y. 2,90,966.409 units)                                             | -                     | 29.28                 |
| Axis Treasury Advantage Fund - Regular Plan - 13,700.403 units (P.Y. NIL units)                                               | 3.29                  | -                     |
| DSP Low Duration Fund - Regular Plan -NIL units (P.Y. 2,28,97,791.276 units)                                                  | -                     | 23.11                 |
| DSP Low Duration Fund - Regular Plan - 2,08,71,987.002 units (P.Y. NIL units)                                                 | 26.54                 | -                     |
| Franklin India Savings Fund - Retail Option - NIL units (P.Y. 89,78,330.155 units)                                            | -                     | 9.04                  |
| HDFC Low Duration Fund - Regular Plan - 2,25,80,418.784 units (P.Y. 2,91,16,530.126 units)                                    | 22.90                 | 29.53                 |
| ICICI Prudential Medium Term Bond Fund - Regular Plan - 23,80,486.185 units (P.Y. NIL units)                                  | 8.08                  | -                     |
| ICICI Prudential Ultra Short Term Fund - Regular Plan - Growth - 1,32,65,831.656 units (P.Y. 1,32,65,831.656 units)           | 28.61                 | 27.02                 |
| IDFC Arbitrage Fund - Direct Plan - NIL units (P.Y. 86,74,864.743 units)                                                      | -                     | 11.48                 |
| IDFC Arbitrage Fund - Regular Plan - NIL units (P.Y. 1,31,17,506.246 units)                                                   | -                     | 16.69                 |
| IDFC Corporate Bond Fund - Regular Plan -2,52,21,206.669 units (P.Y. NIL units)                                               | 37.89                 | -                     |
| IDFC Low Duration Fund - Regular Plan - NIL units (P.Y. 2,83,09,474.901 units)                                                | -                     | 28.51                 |
| Invesco India Treasury Advantage Fund - Regular Plan - NIL units (P.Y. 3,12,298.156 units)                                    | -                     | 31.55                 |
| Kotak Floating Rate Fund - Regular Plan - 2,68,586.026 units (P.Y. NIL units)                                                 | 30.88                 | -                     |
| Kotak Low Duration Fund - Regular Plan - 1,17,305.14 units (P.Y. 85,666.222 units)                                            | 30.83                 | 21.11                 |
| Kotak Savings Fund - Regular Plan - NIL units (P.Y. 40,87,895.811 units)                                                      | -                     | 4.12                  |
| Nippon India Floating Rate Fund - Regular Plan - 89,72,128.733 units (P.Y. 31,66,049.815 units)                               | 31.09                 | 10.06                 |
| SBI Magnum Low Duration Fund - Regular Plan - 3,16,240.975 units (P.Y. 3,16,240.975 units)                                    | 33.88                 | 32.06                 |
| L & T Low Duration Fund - Regular Plan - 1,24,70,392.249 units (P.Y. NIL units)                                               | 27.66                 | -                     |
| Nippon India Money Market Fund - Regular Plan - 53,219.504 units (P.Y. NIL units)                                             | 17.01                 | -                     |
| Nippon India Low Duration Fund - Regular Plan - 1,05,349.369 units (P.Y. NIL units)                                           | 30.80                 | -                     |
| SBI Magnum Corporate Bond Fund - Regular Plan -2,06,67,588.04 units (P.Y. NIL units)                                          | 24.97                 | -                     |
| Sundaram Corporate Bond Fund - Regular Plan- 54,59,933.319 units (P.Y. NIL units)                                             | 17.08                 | -                     |
| TATA Treasury Advantage Fund - Regular Plan - 61,338.062 units (P.Y. NIL units)                                               | 18.86                 | -                     |
| <b>Total -Aggregate value of Unquoted Investments</b>                                                                         | <b>390.37</b>         | <b>294.65</b>         |
| <b>Investment in Non - Convertible Debentures and Bonds (Amortized cost)</b>                                                  |                       |                       |
| EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED-NIL Units (P.Y.2630 Units) (Coupon Rate 21.98%,Redemption Date-16th Feb 2021)" | -                     | 26.30                 |
| BHARAT BOND ETF - APRIL 2023 - Regular Plan - Growth - 1,00,000 units (P.Y.1,00,000 units)                                    | 10.00                 | 10.00                 |
| BHARAT BOND FOF - APRIL 2025 - Regular Plan - GR - 1,99,99,000.05 units (P.Y. NIL units)                                      | 20.00                 | -                     |
| <b>Total</b>                                                                                                                  | <b>30.00</b>          | <b>36.30</b>          |
| <b>Grand Total</b>                                                                                                            | <b>420.37</b>         | <b>330.95</b>         |

**3.7 Trade Receivables**

| Particulars                    | 31-Mar-21     | 31-Mar-20     |
|--------------------------------|---------------|---------------|
| From related parties           | 0.40          | 0.58          |
| Others                         | 271.51        | 255.38        |
| <b>Total Trade Receivables</b> | <b>271.91</b> | <b>255.96</b> |

|                                     | 31-Mar-21     | 31-Mar-20     |
|-------------------------------------|---------------|---------------|
| <b>Trade Receivables</b>            |               |               |
| Unsecured, considered good          | 271.91        | 255.96        |
| Significant Increase in credit risk | -             | -             |
| Credit impaired                     | 36.59         | 16.47         |
| <b>Total</b>                        | <b>308.50</b> | <b>272.43</b> |
| Less: Loss Allowance                | 36.59         | 16.47         |
| <b>Total Trade Receivables</b>      | <b>271.91</b> | <b>255.96</b> |

No Trade Receivable is due from directors or other officers of the company either severally or jointly with any other person.

| MOVEMENT IN PROVISION FOR DOUBTFUL DEBTS | 31-Mar-21    | 31-Mar-20    |
|------------------------------------------|--------------|--------------|
| <b>Opening Balance</b>                   | <b>16.47</b> | <b>11.04</b> |
| Charge for the year                      | 21.72        | 5.65         |
| Utilised                                 | 1.60         | 0.22         |
| Unused amounts reversed                  | -            | -            |
| <b>Closing Balance</b>                   | <b>36.59</b> | <b>16.47</b> |

**3.8 Cash and Cash Equivalents**

| Particulars                            | 31-Mar-21    | 31-Mar-20    |
|----------------------------------------|--------------|--------------|
| (A) Balances with banks:               |              |              |
| On current accounts                    | 10.17        | 34.71        |
| (B) Cheques on Hand                    | 1.76         | 0.26         |
| (C) Cash in Hand                       | 0.03         | 0.09         |
| <b>Total Cash and Cash Equivalents</b> | <b>11.96</b> | <b>35.06</b> |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 3.9 Other Balances with Banks

| Particulars                            | 31-Mar-21    | 31-Mar-20   |
|----------------------------------------|--------------|-------------|
| Earmarked Bank Balances                |              |             |
| i) Unpaid Dividend Bank Account        | 1.45         | 1.37        |
| ii) Bank Balances held as Margin Money | 1.58         | 2.72        |
| iii) Term Deposits with Banks          | 82.39        | 0.44        |
| <b>Total</b>                           | <b>85.42</b> | <b>4.53</b> |

## 3.10 Other Current Financial Assets

| Particulars                 | 31-Mar-21   | 31-Mar-20   |
|-----------------------------|-------------|-------------|
| Accrued Interest Receivable | 3.52        | 3.73        |
| <b>Total</b>                | <b>3.52</b> | <b>3.73</b> |

## 3.11 Other Current Assets

| Particulars                                     | 31-Mar-21    | 31-Mar-20    |
|-------------------------------------------------|--------------|--------------|
| Advance to Employees Unsecured, considered good | 0.28         | 0.26         |
| Other Advances Unsecured, considered good       | 24.88        | 15.55        |
| Prepaid Expenses                                | 2.38         | 2.39         |
| Prepayment-Lease Rentals                        | 0.03         | 0.03         |
| Balances With Customs                           | -            | 0.64         |
| GST Receivables(Net)                            | 36.72        | 25.23        |
| Gratuity Fund                                   | 0.25         | -            |
| <b>Total</b>                                    | <b>64.54</b> | <b>44.10</b> |

**3.12 Equity Share Capital**

| Particulars                                                                                        | 31-Mar-21    | 31-Mar-20    |
|----------------------------------------------------------------------------------------------------|--------------|--------------|
| <b>Authorised Share Capital</b>                                                                    |              |              |
| 1,50,00,000 Equity shares of ₹ 10 each with voting rights                                          | 15.00        | 15.00        |
| <b>Total</b>                                                                                       | <b>15.00</b> | <b>15.00</b> |
| <b>Issued and Subscribed Share Capital:</b>                                                        |              |              |
| 1,39,61,402 Equity shares of ₹10 each<br>(Previous Year 1,39,61,402 Equity Shares of ₹ 10/- each)  | 13.96        | 13.96        |
| <b>Paid Up Share Capital</b>                                                                       |              |              |
| 1,38,61,402 Equity Shares of ₹ 10 each<br>(Previous Year 1,38,61,402 Equity Shares of ₹ 10/- each) | 13.86        | 13.86        |
| <b>Total</b>                                                                                       | <b>13.86</b> | <b>13.86</b> |

1. Paid Up Share Capital of 1,38,61,402 shares (Previous Year: 1,38,61,402 shares) includes 1,01,79,297 (Previous Year : 1,01,79,297 shares) of ₹ 10 each allotted as Bonus Shares fully paid-up by capitalisation of reserves and 20,106 shares issued to shareholders of M/s.Prestige Housewares India Limited(PHIL) consequent to merger of PHIL with TTK Prestige Limited. The Paid Up Share Capital also includes 9,979 shares of ₹ 10 each issued to shareholders of Triveni Bialelli Industries Private Limited as per the demerger scheme approved by the Honorable High Courts of Madras and Bombay.
2. During the FY 2019-20, 23,10,233 nos of Bonus Shares have been allotted on 17th May 2019 (pursuant to the Share Holders resolution, dated 3rd May 2019 approving the same), thus increasing the paid up share capital to ₹ 13.86 Crores. These bonus shares rank paripassu in all respects with the existing shares and will be entitled to any dividend declared after 17th May 2019.
3. During the year 2017-18, the Company completed Buy back of 1,00,000 Equity shares @ ₹ 7,000 per share aggregating to ₹ 70 crores. The Excess amount over Face value of these shares along with expenses relating to Buy back have been debited to Securities Premium Reserve in accordance with the provisions of the Companies Act.
4. The Authorized Share capital remains the same i.e. ₹ 15 Crores divided into 1,50,00,000 equity shares of ₹10 each.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

## 3.12a Movement in Respect of Equity Shares is given below :

| Particulars                               | 31-Mar-21          |              | 31-Mar-20          |              |
|-------------------------------------------|--------------------|--------------|--------------------|--------------|
|                                           | Nos.               | Amount       | Nos.               | Amount       |
| At the beginning of the year              | 1,38,61,402        | 13.86        | 1,15,51,169        | 11.55        |
| (+) Issued during the year                | -                  | -            | 23,10,233          | 2.31         |
| <b>Outstanding at the end of the year</b> | <b>1,38,61,402</b> | <b>13.86</b> | <b>1,38,61,402</b> | <b>13.86</b> |

## 3.12b Details of Shareholders Holding more than 5% shares in the Company

| Particulars                                           | 31-Mar-21 |              | 31-Mar-20 |              |
|-------------------------------------------------------|-----------|--------------|-----------|--------------|
|                                                       | Nos.      | % of Holding | Nos.      | % of Holding |
| T.T. Krishnamachari & Co. represented by its partners | 83,64,400 | 60.34%       | 83,64,400 | 60.34%       |
| Axis Capital Builder Fund                             | 8,40,253  | 6.06%        | 10,49,847 | 7.57%        |

## 3.12c Details of Dividend Declared and Paid

During the year, Dividend of ₹ 27.72 Crores ( ₹ 20 Per share) pertaining to the year 2019-20 and Interim Dividend of ₹ 27.72 Crores ( ₹ 20 Per Share) pertaining to the FY 2020-21 was paid. Proposed final dividend for FY 2020-21 is ₹ 30 per share (Refer note 5.17). The total dividend for FY 2020-21 is ₹ 69.30 Crores ( ₹ 50 Per Share).

## 3.13 Other Equity

| Particulars                | 31-Mar-21       | 31-Mar-20       |
|----------------------------|-----------------|-----------------|
| Security Premium Reserve   | 37.77           | 37.77           |
| General Reserve            | 243.10          | 220.10          |
| Revaluation Reserve        | 2.15            | 2.15            |
| Capital Reserve            | 15.51           | 15.51           |
| Capital Redemption Reserve | 0.10            | 0.10            |
| Retained Earnings          | 1,168.27        | 1,011.81        |
| Other Items of OCI         | (0.74)          | (0.76)          |
| <b>Total</b>               | <b>1,466.16</b> | <b>1,286.68</b> |

**3.14 Provisions**

| Particulars                        | 31-Mar-21   | 31-Mar-20   |
|------------------------------------|-------------|-------------|
| Provision for Employee Benefits :- |             |             |
| Compensated Absence Liabilities    | 0.05        | 1.09        |
| Gratuity Liabilities               | -           | 3.36        |
| <b>Total</b>                       | <b>0.05</b> | <b>4.45</b> |

**3.15 Deferred Tax Asset(s) / (Liabilities)**
**Components of Deferred Tax Assets and Liabilities**

| Particulars                                                                       | 31-Mar-21     | 31-Mar-20    |
|-----------------------------------------------------------------------------------|---------------|--------------|
| <b>A. Deferred Tax Liabilities</b>                                                |               |              |
| Temporay Difference on Fixed Assets Depreciation between Companies Act and IT Act | 32.12         | 32.28        |
| MTM Gain on Mutual Fund                                                           | 2.90          | -            |
| <b>Total (A)</b>                                                                  | <b>35.02</b>  | <b>32.28</b> |
| <b>B. Deferred Tax Assets</b>                                                     |               |              |
| Leases                                                                            | (0.43)        | -            |
| <b>Total (B)</b>                                                                  | <b>(0.43)</b> | <b>-</b>     |
| <b>Net Deferred Tax Liabilities</b>                                               | <b>34.59</b>  | <b>32.28</b> |

**Reconciliation of Deferred Tax Liabilities / Asset(s)- Net**

| Particulars                                                       | 31-Mar-21    | 31-Mar-20    |
|-------------------------------------------------------------------|--------------|--------------|
| <b>Opening balance</b>                                            | <b>32.28</b> | <b>43.69</b> |
| Tax (income)/expense during the year recognised in profit or loss | 2.31         | (11.41)      |
| <b>Closing balance</b>                                            | <b>34.59</b> | <b>32.28</b> |

**3.16 Trade Payables - Current**

| Particulars                 | 31-Mar-21     | 31-Mar-20     |
|-----------------------------|---------------|---------------|
| Micro and Small Enterprises | 31.48         | 31.72         |
| <b>Total</b>                | <b>31.48</b>  | <b>31.72</b>  |
| Other payables              | 166.27        | 154.75        |
| Related parties             | 1.99          | 0.29          |
| <b>Total</b>                | <b>168.26</b> | <b>155.04</b> |
| <b>Total</b>                | <b>199.74</b> | <b>186.76</b> |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

## 3.17 Other Financial Liabilities - Current

| Particulars                              | 31-Mar-21     | 31-Mar-20     |
|------------------------------------------|---------------|---------------|
| Employee Related Liabilities             | 8.97          | 7.60          |
| Employee Bonus and Incentives            | 24.34         | 19.31         |
| Creditors for Capital Goods and Services | 3.64          | 2.41          |
| Unclaimed Dividend                       | 1.45          | 1.37          |
| Provision for Expenses                   | 37.21         | 37.81         |
| Accrual for Schemes                      | 66.43         | 56.02         |
| <b>Total</b>                             | <b>142.04</b> | <b>124.52</b> |

## 3.18 Other Current Liabilities

| Particulars                      | 31-Mar-21    | 31-Mar-20    |
|----------------------------------|--------------|--------------|
| Statutory Liabilities            | 2.99         | 2.77         |
| Advance Collected from customers | 23.54        | 23.18        |
| Provision for Scheme in Kind     | 7.81         | 1.86         |
| <b>Total</b>                     | <b>34.34</b> | <b>27.81</b> |

## 3.19 Provisions

| Particulars                                            | 31-Mar-21   | 31-Mar-20    |
|--------------------------------------------------------|-------------|--------------|
| Other Provisions :- (Refer foot note below)            |             |              |
| Provision for Export Promotion Capital Goods Liability | 0.88        | 12.74        |
| Provision for Warranty                                 | 8.36        | 5.85         |
| <b>Total</b>                                           | <b>9.24</b> | <b>18.59</b> |

## Foot Note:

## Movement in Other Provisions

| Particulars                                            | Year    | Opening Balance | Additions | Amount Used | Amount Reversed | Closing Balance |
|--------------------------------------------------------|---------|-----------------|-----------|-------------|-----------------|-----------------|
| Provision for Export Promotion Capital Goods Liability | 2020-21 | 12.74           | 0.04      | -           | (11.90)         | 0.88            |
|                                                        | 2019-20 | 12.02           | 0.72      | -           | -               | 12.74           |
| Provision for Warranty                                 | 2020-21 | 5.85            | 12.82     | (10.31)     | -               | 8.36            |
|                                                        | 2019-20 | 6.73            | 9.57      | (10.45)     | -               | 5.85            |

**4.1 Revenue From Operations**

| Particulars                     | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|---------------------------------|-----------------------------|-----------------------------|
| <b>Revenue from Operations:</b> |                             |                             |
| Sale of Products                | 2,022.41                    | 1,927.84                    |
| Sale of Scrap                   | 10.64                       | 8.95                        |
| <b>Total</b>                    | <b>2,033.05</b>             | <b>1,936.79</b>             |

**4.2 Other Income**

| Particulars                                        | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|----------------------------------------------------|-----------------------------|-----------------------------|
| Interest Income from Bank Deposits etc.            | 0.73                        | 0.68                        |
| Interest Income on other financial assets          | 1.68                        | 4.11                        |
| Dividend Income from Mutual Funds                  | 8.55                        | 6.22                        |
| Income on Mutual Funds due to change in fair value | 10.43                       | 4.22                        |
| Other Non-Operating Income                         | 6.14                        | 9.38                        |
| <b>Total</b>                                       | <b>27.53</b>                | <b>24.61</b>                |

**4.3 Changes in Inventory of Work-In-Progress, Stock in Trade and Finished Goods**

| Particulars                                                                              | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Opening Balance                                                                          |                             |                             |
| (a) Work in Progress                                                                     | 19.43                       | 20.53                       |
| (b) Finished Goods                                                                       | 125.81                      | 125.50                      |
| (c) Stock in Trade                                                                       | 157.84                      | 157.86                      |
| <b>Total Opening Balance</b>                                                             | <b>303.08</b>               | <b>303.89</b>               |
| Closing Balance                                                                          |                             |                             |
| (a) Work in Progress                                                                     | 23.28                       | 19.43                       |
| (b) Finished Goods                                                                       | 81.92                       | 125.81                      |
| (c) Stock in Trade                                                                       | 148.31                      | 157.84                      |
| (d) Stock in Transit                                                                     | 1.91                        | -                           |
| <b>Total Closing Balance</b>                                                             | <b>255.42</b>               | <b>303.08</b>               |
| <b>Total Changes in Inventory of Work-In-Progress, Stock in Trade and Finished Goods</b> | <b>47.66</b>                | <b>0.81</b>                 |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

## 4.4 Employee Benefits Expense

| Particulars                                         | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-----------------------------------------------------|-----------------------------|-----------------------------|
| Salaries, Wages, Bonus etc.                         | 146.87                      | 147.75                      |
| Company's Contribution to Provident and Other Funds | 7.05                        | 7.04                        |
| Staff Welfare Expenses                              | 12.96                       | 12.33                       |
| <b>Total</b>                                        | <b>166.88</b>               | <b>167.12</b>               |

## 4.5 Finance Costs

| Particulars                   | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-------------------------------|-----------------------------|-----------------------------|
| Interest Costs                | -                           | 0.01                        |
| Interest on Dealer deposits   | 0.90                        | 0.94                        |
| Consortium Charges            | 0.16                        | 0.09                        |
| Interest on Lease Liabilities | 2.01                        | 1.27                        |
| <b>Total</b>                  | <b>3.07</b>                 | <b>2.31</b>                 |

## 4.6 Depreciation and Amortization Expenses

| Particulars                         | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-------------------------------------|-----------------------------|-----------------------------|
| Depreciation                        | 30.78                       | 27.71                       |
| Amortization                        | 0.76                        | 1.86                        |
| Depreciation on Right of Use Assets | 6.38                        | 5.05                        |
| <b>Total</b>                        | <b>37.92</b>                | <b>34.62</b>                |

**4.7 Other Expenses**

| Particulars                                                      | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|------------------------------------------------------------------|-----------------------------|-----------------------------|
| Fuel, Power and Light                                            | 18.84                       | 20.06                       |
| Repairs & Maintenance                                            |                             |                             |
| - building                                                       | 3.06                        | 3.05                        |
| - machinery                                                      | 3.77                        | 4.52                        |
| - others                                                         | 5.85                        | 5.78                        |
| Sales Promotion Expenses                                         | 11.21                       | 13.26                       |
| Sundry Manufacturing Expenses                                    | 5.91                        | 4.46                        |
| Consumption-Stores and Spares                                    | 6.04                        | 8.37                        |
| Short Term Lease Rentals                                         | 10.56                       | 11.11                       |
| Motor Vehicle Expenses                                           | 0.65                        | 0.94                        |
| Bank Charges                                                     | 0.52                        | 2.95                        |
| Rates and taxes                                                  | 1.21                        | 1.73                        |
| Carriage Outwards                                                | 89.39                       | 92.65                       |
| Insurance                                                        | 1.90                        | 1.23                        |
| Advertising and Publicity                                        | 98.57                       | 119.81                      |
| Printing and Stationery                                          | 1.18                        | 1.21                        |
| Passage and Travelling                                           | 5.99                        | 14.33                       |
| Provision for doubtful debts (Refer Note 3.7)                    | 21.72                       | 5.65                        |
| Legal and Professional Charges                                   | 4.69                        | 5.88                        |
| Loss on Sale of Property, Plant and Equipment                    | -                           | 0.11                        |
| Expenditure on Corporate Social Responsibility (Refer Note 5.10) | 5.21                        | 4.60                        |
| Variable Lease Payments                                          | 13.02                       | 12.86                       |
| Distribution Expenses                                            | 12.19                       | 13.29                       |
| Miscellaneous Expenses                                           | 26.67                       | 24.48                       |
| Communication charges                                            | 2.62                        | 2.35                        |
| Service Centre Expenses                                          | 10.75                       | 10.97                       |
| Payment made to Auditors (refer foot note below)                 | 0.53                        | 0.54                        |
| Directors' sitting fee                                           | 0.34                        | 0.30                        |
| Non Executive Directors' Commission                              | 9.01                        | 6.86                        |
| <b>Total</b>                                                     | <b>371.40</b>               | <b>393.35</b>               |

**Note:**

| Particulars                                             | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|---------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Payments to the Auditors as</b>                      |                             |                             |
| (i) For Statutory Audit Fees                            | 0.46                        | 0.42                        |
| (ii) For Limited Reviews/Certification/Taxation Matters | 0.06                        | 0.10                        |
| (iii) For Reimbursement of Expenses                     | 0.01                        | 0.02                        |
| <b>Total</b>                                            | <b>0.53</b>                 | <b>0.54</b>                 |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

## 4.8 Current and Deferred Taxes

| Particulars                                                           | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>(a) Current Tax</b>                                                |                             |                             |
| Current Tax on profits for the year                                   | 76.68                       | 61.24                       |
| Adjustments for Current tax of prior periods                          | (1.05)                      | (0.13)                      |
| <b>Total Current Tax Expenses</b>                                     | <b>75.63</b>                | <b>61.11</b>                |
| <b>(b) Deferred Tax</b>                                               |                             |                             |
| Decrease/(Increase) in Deferred Tax Assets                            | (0.43)                      | 0.27                        |
| (Decrease)/Increase in Deferred Tax Liabilities                       | 2.74                        | (11.68)                     |
| <b>Total Deferred Tax Expenses/(Benefit)</b>                          | <b>2.31</b>                 | <b>(11.41)</b>              |
| <b>Income Tax Expense Recognized in Profit and Loss Account (a+b)</b> | <b>77.94</b>                | <b>49.70</b>                |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

### 5.1 Critical judgments in applying accounting policies & Key sources of estimation uncertainty:

The preparation of the company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying number of assets or liabilities affected in future periods.

#### Critical Judgements in applying Accounting Policies:

##### (i) Lease classification:

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.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. 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.

#### Estimates and Assumptions

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

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are

beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

##### (i) Useful life of Property, Plant & Equipment (PPE)

The Company reviews the estimated useful lives of PPE at the end of each reporting period.

##### (ii) Defined benefit plans, Defined Benefit Obligations (DBO)

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

##### (iii) Estimation of uncertainty relating to the Global health Pandemic on COVID 19 (Refer note 5.18)

### 5.2 Financial Risk Management Objectives and Policies

The Company is exposed primarily to fluctuations in credit, liquidity and interest rate risks and foreign currency exchange rates, which may adversely impact the fair value of its financial instruments. The company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the company.

#### Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk.

#### Price Risk

The Company's listed and non-listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. The investment in listed and unlisted equity securities are not significant.

#### Foreign Currency Risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income 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 entities.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 US Dollars against the functional currency of the company.

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

The Company imports raw materials and finished goods from outside India as well as makes export sales to countries outside the territories in which they operate from. The Company is therefore exposed to foreign currency risk principally arising out of foreign currency movement against the Indian Currency. Foreign currency exchange risks are managed by entering into forward contracts against foreign currency vendor payables.

The Company's outstanding foreign currency exposure is as follows: (USD/EURO/POUNDS in Crores)

| Particulars | Liabilities as at |           | Assets as at |           |
|-------------|-------------------|-----------|--------------|-----------|
|             | 31 Mar'21         | 31 Mar'20 | 31 Mar'21    | 31 Mar'20 |
| USD         | 0.06              | 0.54      | 0.13         | 0.03      |
| Pounds      | 0.00              | 0.00      | 0.00         | 0.00      |
| EURO        | 0.00              | 0.00      | 0.02         | 0.01      |

**Foreign Currency Sensitivity Analysis**

The Company is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

(₹ in Crores)

| USD sensitivity at year end | 31 Mar'21 | 31 Mar'20 |
|-----------------------------|-----------|-----------|
| <b>Receivables:</b>         |           |           |
| Weakening of INR by 5%      | 0.47      | 0.11      |
| Strengthening of INR by 5%  | (0.47)    | (0.11)    |
| <b>Payables</b>             |           |           |
| Weakening of INR by 5%      | (0.22)    | (1.98)    |
| Strengthening of INR by 5%  | 0.22      | 1.98      |

**Credit Risk**

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

Financial instruments that are subject to concentrations of credit risk principally consist of investments classified as loans and receivables, trade receivables, loans and advances, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Company results in material concentration of credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 811.09 Crores and ₹ 630.23 Crores as of March 31, 2021 and March 31, 2020 respectively, being the total of the carrying amount of balances with banks, bank deposits, and Trade receivables, other financial assets and investments excluding equity and preference investments. The Company's exposure to customers is diversified and there are no customers who contributes to more than 10% of outstanding accounts receivable as of March 31, 2021 (no customers as of March 31, 2020).

**Financial Assets that are Neither past due nor Impaired**

Cash and cash equivalents, financial assets carried at fair value and interest-bearing deposits with corporate are neither past due nor impaired. Cash and cash equivalents with banks and interest-bearing deposits placed with corporates, which have high credit rating assigned by international and domestic credit-rating agencies. Financial assets carried at fair value substantially include investment in liquid mutual fund units. With respect to trade receivables and other financial assets that are past due but not impaired, there were no indications as of March 31, 2021, that defaults in payment obligations will occur except as described in note 3.7 on allowances for impairment of trade receivables.

The Company does not hold any collateral for trade receivables and other financial assets. Trade receivables and other financial assets that are neither past due nor impaired relate to new and existing customers and counter parties with no significant defaults in past.

**Trade Receivables**

Customer credit risk is managed by each business unit subject to the company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. At 31 March, 2021, the Company had 3 Customers (31 March, 2020:

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)**

3 customers) that owed the Company more than 5% of the Total receivables, which accounted for approximately 21.74% (31 March 2020: 21.91%) of all the receivables outstanding.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed above under Credit risk. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

**Financial Instruments and Cash Deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury

department in accordance with the company's policy. The cash surpluses of the company are short term in nature and are invested in Liquid Debt Mutual funds and bonds. Hence, the assessed credit risk is low.

**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 consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

The table below summarizes the maturity profile of the company's financial liabilities (excluding lease liabilities- Refer Note 5.7) based on contractual undiscounted payments and financial assets (excluding cash and cash equivalents) based on contractual undiscounted receipts:

| As at 31 March 2021                      | On demand    | Less than 3 months | 3 to 12 months | Total         |
|------------------------------------------|--------------|--------------------|----------------|---------------|
| Trade and Other Payables                 | -            | 199.74             | -              | 199.74        |
| <b>Other Financial Liabilities</b>       |              |                    |                |               |
| Employee Related Liabilities             | 8.97         | -                  | -              | 8.97          |
| Employee Bonus and Incentives            | -            | 16.80              | 7.54           | 24.34         |
| Creditors for capital goods and services | -            | 3.64               | -              | 3.64          |
| Unclaimed Dividend                       | 1.45         | -                  | -              | 1.45          |
| Provision for Expenses                   | -            | 103.64             | -              | 103.64        |
|                                          | <b>10.42</b> | <b>323.82</b>      | <b>7.54</b>    | <b>341.78</b> |
| <b>As at 31 March 2020</b>               |              |                    |                |               |
| Trade and Other Payables                 | -            | 186.76             | -              | 186.76        |
| <b>Other Financial Liabilities</b>       |              |                    |                |               |
| Employee related liabilities             | 7.60         | -                  | -              | 7.60          |
| Employee Bonus and Incentives            | -            | 12.17              | 7.14           | 19.31         |
| Creditors for capital goods and services | -            | 2.41               | -              | 2.41          |
| Unclaimed Dividend                       | 1.37         | -                  | -              | 1.37          |
| Provision for Expenses                   | -            | 93.83              | -              | 93.83         |
|                                          | <b>8.97</b>  | <b>295.17</b>      | <b>7.14</b>    | <b>311.28</b> |

| As at 31 March 2021                              | On demand     | Less than 3 months | 3 to 12 months | > 1 Year     | Total         |
|--------------------------------------------------|---------------|--------------------|----------------|--------------|---------------|
| Investment in Mutual Funds, Bonds and Debentures | 420.37        | -                  | -              | 0.07         | 420.44        |
| Bank Deposits                                    | 1.45          | -                  | 83.97          | -            | 85.42         |
| Other Non-Current Financial Assets               | -             | -                  | -              | 17.91        | 17.91         |
| Trade receivables                                | -             | 271.91             | -              | -            | 271.91        |
| Other Financial Assets                           | -             | 3.52               | -              | -            | 3.52          |
|                                                  | <b>421.82</b> | <b>275.43</b>      | <b>83.97</b>   | <b>17.98</b> | <b>799.20</b> |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(₹ in Crores)

**As at 31 March 2020**

|                            |               |               |              |             |               |
|----------------------------|---------------|---------------|--------------|-------------|---------------|
| Investment in Mutual Funds | 304.65        |               | 26.30        | 0.05        | 331.00        |
| Bank Deposits              | 1.37          | -             | 3.16         | -           | 4.53          |
| Trade receivables          | -             | 255.96        | -            | -           | 255.96        |
| Other Financial Assets     | -             | 3.73          | -            | -           | 3.73          |
|                            | <b>306.02</b> | <b>259.69</b> | <b>29.46</b> | <b>0.05</b> | <b>595.22</b> |

The Company has access to committed credit facilities as described below, of which the funded limit were unused at the end of the current and comparable reporting periods. The Company expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

Fund Base Limit: ₹ 76 Crores (PY ₹ 110 Crores)

Non - Fund Base Limit: ₹ 60 Crores (PY ₹ 60 Crores)

Securities offered:

(a) Hypothecation of entire stocks of Raw materials, WIP, Finished goods, Stores & Spares, Book-debts.

(b) Hypothecation / mortgage of Fixed Assets.

**5.3 Financial Instruments****a. Derivative Financial Instruments**

| Particulars                                                            | Currency | As at<br>March 31, 2021 | As at<br>March 31, 2020 |
|------------------------------------------------------------------------|----------|-------------------------|-------------------------|
| Forward Contracts (Buy)                                                | USD      | 0.06                    | 0.54                    |
| Forward Contracts (Sell)                                               | Euro     | 0.01                    | 0.01                    |
| Gain/(Loss) mark to market in respect of forward contracts outstanding | Rupees   | 0.00                    | 0.00                    |

**(i) Forward Contract**

Foreign exchange forward contracts are purchased to mitigate the risk of changes in foreign exchange rates associated with certain payables denominated in certain foreign currencies. The details of outstanding forward contracts as at March 31, 2021 and March 31, 2020 are given above.

It is the policy of the Company to enter into forward exchange contracts to cover specific foreign currency payments (100% of the exposure).

The Company recognized a net profit on the forward contracts of ₹ 0.25 Crore for the year ended March 31, 2021 (Previous year Net Loss of ₹ 0.89 Crores).

All open forward exchange contracts mature within three months from the balance sheet date.

**(ii) Cross Currency Swap: None****(iii) Interest rate swap: None****b. Financial Assets and Liabilities**

The carrying value of financial instruments (other than investment in subsidiary) by categories as of March 31, 2021 is as follows:

|                                      |               |              |                       |                             |
|--------------------------------------|---------------|--------------|-----------------------|-----------------------------|
| Fair Value Measurement:              |               |              |                       |                             |
| <b>March 31, 2021</b>                | <b>FVPL</b>   | <b>FVOCI</b> | <b>Amortized Cost</b> | <b>Total carrying value</b> |
| <b>Financial Assets:</b>             |               |              |                       |                             |
| Trade Receivables                    | -             | -            | 271.91                | 271.91                      |
| Investments                          | 390.37        | 0.07         | 30.00                 | 420.44                      |
| Bank Balances                        |               |              | 85.42                 | 85.42                       |
| Other Financial Assets - Non Current |               |              | 17.91                 | 17.91                       |
| Other Financial Assets - Current     | -             | -            | 3.52                  | 3.52                        |
| <b>Total</b>                         | <b>390.37</b> | <b>0.07</b>  | <b>408.76</b>         | <b>799.20</b>               |
| <b>Financial Liabilities:</b>        |               |              |                       |                             |
| Creditors                            | -             | -            | 199.74                | 199.74                      |
| Forward Contracts                    | -             | -            | -                     | -                           |
| Other Financial Liabilities          | -             | -            | 142.04                | 142.04                      |
| <b>Total</b>                         | <b>-</b>      | <b>-</b>     | <b>341.78</b>         | <b>341.78</b>               |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)**

| March 31, 2020                | FVPL          | FVOCI       | Amortized Cost | Total carrying value |
|-------------------------------|---------------|-------------|----------------|----------------------|
| <b>Financial Assets:</b>      |               |             |                |                      |
| Trade Receivables             | -             | -           | 255.96         | 255.96               |
| Investments                   | 294.65        | 0.05        | 36.30          | 331.00               |
| Bank Balances                 |               |             | 4.53           | 4.53                 |
| Other Financial Assets        | -             | -           | 3.73           | 3.73                 |
| <b>Total</b>                  | <b>294.65</b> | <b>0.05</b> | <b>300.52</b>  | <b>595.22</b>        |
| <b>Financial Liabilities:</b> |               |             |                |                      |
| Creditors                     | -             | -           | 186.76         | 186.76               |
| Forward Contracts             | -             | -           | -              | -                    |
| Other Financial Liabilities   | -             | -           | 124.52         | 124.52               |
| <b>Total</b>                  | <b>-</b>      | <b>-</b>    | <b>311.28</b>  | <b>311.28</b>        |

- c. Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required). Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements except as per note a) above approximate their fair values.

**d. Fair value of the Company's Financial Assets that are measured at fair value on a recurring basis**

| March 31, 2021           | Level-1       | Level-2  | Level-3  | Total Carrying Value |
|--------------------------|---------------|----------|----------|----------------------|
| <b>Financial assets:</b> |               |          |          |                      |
| Investments              | 390.44        | -        | -        | 390.44               |
| <b>Total</b>             | <b>390.44</b> | <b>-</b> | <b>-</b> | <b>390.44</b>        |
| March 31, 2020           | Level-1       | Level-2  | Level-3  | Total Carrying Value |
| <b>Financial assets:</b> |               |          |          |                      |
| Investments              | 294.70        | -        | -        | 294.70               |
| <b>Total</b>             | <b>294.70</b> | <b>-</b> | <b>-</b> | <b>294.70</b>        |

Interest income/ (expense), gain/ (losses) recognized on financial assets and liabilities

|                                                                             | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 |
|-----------------------------------------------------------------------------|-------------------------|-------------------------|
| <b>(a) Financial Assets at Amortized Cost</b>                               |                         |                         |
| Interest Income on Bank Deposits                                            | 0.73                    | 0.68                    |
| Interest Income on Other Financial Asset                                    | 1.68                    | 4.11                    |
| Impairment on Trade Receivables                                             | -                       | -                       |
| <b>(b) Financial Asset at FVTPL</b>                                         |                         |                         |
| Dividend Income on Mutual Funds                                             | 8.55                    | 6.22                    |
| Income Due to Change in Fair Value                                          | 10.43                   | 4.22                    |
| <b>(c) Financial Asset at FVTOCI</b>                                        |                         |                         |
| Change in Fair Value of Equity Instruments Designated Irrevocably as FVTOCI | 0.02                    | (0.05)                  |
| <b>(d) Financial Liabilities at Amortized Cost</b>                          |                         |                         |
| Interest Expenses on Borrowings from Banks, Others and Overdrafts           | -                       | 0.01                    |
| <b>(e) Financial Liability at FVTPL</b>                                     |                         |                         |
| Net Gain / (losses) on Fair Valuation of Forward Contracts                  | 0.25                    | (0.89)                  |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

**Capital Management:**

The Company's capital comprises of equity share capital, retained earnings and other equity attributable to equity holders. The primary objective of company's capital management is to maximize shareholders value. The Company manages its capital and makes adjustment to it in light of the changes in economic and market conditions. The Company does so by adjusting dividend paid to shareholders. The total capital as on March 31, 2021 is ₹ 13.86 crores (Previous Year: ₹ 13.86 crores).

**Gearing Ratio**

The Company does not have any borrowings as at March 31, 2021 and March 31, 2020.

**Interest Rate Risk Management:**

The Company does not have any borrowings, as at March 31, 2021 and March 31, 2020 and hence it is not exposed to any interest rate risk.

**5.4 The company operates under one segment of Kitchen & Home appliances. Hence, Segment reporting is not applicable.****a) Information about major customers:**

Company's significant revenues (more than 5%) are derived from sales to two customers (PY: one customer). The total sales to such Customers amounted to ₹ 251.29 crores in 2020-21 and ₹ 105.79 crores in 2019-20.

No single customer contributed 10% or more to the company's revenue for 2020-21 and 2019-20.

**b) Revenue from Major products:**

Refer note 5.6

**c) Information about geographical area:**

The company is domiciled in India. The amount of its revenue from external customers broken down by location of customers is tabulated below:

| Particulars   | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 |
|---------------|-------------------------|-------------------------|
| India         | 1961.70                 | 1894.90                 |
| Outside India | 71.35                   | 41.89                   |
| <b>Total</b>  | <b>2033.05</b>          | <b>1936.79</b>          |

The total of non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets, broken down by location of assets are shown below:

| Particulars   | Year ended Mar 31, 2020 | Year ended Mar 31, 2020 |
|---------------|-------------------------|-------------------------|
| India         | 482.34                  | 457.24                  |
| Outside India | -                       | -                       |
| <b>Total</b>  | <b>482.34</b>           | <b>457.24</b>           |

**5.5 Related Party Transactions**

The following tables provide details about the nature of relationship and total amount of transactions that have been entered into with related parties for the relevant financial year.

| Description of Relationship                                                      | Company                                                                                                                     |
|----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| Wholly Owned Subsidiaries                                                        | TTK British Holdings Limited<br>Horwood Homewares Limited                                                                   |
| Subsidiary                                                                       | Horwood Life Limited (Upto 7-Dec-2020)                                                                                      |
| Enterprises over which Key Managerial Personnel (KMP) having significant control | TT Krishnamachari & Co<br>TTK Healthcare Limited<br>TTK Services (P) Limited<br>Triveni Bialelli Industries Private Limited |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

|                                |                                                    |
|--------------------------------|----------------------------------------------------|
| Directors                      | Mr. T.T. Jagannathan                               |
|                                | Mr. T.T. Raghunathan                               |
|                                | Mr. Chandru Kalro (KMP)                            |
|                                | Mr. K. Shankaran (KMP)                             |
|                                | Mr. R. Srinivasan                                  |
|                                | Dr. (Mrs.) Vandana Walvekar                        |
|                                | Mr. Dileep K. Krishnaswamy                         |
|                                | Mr. Arun.K.Thiagarajan                             |
|                                | Mr. Murali Neelakantan                             |
|                                | Dr. T.T. Mukund                                    |
|                                | Mr. Dhruv Sriratan Moondhra                        |
| Other Key Managerial Personnel | Mr. V Sundaresan (up to 30-Sep-2020)               |
|                                | Mr. R Saranyan (from 01-Oct-2020)                  |
| Relatives of Directors/KMP     | Mr. T.T. Venkatesh                                 |
| Other Related Parties          | TTK Prestige Limited Executive Superannuation Fund |

**Summary of the transactions with the above related parties:**

| Particulars                                            | Subsidiaries |         | Enterprises over which KMP having significant control |         | Key Management Personnel and Relatives |         | Other Related Parties |         |
|--------------------------------------------------------|--------------|---------|-------------------------------------------------------|---------|----------------------------------------|---------|-----------------------|---------|
|                                                        | 2020-21      | 2019-20 | 2020-21                                               | 2019-20 | 2020-21                                | 2019-20 | 2020-21               | 2019-20 |
| Sales                                                  | 1.27         | 0.76    | 0.29                                                  | 0.59    | -                                      | -       | -                     | -       |
| Purchases                                              | -            | -       | -                                                     | -       | -                                      | -       | -                     | -       |
| Commission and Sitting fees to Non-Executive Directors | -            | -       | -                                                     | -       | 9.35                                   | 7.17    | -                     | -       |
| Remuneration                                           | -            | -       | -                                                     | -       | 11.29                                  | 7.83    | -                     | -       |
| Professional Charges                                   | -            | -       | -                                                     | -       | 0.60                                   | 0.65    | -                     | -       |
| Investment in Equity                                   | 19.15        | 44.48   | -                                                     | -       | -                                      | -       | -                     | -       |
| Others : Expenses/(Income)                             | 0.44         | 0.31    | 21.84                                                 | 21.70   | 0.04                                   | 0.14    | 0.38                  | 0.41    |

**(a) Balances Outstanding**

| Particulars                                | Subsidiaries |         | Enterprises over which KMP having significant control |         | Key Management Personnel and Relatives |         | Other related parties |         |
|--------------------------------------------|--------------|---------|-------------------------------------------------------|---------|----------------------------------------|---------|-----------------------|---------|
|                                            | 2020-21      | 2019-20 | 2020-21                                               | 2019-20 | 2020-21                                | 2019-20 | 2020-21               | 2019-20 |
| Amount due to the Company against supplies | 0.37         | 0.51    | 0.05                                                  | 0.07    | -                                      | -       | -                     | -       |
| Amount Owed by Company against Purchases   | -            | -       | -                                                     | -       | -                                      | -       | -                     | -       |
| Other Current Liabilities                  | 0.67         | 0.54    | 2.17                                                  | 0.68    | 15.95                                  | 11.00   | 0.38                  | 0.41    |

**(b) Related Parties with whom transactions have taken place during the year**

| Entity             | Nature of transactions | 2020-21  |        | 2019-20  |        |
|--------------------|------------------------|----------|--------|----------|--------|
|                    |                        | Expenses | Income | Expenses | Income |
| TTK Healthcare Ltd | Sales                  | -        | 0.29   | -        | 0.59   |
|                    | Travel                 | -        | -      | 0.04     | -      |
|                    | SAP Support Charges    | -        | -      | 0.15     | -      |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

| Entity                                             | Nature of transactions             | 2020-21  |        | 2019-20  |        |
|----------------------------------------------------|------------------------------------|----------|--------|----------|--------|
|                                                    |                                    | Expenses | Income | Expenses | Income |
| T.T.Krishnamachari & Co.,                          | Travel Expenses (Guest House Stay) | 0.01     | -      | 0.03     | -      |
|                                                    | Rent Paid                          | 0.03     | -      | 0.03     | -      |
|                                                    | C & F Charges                      | 13.02    | -      | 12.86    | -      |
|                                                    | Licence Fee on Logo                | 8.64     | -      | 8.59     | -      |
| Triveni Bialelli Industries Private Limited        | Rent                               | 0.14     | -      | -        | -      |
| Horwood Homewares Limited                          | Sales                              | -        | 1.27   | -        | 0.76   |
| Horwood Homewares Limited                          | Royalty                            | 0.73     | -      | 0.68     | -      |
| TTK British Holdings Ltd                           | Investment In Equity               | 19.15    | -      | 44.48    | -      |
|                                                    | Other Income                       | -        | 0.30   | -        | 0.37   |
| Mr. T. T. Jagannathan *                            | Remuneration                       | 0.60     | -      | 0.60     | -      |
|                                                    | Commission & Sitting Fees          | 6.97     | -      | 5.38     | -      |
|                                                    | Travel Expenses                    | 0.04     | -      | 0.10     | -      |
| Mr. T.T. Raghunathan                               | Commission & Sitting Fees          | 0.28     | -      | 0.21     | -      |
| Mr. Chandru Kalro                                  | Remuneration                       | 4.79     | -      | 3.47     | -      |
| Mr. K. Shankaran                                   | Remuneration                       | 4.54     | -      | 3.07     | -      |
| Mr. R. Srinivasan                                  | Commission & Sitting Fees          | 0.32     | -      | 0.24     | -      |
| Mr. Murali Neelakantan                             | Professional Charges               | -        | -      | 0.05     | -      |
|                                                    | Commission & Sitting Fees          | 0.29     | -      | 0.22     | -      |
|                                                    | Travel Expenses                    | -        | -      | 0.02     | -      |
| Dr. T.T. Mukund                                    | Commission & Sitting Fees          | 0.29     | -      | 0.22     | -      |
| Mr. Arun.K. Thiagarajan                            | Commission & Sitting Fees          | 0.31     | -      | 0.24     | -      |
| Mr. Dileep Kumar Krishnaswamy                      | Commission & Sitting Fees          | 0.31     | -      | 0.24     | -      |
| Mr. Dhruv Sriratan Moondhra                        | Commission & Sitting Fees          | 0.29     | -      | 0.22     | -      |
|                                                    | Travel Expenses                    | -        | -      | 0.01     | -      |
| Dr. (Mrs.) Vandana Walvekar                        | Commission & Sitting Fees          | 0.29     | -      | 0.22     | -      |
|                                                    | Travel Expenses                    | -        | -      | 0.01     | -      |
| Mr. T.T. Venkatesh                                 | Remuneration                       | 0.30     | -      | 0.20     | -      |
| Mr. R. Saranyan                                    | Remuneration                       | 0.96     | -      | -        | -      |
| Mr. V. Sundaresan                                  | Remuneration                       | 0.70     | -      | 1.13     | -      |
| TTK Prestige Limited Executive Superannuation Fund | Contribution                       | 0.38     | -      | 0.41     | -      |

\*Approval being sought in the ensuing AGM as required under clause 17(6)(ca) of SEBI (LODR) regulations.

## (c) Closing Balance of Related Parties

|                                             | As on 31st March 2021 |             | As on 31st March 2020 |             |
|---------------------------------------------|-----------------------|-------------|-----------------------|-------------|
|                                             | Payables              | Receivables | Payables              | Receivables |
| T.T.Krishnamachari & Co.                    | 1.99                  | -           | 0.52                  | -           |
| TTK Healthcare Ltd                          | -                     | 0.05        | 0.16                  | 0.07        |
| Triveni Bialelli Industries Private Limited | 0.18                  | -           | -                     | -           |
| Horwood Homewares Limited                   | 0.67                  | 0.18        | 0.54                  | 0.34        |
| TTK British Holdings Limited                | -                     | 0.19        | -                     | 0.16        |
| Mr. T.T. Jagannathan                        | 6.93                  | -           | 5.34                  | -           |
| Mr. T.T. Raghunathan                        | 0.26                  | -           | 0.19                  | -           |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

|                                                    |      |   |      |   |
|----------------------------------------------------|------|---|------|---|
| Mr. Chandru Kalro                                  | 3.47 | - | 2.14 | - |
| Mr. K. Shankaran                                   | 3.47 | - | 2.00 | - |
| Mr. R. Srinivasan                                  | 0.26 | - | 0.19 | - |
| Dr. T.T. Mukund                                    | 0.26 | - | 0.19 | - |
| Mr. Murali Neelakantan                             | 0.26 | - | 0.19 | - |
| Dr. Vandana Walvekar                               | 0.26 | - | 0.19 | - |
| Mr. Dileep K Krishnaswamy                          | 0.26 | - | 0.19 | - |
| Mr. Dhruv Sriratan Moondhra                        | 0.26 | - | 0.19 | - |
| Mr. Arun. K. Thiagarajan                           | 0.26 | - | 0.19 | - |
| TTK Prestige Limited Executive Superannuation Fund | 0.38 | - | 0.41 | - |

**Note:** All amounts mentioned above are excluding GST.

- Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables except for guarantees given on behalf of the subsidiaries details of which is provided in Note no. 5.9 below. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2020: ₹ Nil).

This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

- Compensation of key management personnel of the Company

| Description                                                | 31-Mar-21    | 31-Mar-20   |
|------------------------------------------------------------|--------------|-------------|
| Short-term employee benefits                               | 10.78        | 7.55        |
| Post Employment Gratuity                                   | 0.09         | 0.08        |
| <b>Total compensation paid to key management personnel</b> | <b>10.87</b> | <b>7.63</b> |

The amounts disclosed in the table are the amounts recognized as an expense during the reporting period related to key management personnel.

## 5.6 Disclosures on Adoption of Ind AS 115:

The Ind AS 115 did not result in material change on the income statement and balance sheet of the Company as they did not result in any changes to the company's existing accounting policy except scheme expense incurred, incentives given to customers, reimbursement of taxes to customer and promotional couponing which have been reclassified from 'sales promotion expenses' within other expenses under Previous GAAP and netted from revenue directly under Ind AS -115.

### i) Disaggregation of Revenue:

| Particulars             | 2020-21        | 2019-20        |
|-------------------------|----------------|----------------|
| Pressure Cookers        | 600.59         | 596.19         |
| Cookware                | 332.19         | 291.69         |
| Gas Stove               | 268.60         | 261.47         |
| Mixer Grinder           | 220.57         | 233.10         |
| Kitchen/Home Appliances | 472.02         | 446.58         |
| Cleaning Solutions      | 50.08          | 34.00          |
| Others                  | 89.00          | 73.76          |
| <b>Total</b>            | <b>2033.05</b> | <b>1936.79</b> |

**Note:** Disaggregation of Revenue into Within Country and Outside Country is provided under Note No 5.4c.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

ii) Contract Liabilities such as Advance from Customers and Liability for schemes and discounts are given below:

| Contract Liabilities              | Amount as on<br>01.04.2020 | Amount as on<br>31.03.2021 | Note Reference     |
|-----------------------------------|----------------------------|----------------------------|--------------------|
| Advance from customers            | 23.18                      | 23.54                      | Refer Note No 3.18 |
| Provision for Schemes & Discounts | 56.02                      | 66.43                      | Refer Note No 3.17 |
| Provision for Scheme in Kind      | 1.86                       | 7.81                       | Refer Note No 3.18 |

iii) Reconciliation of Revenue recognized with the contracted price and the adjustments:

| Description                 | Year ended<br>Mar 31, 2021 | Year ended<br>Mar 31, 2020 |
|-----------------------------|----------------------------|----------------------------|
| Transaction price           | 2293.50                    | 2213.50                    |
| Less: Sales Returns         | 105.89                     | 127.76                     |
| Less: Schemes and Discounts | 154.56                     | 148.95                     |
| <b>Net revenue</b>          | <b>2033.05</b>             | <b>1936.79</b>             |

## 5.7 Disclosures of Ind AS 116:

### Transition

The weighted average incremental borrowing rate applied to lease liabilities is 9.15%.

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2021

(for the changes in right of use assets please refer note 3.1B):

| Particulars                                  | 2020-21      | 2019-20      |
|----------------------------------------------|--------------|--------------|
| Opening Balance                              | 14.18        | 11.94        |
| Additions                                    | 17.41        | 6.63         |
| Finance cost accrued during the period       | 2.01         | 1.27         |
| Deletions                                    | (0.08)       | -            |
| Payment of lease liabilities                 | 7.31         | 5.66         |
| <b>Closing Balance as on 31st March 2020</b> | <b>26.21</b> | <b>14.18</b> |

The following amounts were recognized as expense in the year

| The following amounts were recognised as expense in the year | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|--------------------------------------------------------------|-----------------------------|-----------------------------|
| Depreciation of right-to-use assets                          | 6.38                        | 5.05                        |
| Expense relating to variable lease payments                  | 13.02                       | 12.86                       |
| Expense relating to short-term leases                        | 10.56                       | 11.11                       |
| Interest on lease liabilities                                | 2.01                        | 1.27                        |
| <b>Total Recognised in Statement of Profit &amp; Loss</b>    | <b>31.97</b>                | <b>30.29</b>                |

Future minimum lease payments payable on lease obligation under Ind AS 116

| Particulars         | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|---------------------|-----------------------------|-----------------------------|
| Within one year     | 8.04                        | 5.31                        |
| Between 1 – 5 Years | 22.32                       | 11.14                       |
| Over 5 years        | 2.76                        | 0.64                        |

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

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

**5.8 Earnings per Share:**

| Particulars                                                                        | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 |
|------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Profit after tax as per Profit & Loss a/c before extra-ordinary items (net of tax) | 235.14                  | 198.51                  |
| Weighted Average number of Equity Shares used as Denominator for calculating EPS   | 1,38,61,402             | 1,38,61,402             |
| Earnings Per Share of ₹ 10 each :                                                  |                         |                         |
| Basic EPS (₹)                                                                      | 169.64                  | 143.21                  |
| Diluted EPS (₹)                                                                    | 169.64                  | 143.21                  |

**Reconciliation of equity shares in computing weighted average number of equity shares**

| Particulars                                                                         | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 |
|-------------------------------------------------------------------------------------|-------------------------|-------------------------|
| a) Weighted average number of shares – Basic                                        |                         |                         |
| Issued fully paid up as at Apr 1,                                                   | 1,38,61,402             | 1,38,61,402             |
| Effect of Issue of Bonus shares                                                     | -                       | -                       |
| Effect of shares issued / (buy back) during the year                                | -                       | -                       |
| Weighted average number of equity shares outstanding                                | 1,38,61,402             | 1,38,61,402             |
| b) Weighted average number of shares – diluted                                      |                         |                         |
| Issued fully paid up as at Apr 1,                                                   | 1,38,61,402             | 1,38,61,402             |
| Effect of shares issued during the year(Buy back)                                   | -                       | -                       |
| Effect of Issue of Bonus shares                                                     | -                       | -                       |
| Weighted average number of equity shares for diluted earnings per share outstanding | 1,38,61,402             | 1,38,61,402             |

**5.9 Legal proceedings / Contingent Liabilities / Contingent Assets:**

| Particulars                                                                                    | As at 31 <sup>st</sup> March 2021 | As at 31 <sup>st</sup> March 2020 |
|------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|
| A) Contingent Liabilities                                                                      |                                   |                                   |
| (a) Guarantees /LC*                                                                            | 46.26                             | 131.76                            |
| (b) Tax matters under appeal (IT/ST/ED etc.)                                                   | 11.91                             | 12.28                             |
| B) Commitments                                                                                 |                                   |                                   |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | 38.23                             | 25.97                             |

\* ₹ 40.38 Crores (Previous Year-130.31 Crores) relates to guarantees to banks against credit facilities extended to TTK British Holdings Limited to the extent of 4 million GBP (Previous Year-14 Million GBP) (100% Subsidiary).

**5.10 Corporate Social Responsibility:**

Pursuant to Section 135 of the Companies Act, 2013 and rules made there under, the company has spent an amount of ₹ 5.21 Crores (₹ 4.60 Crores for 2019-2020) towards contribution to Corpus of CSR Projects as below:

| Year    | Amount to be Contributed as prescribed under Section 135 of the Companies Act 2013 | Amount actually Contributed | Deficit (if any) |
|---------|------------------------------------------------------------------------------------|-----------------------------|------------------|
| 2020-21 | 5.17                                                                               | 5.21                        | 0.00             |
| 2019-20 | 4.63                                                                               | 4.60                        | 0.03             |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 5.11 Disclosure Pursuant to SEBI (Listing Obligation and Disclosure Requirements) regulations 2015:\*

There were no Loan amounts due from Subsidiaries/ Associates or Firms / Companies in which the Directors are Interested.

\*Excludes Current account transactions

## 5.12 Employee Benefits:

|                                                                                                                         | Gratuity                   |                            | Compensated Absences       |                            |
|-------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
|                                                                                                                         | Year ended<br>Mar 31, 2021 | Year ended<br>Mar 31, 2020 | Year ended<br>Mar 31, 2021 | Year ended<br>Mar 31, 2020 |
| <b>Reconciliation of opening and closing balances at the present value of the defined benefit obligation (gratuity)</b> |                            |                            |                            |                            |
| Projected benefit obligation at the beginning of the year                                                               | 21.17                      | 18.91                      | 9.71                       | 9.41                       |
| Current Service Cost                                                                                                    | 1.46                       | 1.37                       | 0.73                       | 0.42                       |
| Interest Cost                                                                                                           | 1.44                       | 1.46                       | 0.66                       | 0.73                       |
| <b>Remeasurement gain/(loss)</b>                                                                                        |                            |                            |                            |                            |
| Change in Demographic Assumptions                                                                                       | (0.04)                     | (0.04)                     | (0.04)                     | (0.01)                     |
| Change in Financial Assumptions                                                                                         | 0.00                       | (0.33)                     | 0.00                       | (0.22)                     |
| Experience Variance                                                                                                     | 0.40                       | 2.24                       | 0.04                       | 1.19                       |
| Past Service Costs                                                                                                      | 0.00                       | 0.00                       | 0.00                       | 0.00                       |
| Benefits paid                                                                                                           | (1.60)                     | (2.45)                     | (0.90)                     | (1.80)                     |
| Projected benefit obligation at the end of the year                                                                     | 22.84                      | 21.17                      | 10.20                      | 9.71                       |
| <b>Change in fair value of plan assets</b>                                                                              |                            |                            |                            |                            |
| Fair value of plan assets at the beginning of the year                                                                  | 17.81                      | 16.98                      | 10.15                      | 8.35                       |
| Investment income                                                                                                       | 1.21                       | 1.31                       | 0.59                       | 0.64                       |
| Employers contribution                                                                                                  | 5.62                       | 2.05                       | 1.84                       | 1.50                       |
| Benefits paid                                                                                                           | (1.60)                     | (2.45)                     | (0.90)                     | (1.80)                     |
| Return on plan assets, excluding amounts recognized in net interest expense                                             | 0.07                       | (0.09)                     | 0.00                       | (0.08)                     |
| Fair value of plan assets at the end of the year                                                                        | 23.10                      | 17.81                      | 10.15                      | 8.62                       |
| <b>Amount recognized in balance sheet</b>                                                                               |                            |                            |                            |                            |
| Present value of projected benefit obligation at the end of the year                                                    | 22.84                      | 21.17                      | 10.20                      | 9.71                       |
| Fair value of plan assets at the end of year                                                                            | 23.10                      | 17.81                      | 8.62                       | 8.62                       |
| Liability/(Asset) recognized in balance sheet                                                                           | (0.25)                     | 3.36                       | 0.05                       | 1.09                       |
| <b>Expense recognized in statement of profit or loss</b>                                                                |                            |                            |                            |                            |
| Current Service Cost                                                                                                    | 1.46                       | 1.37                       | 0.73                       | 0.42                       |
| Past Service Cost                                                                                                       | 0.00                       | 0.00                       | 0.00                       | 0.00                       |
| Interest cost                                                                                                           | 0.23                       | 0.15                       | 0.66                       | 0.08                       |
| Interest income                                                                                                         | 0.00                       | 0.00                       | 0.00                       | 0.00                       |
| Change in financial assumptions                                                                                         | 0.00                       | (0.33)                     | 0.00                       | (0.22)                     |
| Change in Demographic assumptions                                                                                       | (0.04)                     | (0.04)                     | (0.04)                     | (0.01)                     |
| Experience variance                                                                                                     | 0.40                       | 2.25                       | 0.04                       | 1.19                       |
| Return on Plan Assets                                                                                                   | (0.07)                     | 0.09                       | 0.00                       | 0.08                       |
| Net gratuity cost                                                                                                       | 1.99                       | 3.49                       | 0.80                       | 1.53                       |

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

| Summary of Actuarial Assumptions |       |       |       |       |
|----------------------------------|-------|-------|-------|-------|
| Discount rate                    | 6.80% | 6.80% | 6.80% | 6.80% |
| Salary escalation rate           | 5.00% | 5.00% | 5.00% | 5.00% |

Discount rate - based on prevailing market yields of Indian government securities as at the balance sheet date for estimated term of obligations.

Salary escalation rate - estimates of future salary increases considered taken into account the inflation, seniority, promotion and other relevant factors.

**Contributions:**

The Company's expected cash flows over the next few years are as follows:

| Year                                                                                                        | Gratuity | Compensated Absences |
|-------------------------------------------------------------------------------------------------------------|----------|----------------------|
| 1 year                                                                                                      | 4.21     | 2.79                 |
| 2 to 5 years                                                                                                | 8.76     | 3.77                 |
| 6 to 10 years                                                                                               | 8.17     | 2.92                 |
| More than 10 years                                                                                          | 21.77    | 9.27                 |
| Gratuity plan's weighted average asset allocation at Mar 31 2021 and 2020 by asset category are as follows: |          |                      |
| Fund managed by insurers                                                                                    | 100%     | 100%                 |
| Remeasurement of the net defined benefit liability recognized in other comprehensive income                 |          |                      |
| Remeasurement gain/(loss) arising from                                                                      |          |                      |
| Change in demographic assumption                                                                            | (0.04)   | (0.04)               |
| Change in financial assumptions                                                                             | -        | -                    |
| Experience variance                                                                                         | 0.40     | 0.04                 |
| Return on plan assets, excluding amount recognized in net interest expense/income                           | 0.07     | 0.09                 |

**Sensitivity analysis of significant actuarial assumption**

|                             | Gratuity  |          |           |          | Compensated Absences |          |           |          |
|-----------------------------|-----------|----------|-----------|----------|----------------------|----------|-----------|----------|
|                             | 31-Mar-21 |          | 31-Mar-20 |          | 31-Mar-21            |          | 31-Mar-20 |          |
|                             | Increase  | Decrease | Increase  | Decrease | Increase             | Decrease | Increase  | Decrease |
| Discount rate (-/+ 1%)      | 21.28     | 24.64    | 19.73     | 22.83    | 9.56                 | 10.94    | 9.14      | 10.37    |
| Salary growth rate (+/- 1%) | 24.66     | 21.24    | 22.84     | 19.69    | 10.95                | 9.55     | 10.37     | 9.13     |

These plans typically expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Investment risk | The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. 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 these plans, investments are made in gratuity fund maintained by the Life Insurance Corporation of India. |
| 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 investments.                                                                                                                                                                                                                                                                                     |

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

|                |                                                                                                                                                                                                                                                                                       |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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.                                                       |

**5.13 Reconciliation of Effective Tax Rates**

A reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income taxes to the income before taxes is summarized below:

| Particulars                                                           | Year ended<br>31 <sup>st</sup> March 2021 | Year ended<br>31 <sup>st</sup> March 2020 |
|-----------------------------------------------------------------------|-------------------------------------------|-------------------------------------------|
| Profit Before Taxes                                                   | 313.08                                    | 248.21                                    |
| Enacted Tax Rates in India                                            | 25.168%                                   | 25.168%                                   |
| Expected Tax Expense / (Benefit)                                      | 78.80                                     | 62.47                                     |
| <b>Effect of</b>                                                      |                                           |                                           |
| Exempt income from Mutual Fund Investments                            | -                                         | (1.55)                                    |
| CSR expenses (To the extent of amount disallowed)                     | 1.31                                      | 0.61                                      |
| Provision for Export Obligation Liability                             | (2.71)                                    | 0.28                                      |
| Reversal of provision pertaining to previous year/s                   | (1.05)                                    | (0.13)                                    |
| Addition / (Reduction) in DTL Provision due to change in tax rates    | -                                         | (12.22)                                   |
| Deferred Tax Liability created on unrealized gain                     | 1.18                                      | -                                         |
| Other adjustments                                                     | 0.41                                      | 0.24                                      |
| Income Tax expense charged to P&L for the year                        | <b>77.94</b>                              | <b>49.70</b>                              |
| Income Tax expense charged to Other Comprehensive Income for the year | (0.07)                                    | (0.51)                                    |
| Total Income Tax expense for the year                                 | <b>77.87</b>                              | <b>49.19</b>                              |
| Comprising:                                                           |                                           |                                           |
| Current Tax                                                           | 75.56                                     | 60.60                                     |
| Deferred Tax                                                          | 2.31                                      | (11.41)                                   |

**5.14 Trade Payables-Micro and Small Enterprises:**

Based on data received from Vendors, the amount due to Micro and Small Enterprises is ascertained as ₹ 31.48 Crores (PY: ₹31.72 Crores). There are no over dues.

**5.15 Exceptional Items:**

The exceptional income of ₹ 11.90 crores in FY 2020-21 refers to the reversal of provision for export obligations of the acquired business made in the previous years, as the same stands fulfilled.

**5.16** Certain figures apparently may not add up because of rounding off, but are wholly accurate in themselves.**5.17** Your Directors have paid an interim dividend of ₹ 20 per share which entails an outlay of 27.72 Crores (Previous year-NIL), Your directors are pleased to recommend a final dividend of ₹ 30 (Per Share) which entails an outlay of ₹ 41.58 Crores (Previous Year: ₹ 27.72 Crores).The total dividend for FY 2020-21 is ₹ 50 Per share (PY ₹20 per Share).**5.18 Impact of COVID-19**

During the current financial year, business environment was severely impacted by COVID-19. However, the impact on the company has been minimal due to various sustainable actions taken by the management.

During the ensuing Financial Year 2021-22, the second wave and the extended lockdown are impacting the operations. However, considering the ongoing vaccination drive company expects to have normalcy resumed for the year as a whole and minimize the impact due to COVID-19.

Company has also taken sustainable actions, both with reference to the environment and its employees' health.

## NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

### Other risk - Impact of COVID-19

Financial assets viz investments carried at fair value as at March 31, 2021 is ₹ 390.44 crores and other financial assets are carried at amortised cost as at March 31, 2021 is ₹408.76 crores. A significant part of the financial assets are classified as Level 1 having fair value of ₹ 390.44 crores as at March 31, 2021.

The fair value of these assets is marked to an active market which factors the uncertainties arising out of COVID-19. The financial assets carried at fair value by the company are mainly investments in Mutual Funds, liquid debt securities and accordingly, any material volatility is not expected. Financial assets of ₹ 97.38 crores as at March 31, 2021 carried at amortised cost is in the form of cash and cash equivalents, bank deposits and earmarked balances with banks where the company has assessed the counterparty credit risk.

Trade receivables of ₹ 271.91 crores as at March 31, 2021 forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss management has considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19. This assessment is not based on any mathematical model but an assessment considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable. The Company closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, discounting of receivables with institutions on no-recourse basis, recognition of revenue on collection basis etc., depending on severity of each case. Basis this assessment, the allowance for doubtful trade receivables of ₹ 36.59 crores as at March 31, 2021 is considered adequate.

Any fluctuation in carrying value of the assets is not expected to be material.

**5.19** The social security code enacted in year 2020 has been deferred by a year. When enacted, this code will have an impact on Company's contribution to Provident Fund, Gratuity and other employee related benefits. The Company proposes to do an assessment at an appropriate time and make appropriate provisions accordingly

**5.20** The Financial Statements were approved by the Board of Directors and authorized for issue on 25th May 2021.

*As per our audit report of even date attached*

**For PKF Sridhar & Santhanam LLP**

*Chartered Accountants*

*Firm's Registration Number : 003990S/S200018*

**For and on behalf of the Board**

**T.T. Jagannathan**

*Chairman*

DIN: 00191522

**Chandru Kalro**

*Managing Director*

DIN: 03474813

**Seethalakshmi M**

*Partner*

Membership No. 208545

**Dileep Kumar Krishnaswamy**

*Director*

DIN: 00176595

**K.Shankaran**

*Wholetime Director & Secretary*

DIN: 00043205

**Place : Bengaluru**

**Date : May 25, 2021**

**R. Saranyan**

*Chief Financial Officer*

PAN: AAHPS9134L

## INDEPENDENT AUDITORS' REPORT

### TO THE MEMBERS OF TTK PRESTIGE LIMITED

#### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of TTK Prestige Limited (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31 March 2021, and the consolidated statement of Profit and Loss including Other Comprehensive Income, the consolidated statement of changes in equity and the consolidated cash flows Statement 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 financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2021, and their consolidated profit, consolidated total comprehensive income, their consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Key Audit Matter

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the Key Audit Matter to be communicated in our report.

| Sl. No | Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | How our audit addressed the Key Audit Matter                                                                                                                                                                                                                                                                                                                                                                                               |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | <b>Revenue Recognition</b><br>The Group manufactures and trades in a number of products related to kitchen appliances. Revenue is measured net of discounts, incentives and rebates earned by customers on the Group's sales.<br>Given the variety and large number of sales transactions and estimates involved in discounts etc. revenue recognition is considered a Key Audit Matter.<br>Disclosure Note 5.5 and the accounting policies provide additional information on how the Group accounts for its revenue | Our audit included but was not limited to the following procedures:<br>Our procedures included, among others, obtaining an understanding of the processes and relevant controls relating to the accounting for customer contracts.<br><b>Accounting Policies:</b><br>Assessing the appropriateness of the Group's revenue recognition accounting policies, including those relating to discounts, incentives and rebates under Ind AS 115. |
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>Control Testing:</b><br>Testing the selected key controls for the revenue recognized throughout the year and calculation of discounts, incentives and rebates, including reviewing the results of testing by management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement assertions.              |

## Consolidated Audit Report (Contd...)

|  |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  |  | <p>Evaluating the IT systems relevant for revenue recognition and the functioning of the related general IT controls.</p> <p><b>Tests of details:</b></p> <ul style="list-style-type: none"> <li>• Reviewed sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period.</li> <li>• Performed substantive procedures to understand and validate the basis of provision for schemes and discounts with underlying workings and evidences</li> <li>• Compared the current year estimates of discounts, incentives and rebates to the prior year and, where relevant, completing further inquiries and testing.</li> <li>• Obtained the supporting documentation on sample basis for discounts and incentives given under schemes to agree to the amounts recorded as discounts and incentives during the period.</li> <li>• Critically assessed manual journals posted to revenue to identify unusual or irregular items.</li> </ul> <p><b>Disclosures:</b></p> <p>Tracing disclosure information to accounting records and other supporting documentation.</p> |
|--|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

The Holding Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the boards' report, business responsibility, and report on corporate governance but does not include the consolidated financial statements, standalone financial statements and our auditor's 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 during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements 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 Board of Directors of the Holding Company, as aforesaid.

### Consolidated Audit Report (Contd...)

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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 are also 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India have adequate internal financial controls with reference to the consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 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 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 the entities within the Group to express an opinion on the consolidated financial statements. 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.

We communicate with those charged with governance of the holding company 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.

## Consolidated Audit Report (Contd...)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- (a) We did not audit the financial statements of 2 subsidiaries (TTK British Holdings Limited and Horwood Homewares Limited), whose financial statements reflect total assets of ₹ 112.13 Cr and net assets of ₹ 24.99 Cr as at 31 March 2021, total revenues of ₹ 151.90 Cr, net profit of ₹ 2.88 Cr and net cash inflows amounting to ₹ 45.80 Cr 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 in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- (b) We did not audit the financial information of 1 subsidiary (Horwood Life Limited), whose financial information reflect total revenues of ₹ 3.16 Cr, net loss of ₹ 1.24 Cr for the period from April 2020 to December 2020, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the group.
- (c) These subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in United Kingdom (UK). The Holding Company's management has converted the financial statements of subsidiaries from accounting principles generally accepted in UK to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based the conversion adjustments prepared by the management of the Holding Company and audited by us.

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 information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and financial information of subsidiaries 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.
  - (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 Cash Flow Statement 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 Indian Accounting Standards 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 2021 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 2021 from being appointed as a director in terms of Section 164(2) of the Act.

**Consolidated Audit Report (Contd...)**

- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Group excluding companies incorporated outside India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and other financial information of the subsidiaries, as noted in the 'Other Matters' paragraph:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 5.8 to the Consolidated Financial Statements.
  - ii. Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long- term contracts including derivative contracts – Refer Note 5.3 to the Consolidated Financial Statements.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended 31st March 2021.
2. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the 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.

**For PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

Place : Bengaluru  
Date : May 25, 2021

Signature  
M. Seethalakshmi  
Partner  
Membership No. 208545  
UDIN: 21208545AAAADV6676

## **ANNEXURE A**

**Referred to in paragraph 1(f) on 'Report on Other Legal and Regulatory Requirements' of our report of even date on the consolidated financial statements of TTK Prestige Limited**

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

In conjunction with our audit of the consolidated financial statements of **TTK Prestige Limited** (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2021, we have audited the internal financial controls with reference to the financial statements of the Holding Company. The subsidiaries of TTK Prestige Limited are incorporated outside India.

### **Management's Responsibility for Internal Financial Controls**

The Management and the board of directors of the Holding company are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Group's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 system 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 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 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 of the Holding Company, which is the only company in the group incorporated in India.

### **Meaning of Internal financial controls with reference to consolidated financial statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control 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 control 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.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2021, based on the internal control with reference to consolidated financial statements criteria established by the companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For PKF Sridhar & Santhanam LLP**  
Chartered Accountants  
Firm's Registration No.003990S/S200018

Place: Bengaluru  
Date : May 25, 2021

Signature  
M. Seethalakshmi  
Partner  
Membership No. 208545  
ICAI UDIN: 21208545AAAADV6676

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2021**

(₹ in Crores)

| Particulars                                                     | Note  | As at<br>31 March 2021 | As at<br>31 March 2020 |
|-----------------------------------------------------------------|-------|------------------------|------------------------|
| <b>ASSETS</b>                                                   |       |                        |                        |
| <b>Non-Current Assets</b>                                       |       |                        |                        |
| Property, Plant and Equipment                                   | 3.1 A | 397.60                 | 413.21                 |
| Right-of-Use-Assets                                             | 3.1 B | 42.92                  | 31.17                  |
| Capital work-in-progress                                        | 3.1 C | 18.01                  | 5.73                   |
| Goodwill on Consolidation                                       | 3.1 D | 129.88                 | 125.12                 |
| Other Intangible Assets                                         | 3.1 E | 2.17                   | 2.96                   |
| Financial Assets                                                |       |                        |                        |
| - Investments                                                   | 3.2   | 0.07                   | 0.05                   |
| - Other Non-Current Financial Assets                            | 3.3   | 17.91                  | -                      |
| Advance Income Tax                                              |       | 8.05                   | 12.46                  |
| Other Non-Current Assets                                        | 3.4   | 25.80                  | 22.67                  |
| <b>Current Assets</b>                                           |       |                        |                        |
| Inventories                                                     | 3.5   | 447.93                 | 470.64                 |
| Financial Assets                                                |       |                        |                        |
| - Investments                                                   | 3.6   | 420.37                 | 330.95                 |
| - Trade Receivables                                             | 3.7   | 290.87                 | 278.10                 |
| - Cash and Cash equivalents                                     | 3.8   | 75.74                  | 53.04                  |
| - Bank Balances other than above                                | 3.9   | 85.42                  | 4.53                   |
| - Other Current Financial Assets                                | 3.10  | 3.52                   | 3.73                   |
| Other current assets                                            | 3.11  | 72.10                  | 47.11                  |
| <b>Total Assets</b>                                             |       | <b>2,038.36</b>        | <b>1,801.47</b>        |
| <b>EQUITY AND LIABILITIES</b>                                   |       |                        |                        |
| <b>Equity</b>                                                   |       |                        |                        |
| Equity Share Capital                                            | 3.12  | 13.86                  | 13.86                  |
| Other Equity                                                    | 3.13  | 1,491.15               | 1,292.40               |
| Non Controlling Interest                                        | 3.13  | -                      | 2.41                   |
| <b>LIABILITIES</b>                                              |       |                        |                        |
| <b>Non-Current Liabilities</b>                                  |       |                        |                        |
| Financial Liabilities                                           |       |                        |                        |
| - Borrowings                                                    | 3.14  | 40.38                  | 18.62                  |
| - Lease Liabilities                                             |       | 36.12                  | 24.74                  |
| Provisions                                                      | 3.15  | 0.05                   | 4.45                   |
| Deferred Tax Liabilities (net)                                  | 3.16  | 34.85                  | 32.92                  |
| <b>Current Liabilities</b>                                      |       |                        |                        |
| Financial Liabilities                                           |       |                        |                        |
| - Lease Liabilities                                             |       | 7.04                   | 5.26                   |
| - Trade Payables                                                | 3.17  |                        |                        |
| Total Outstanding due to Micro and Small Enterprises            |       | 31.48                  | 31.72                  |
| Total Outstanding due to other than Micro and Small Enterprises |       | 194.17                 | 166.06                 |
| - Other Financial Liabilities                                   | 3.18  | 141.43                 | 161.07                 |
| Other Current Liabilities                                       | 3.19  | 37.27                  | 29.37                  |
| Provisions                                                      | 3.20  | 9.24                   | 18.59                  |
| Current Tax Liabilities                                         | 3.21  | 1.32                   | -                      |
| <b>Total Equity and Liabilities</b>                             |       | <b>2,038.36</b>        | <b>1,801.47</b>        |

**Significant Accounting Policies and Notes on Accounts 2 to 5**

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

As per our audit report of even date attached

For PKF Sridhar &amp; Santhanam LLP

Chartered Accountants

Firm's Registration Number : 003990S/S200018

For and on behalf of the Board

T.T. Jagannathan

Chairman

DIN: 00191522

Dileep Kumar Krishnaswamy

Director

DIN: 00176595

R. Saranyan

Chief Financial Officer

PAN: AAHPS9134L

Chandru Kalro

Managing Director

DIN: 03474813

K.Shankaran

Wholetime Director &amp; Secretary

DIN: 00043205

Seethalakshmi M

Partner

Membership No. 208545

Place : Bengaluru

Date : May 25, 2021

**STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

| Particulars                                                                                              | Note | For Year Ended<br>31 March 2021 | For Year Ended<br>31 March 2020 |
|----------------------------------------------------------------------------------------------------------|------|---------------------------------|---------------------------------|
| Revenue from Operations                                                                                  | 4.1  | 2,186.93                        | 2,072.99                        |
| Other Income                                                                                             | 4.2  | 28.71                           | 24.66                           |
| <b>Total Income</b>                                                                                      |      | <b>2,215.64</b>                 | <b>2,097.65</b>                 |
| <b>Expenses</b>                                                                                          |      |                                 |                                 |
| Cost of Materials consumed                                                                               |      | 432.74                          | 426.35                          |
| Purchase of Stock in Trade                                                                               |      | 776.35                          | 777.47                          |
| Changes in Inventory of Finished Goods, Stock in trade and work in progress                              |      |                                 |                                 |
| i) Work in Progress                                                                                      | 4.3  | (3.85)                          | 1.10                            |
| ii) Finished Goods                                                                                       |      | 43.89                           | (0.31)                          |
| iii) Stock in Trade                                                                                      |      | 21.67                           | 0.01                            |
| iv) Stock in Transit                                                                                     |      | (1.91)                          | -                               |
| Employee benefits expense                                                                                | 4.4  | 191.15                          | 189.27                          |
| Finance Costs                                                                                            | 4.5  | 5.05                            | 5.06                            |
| Depreciation and Amortisation                                                                            | 4.6  | 39.97                           | 36.58                           |
| Other Expenses                                                                                           | 4.7  | 399.61                          | 416.03                          |
| <b>Total Expenses</b>                                                                                    |      | <b>1,904.67</b>                 | <b>1,851.56</b>                 |
| <b>Profit Before Exceptional items and Tax</b>                                                           |      | <b>310.97</b>                   | <b>246.09</b>                   |
| - Exceptional Items                                                                                      | 5.12 | 11.90                           | (11.69)                         |
| <b>Profit Before Tax</b>                                                                                 |      | <b>322.87</b>                   | <b>234.40</b>                   |
| <b>Tax Expense</b>                                                                                       |      |                                 |                                 |
| Current Tax                                                                                              | 4.8  | 78.08                           | 61.30                           |
| Deferred Tax                                                                                             |      | 1.90                            | (11.44)                         |
| <b>Profit from Continued Operations</b>                                                                  |      | <b>242.89</b>                   | <b>184.54</b>                   |
| Profit/(loss) from Discontinued Operations                                                               | 5.13 | (6.11)                          | -                               |
| <b>Profit/(loss) from Discontinued Operations (after tax)</b>                                            |      | <b>(6.11)</b>                   | <b>-</b>                        |
| <b>Profit for the Year</b>                                                                               |      | <b>236.78</b>                   | <b>184.54</b>                   |
| <b>Other Comprehensive Income</b>                                                                        |      |                                 |                                 |
| <b>Items that will not be reclassified to profit or loss</b>                                             |      |                                 |                                 |
| Remeasurements of defined benefit plan actuarial gains/ (losses)                                         |      | (0.30)                          | (1.97)                          |
| Change in fair value of equity instruments designated irrevocably as FVTOCI                              |      | 0.02                            | (0.05)                          |
| Income Tax Expense on above                                                                              |      | 0.07                            | 0.51                            |
|                                                                                                          |      | <b>(0.21)</b>                   | <b>(1.51)</b>                   |
| <b>Items that will be reclassified to profit or loss</b>                                                 |      |                                 |                                 |
| Foreign Exchange Fluctuation on Translation                                                              |      | 17.63                           | 5.40                            |
| <b>Total Other Comprehensive Income for the Year</b>                                                     |      | <b>17.42</b>                    | <b>3.89</b>                     |
| <b>Total Comprehensive Income for the Year</b>                                                           |      | <b>254.20</b>                   | <b>188.43</b>                   |
| <b>(Comprising Profit and other Comprehensive income for the year)</b>                                   |      |                                 |                                 |
| <b>Profit Attributable to:</b>                                                                           |      |                                 |                                 |
| - Owners                                                                                                 |      | 236.78                          | 185.57                          |
| - Non-Controlling Interest                                                                               |      | -                               | (1.03)                          |
| <b>Other Comprehensive Income Attributable to:</b>                                                       |      |                                 |                                 |
| - Owners                                                                                                 |      | 17.42                           | 4.22                            |
| - Non-Controlling Interest                                                                               |      | -                               | (0.33)                          |
| <b>Total Comprehensive Income Attributable to:</b>                                                       |      |                                 |                                 |
| - Owners                                                                                                 |      | 254.20                          | 189.79                          |
| - Non-Controlling Interest                                                                               |      | -                               | (1.36)                          |
| <b>Earnings Per Equity Share (Face Value ₹10/- each) (for Continuing Operations)</b>                     |      |                                 |                                 |
| Basic and Diluted (₹)                                                                                    | 5.8  | 175.23                          | 133.13                          |
| <b>Earnings Per Equity Share (Face Value ₹ 10/- each) (for Discontinued Operations)</b>                  |      |                                 |                                 |
| Basic and Diluted (₹)                                                                                    | 5.8  | (4.41)                          | -                               |
| <b>Earnings Per Equity Share (Face Value ₹ 10/- each) (for Discontinued &amp; Continuing Operations)</b> |      |                                 |                                 |
| Basic and Diluted (₹)                                                                                    | 5.8  | 170.82                          | 133.13                          |

**Significant Accounting Policies and Notes on Accounts 2 to 5**

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

As per our audit report of even date attached

For PKF Sridhar &amp; Santhanam LLP

Chartered Accountants

Firm's Registration Number : 0039905/S200018

For and on behalf of the Board

T.T. Jagannathan  
Chairman  
DIN: 00191522Dileep Kumar Krishnaswamy  
Director  
DIN: 00176595R. Saranyan  
Chief Financial Officer  
PAN: AAHP59134LChandru Kalro  
Managing Director  
DIN: 03474813K. Shankaran  
Wholesale Director & Secretary  
DIN: 00043205Seethalakshmi M  
Partner  
Membership No. 208545Place : Bengaluru  
Date : May 25, 2021

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2021**

(₹ in Crores)

| Particulars                                                       | For Year Ended<br>31 March 2021 | For Year Ended<br>31 March 2020 |
|-------------------------------------------------------------------|---------------------------------|---------------------------------|
| <b>Cash Flows from Operating Activities</b>                       |                                 |                                 |
| Net Profit Before Tax                                             | 322.87                          | 234.40                          |
| Adjustments:                                                      |                                 |                                 |
| - Interest Income                                                 | (2.41)                          | (4.84)                          |
| - (Profit)/Loss on Sale of Property, Plant and Equipment          | (0.06)                          | 0.11                            |
| - Foreign Exchange Fluctuation on Translation                     | 17.63                           | 5.40                            |
| - OCI Effects                                                     | (0.21)                          | (1.51)                          |
| - Dividend Income                                                 | (18.98)                         | (10.44)                         |
| - Interest Expense                                                | 5.05                            | 5.06                            |
| - Profit/(loss) from Discontinued Operations                      | (6.11)                          | -                               |
| - Depreciation and Amortization                                   | 39.97                           | 36.58                           |
| <b>Operating Cash Flow Before Working Capital Changes</b>         | <b>357.75</b>                   | <b>264.76</b>                   |
| Changes in                                                        |                                 |                                 |
| - Trade Receivables                                               | (12.77)                         | 26.98                           |
| - Financial Assets and Other Current and Non-Current Assets       | (53.73)                         | 4.64                            |
| - Inventories                                                     | 22.71                           | 0.73                            |
| - Liabilities and Provisions (Current and Non-Current)            | 13.08                           | 28.73                           |
| - Trade Payables                                                  | 27.87                           | (5.47)                          |
| <b>Cash generated from operations</b>                             | <b>354.91</b>                   | <b>320.37</b>                   |
| Income Taxes Paid (Net of Refunds)                                | (72.93)                         | (67.23)                         |
| <b>Cash generated from/(used in) operating activities</b>         | <b>281.98</b>                   | <b>253.14</b>                   |
| <b>Cash flows from Investing activities</b>                       |                                 |                                 |
| Purchase of Property, Plant and Equipment                         | (28.27)                         | (57.72)                         |
| Investment in Mutual Funds/Term Deposits with Banks               | (170.35)                        | (141.27)                        |
| Interest received                                                 | 2.41                            | 4.84                            |
| Dividends received                                                | 18.98                           | 10.44                           |
| <b>Net cash generated from/(used in) Investing activities [B]</b> | <b>(177.23)</b>                 | <b>(183.71)</b>                 |
| <b>Cash flows from financing activities</b>                       |                                 |                                 |
| Dividend paid (including dividend distribution tax)               | (55.45)                         | (50.13)                         |
| Interest paid/Finance Cost                                        | (2.08)                          | (2.87)                          |
| Repayment of Lease Liabilities                                    | (9.06)                          | (7.48)                          |
| Repayment of long term loans                                      | (15.46)                         | (34.63)                         |
| <b>Net cash used in financing activities</b>                      | <b>(82.05)</b>                  | <b>(95.11)</b>                  |
| <b>Increase in cash and cash equivalents</b>                      | <b>22.70</b>                    | <b>(25.68)</b>                  |
| <b>Cash and cash equivalents at the beginning of the year</b>     | <b>53.04</b>                    | <b>78.72</b>                    |
| <b>Cash and cash equivalents at the end of the year</b>           | <b>75.74</b>                    | <b>53.04</b>                    |
| <b>Components of cash and cash equivalents (refer note 3.8)</b>   |                                 |                                 |
| Cash on hand                                                      | 0.03                            | 0.08                            |
| Balances with banks                                               |                                 |                                 |
| - in current accounts                                             | 75.71                           | 52.96                           |
| <b>Total cash and cash equivalents</b>                            | <b>75.74</b>                    | <b>53.04</b>                    |

Note: Prepared under Indirect Method as set out in Ind AS 7-Statement of Cash Flows.

As per our audit report of even date attached

For PKF Sridhar &amp; Santhanam LLP

Chartered Accountants

Firm's Registration Number : 003990S/S200018

For and on behalf of the Board

T.T. Jagannathan

Chairman

DIN: 00191522

Chandru Kalro

Managing Director

DIN: 03474813

Seethalakshmi M

Partner

Membership No. 208545

Dileep Kumar Krishnaswamy

Director

DIN: 00176595

K.Shankaran

Wholesale Director &amp; Secretary

DIN: 00043205

Place : Bengaluru

Date : May 25, 2021

R. Saranyan

Chief Financial Officer

PAN: AAHPS9134L

(₹ in Crores)

**Financial Liabilities****Net Debt Reconciliation**

|                                       | 31-Mar-21    |
|---------------------------------------|--------------|
| Current borrowings including interest | -            |
| Non-current borrowings                | (40.38)      |
| Cash and cash equivalents             | 75.74        |
| <b>Net debt</b>                       | <b>35.36</b> |

|                                     | Liabilities from financing activities |                    |                              | Other Assets              |              |
|-------------------------------------|---------------------------------------|--------------------|------------------------------|---------------------------|--------------|
|                                     | Non-current borrowings                | Current borrowings | Interest accrued but not due | Cash and Cash Equivalents | Total        |
| Net debt as at 1 April 2020         | (18.62)                               | (37.23)            | -                            | 53.04                     | (2.81)       |
| Cash Flows                          | (17.90)                               | 37.23              | -                            | 22.70                     | 42.03        |
| Foreign exchange adjustments        | (3.15)                                |                    |                              |                           | (3.15)       |
| Interest expense                    | (0.71)                                |                    |                              |                           | (0.71)       |
| Interest paid                       |                                       |                    |                              |                           | -            |
| Other non-cash movements            |                                       |                    |                              |                           | -            |
| <b>Net debt as at 31 March 2021</b> | <b>(40.38)</b>                        | <b>-</b>           | <b>-</b>                     | <b>75.74</b>              | <b>35.36</b> |

Prepared under Indirect Method as set out in IND AS 7-Statement of Cash Flows.

*As per our audit report of even date attached***For PKF Sridhar & Santhanam LLP***Chartered Accountants**Firm's Registration Number : 003990S/S200018***For and on behalf of the Board****T.T. Jagannathan***Chairman*

DIN: 00191522

**Chandru Kalro***Managing Director*

DIN: 03474813

**Seethalakshmi M***Partner*

Membership No. 208545

**Dileep Kumar Krishnaswamy***Director*

DIN: 00176595

**K.Shankaran***Wholetime Director & Secretary*

DIN: 00043205

**Place : Bengaluru****Date : May 25, 2021****R. Saranyan***Chief Financial Officer*

PAN: AAHPS9134L

|                                                 | Note | Balance |
|-------------------------------------------------|------|---------|
| <b>A. EQUITY SHARE CAPITAL</b>                  |      |         |
| As at 31st March 2019                           | 3.12 | 11.56   |
| Changes in equity share capital during the year |      | 2.30    |
| As at 31st March 2020                           | 3.12 | 13.86   |
| Changes in equity share capital during the year |      | -       |
| As at 31st March 2021                           | 3.12 | 13.86   |

| Particulars                                      | Reserves and Surplus       |                 |                     |                 |                            |                   |                                                                                |                    |                          | Total    |
|--------------------------------------------------|----------------------------|-----------------|---------------------|-----------------|----------------------------|-------------------|--------------------------------------------------------------------------------|--------------------|--------------------------|----------|
|                                                  | Securities Premium Reserve | General Reserve | Revaluation Reserve | Capital Reserve | Capital Redemption Reserve | Retained Earnings | Exchange Difference on translating Financial Statements of a foreign operation | Other Items of OCI | Non-Controlling Interest |          |
| Balance as at April 1, 2019                      | 40.19                      | 200.10          | 2.15                | 15.39           | 0.10                       | 901.20            | (3.69)                                                                         | (0.71)             | -                        | 1,154.73 |
| Current Year profits                             | -                          | -               | -                   | -               | -                          | 186.22            | -                                                                              | -                  | (1.68)                   | 184.54   |
| Bonus Issue of Shares                            | (2.31)                     | -               | -                   | -               | -                          | -                 | -                                                                              | -                  | -                        | (2.31)   |
| Cancellation of Forfeited Shares                 | (0.11)                     | -               | -                   | 0.12            | -                          | -                 | -                                                                              | -                  | -                        | 0.01     |
| Exchange (Loss)/Gain on Translation              | -                          | -               | -                   | -               | -                          | -                 | 5.39                                                                           | -                  | -                        | 5.39     |
| Dividends                                        | -                          | -               | -                   | -               | -                          | (50.13)           | -                                                                              | -                  | -                        | (50.13)  |
| Transfer from retained earnings                  | -                          | 20.00           | -                   | -               | -                          | (20.00)           | -                                                                              | -                  | -                        | -        |
| Fair Valuation of Equity Instruments through OCI | -                          | -               | -                   | -               | -                          | -                 | -                                                                              | (0.05)             | -                        | (0.05)   |
| Actuarial Gain/Loss on Defined Benefit Plans     | -                          | -               | -                   | -               | -                          | (1.46)            | -                                                                              | -                  | -                        | (1.46)   |
| On Account of Business Combination               | -                          | -               | -                   | -               | -                          | -                 | -                                                                              | -                  | 4.09                     | 4.09     |
| Balance as at March 31, 2020                     | 37.77                      | 220.10          | 2.15                | 15.51           | 0.10                       | 1,015.83          | 1.70                                                                           | (0.76)             | 2.41                     | 1,294.81 |

(₹ in Crores)

| Particulars                                      | Reserves and Surplus       |                 |                     |                 |                            |                   |                                                                                |                    | Total  |                          |
|--------------------------------------------------|----------------------------|-----------------|---------------------|-----------------|----------------------------|-------------------|--------------------------------------------------------------------------------|--------------------|--------|--------------------------|
|                                                  | Securities Premium Reserve | General Reserve | Revaluation Reserve | Capital Reserve | Capital Redemption Reserve | Retained Earnings | Exchange Difference on translating Financial Statements of a foreign operation | Other Items of OCI |        | Non-Controlling Interest |
| Balance as at April 1, 2020                      | 37.77                      | 220.10          | 2.15                | 15.51           | 0.10                       | 1,015.83          | 1.70                                                                           | (0.76)             | 2.41   | 1,294.81                 |
| Current Year profits                             | -                          | -               | -                   | -               | -                          | 236.78            | -                                                                              | -                  | -      | 236.78                   |
| Exchange (Loss)/Gain on Translation              | -                          | -               | -                   | -               | -                          | -                 | 17.63                                                                          | -                  | -      | 17.63                    |
| Dividends                                        | -                          | -               | -                   | -               | -                          | (55.45)           | -                                                                              | -                  | -      | (55.45)                  |
| Transfer from retained earnings                  | -                          | 23.00           | -                   | -               | -                          | (23.00)           | -                                                                              | -                  | -      | -                        |
| Fair Valuation of Equity Instruments through OCI | -                          | -               | -                   | -               | -                          | -                 | -                                                                              | 0.02               | -      | 0.02                     |
| Actuarial Gain/Loss on Defined Benefit Plans     | -                          | -               | -                   | -               | -                          | (0.23)            | -                                                                              | -                  | -      | (0.23)                   |
| On Account of Discontinued Operations            | -                          | -               | -                   | -               | -                          | -                 | -                                                                              | -                  | (2.41) | (2.41)                   |
| Balance as at March 31, 2021                     | 37.77                      | 243.10          | 2.15                | 15.51           | 0.10                       | 1,173.93          | 19.33                                                                          | (0.74)             | -      | 1,491.15                 |

**Nature and purpose of reserves:**

(a) **Capital reserve:** The Group recognises profit and loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

(b) **Securities premium reserve:** Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of section 52 of the Companies Act, 2013.

(c) **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 reserve is utilized in accordance with the provisions of section 69 of the Companies Act, 2013.

(d) **General reserve:** The general reserve is a free reserve which is used from time to time to transfer profits from retained earnings for appropriation purposes..

**Significant Accounting Policies and Notes on Accounts 2 to 5**

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

As per our audit report of even date attached

For **PKF Sridhar & Santhanam LLP**

Chartered Accountants

Firm's Registration Number : 003990S/S200018

For and on behalf of the Board

**T.T. Jagannathan**  
Chairman  
DIN: 00191522

**Seethalakshmi M**  
Partner

Membership No. 208545

Place : Bengaluru

Date : May 25, 2021

**Dileep Kumar Krishnaswamy**  
Director  
DIN: 00176595

**R. Saranyan**  
Chief Financial Officer  
PAN: AAHPS9134L

**Chandru Kalro**  
Managing Director  
DIN: 03474813

**K.Shankaran**  
Wholesale Director & Secretary  
DIN: 00043205

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

### 1. Corporate Information

TTK Prestige Limited ('TTK' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at Plot No.38, SIPCOT Industrial Complex, Hosur, Tamilnadu-635126. The Company's shares are listed and traded on Stock Exchanges in India. The Company is primarily engaged in manufacture of Kitchen and Home Appliances. TTK Prestige Limited together with its subsidiaries is hereinafter referred to as "Group", the term "company" wherever used in the consolidated financial statements, refer to TTK Prestige Limited.

### 2. Significant Accounting Policies

#### a. Statement of Compliance

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Sec 133 of the Companies Act 2013 and other relevant provisions of the Act as amended thereto.

#### New Amended standards and Interpretation:

- (a) Ind AS 1 Presentation of Financial Statements - Substitution of the definition of term 'Material'
- (b) Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors - In order to maintain consistency with Ind AS 1, the respective changes have been made to Ind AS 8 also.
- (c) Ind AS 10 Events after the Reporting Period - Clarification on the disclosures requirements to be made in case of a material non- adjusting event.
- (d) Ind AS 34 Interim Financial Reporting - In order to maintain consistency with the amendments made in other Ind AS, respective changes have been made to Ind AS 34.
- (e) Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets - Clarification on the accounting treatment for restructuring plans.
- (f) Ind AS 103 Business Combination - Detailed guidance on term 'Business' and 'Business Combination' along with providing an Optional test to identify concentration of Fair Value.

- (g) Ind AS 107 Financial Instruments: Disclosures - Clarification on certain disclosures to be made in respect of uncertainty arising from interest rate benchmark reforms.
- (h) Ind AS 109 Financial Instruments - Clarification on temporary exceptions from applying specific hedge accounting requirements along with providing guidance on transition for hedge accounting.
- (i) Ind AS 116 Leases - Clarification on whether rent concessions as a direct consequence of COVID- 19 pandemic can be accounted as lease modification or not.

None of the amendments has any material impact on the financial statements for the current year.

**New standard notified but not effective - None.**

#### b. Basis of preparation and presentation:

These financial statements have been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

As the operating cycle cannot be identified easily in normal course, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

#### c. Principles of Consolidation and Equity Accounting:

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the group.

They are deconsolidated from the date the control ceases. The acquisition method of accounting is used to account for business combinations by the group. The group combines the financial statements of the parent and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of transferred asset.

Accounting policies of subsidiary has been changed where necessary to ensure consistency with the policies adopted by the group. Non-Controlling interests, if any, in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

**Subsidiaries:**

| Name of the Company                    | Percentage of Holding |
|----------------------------------------|-----------------------|
| TTK British Holdings Limited           | 100%                  |
| Horwood Homewares Limited              | 100%                  |
| Horwood Life Limited (Upto 7-Dec-2020) | 51%                   |

**d. Other Significant Accounting Policies:**

These are set out under “Significant Accounting Policies” as given in the Group’s Standalone financial statements except for.

**Foreign Currency Translations:**

Items included in the financial statements of each of the group’s entities are measured using the currency of the primary economic

environment in which the entity operates (‘the functional currency’). The Consolidated financial statements are presented in Indian Rupee (₹), which is the parent’s functional and presentation currency.

The results and financial position of each of the group entities whose functional currency is different from the parent’s functional currency is translated using the following procedures:

- Assets and liabilities for each balance sheet presented translated at the closing rate at the date of that balance sheet.
- Income and expenses presented in statement of profit and loss translated at monthly average exchange rate and
- All resulting exchange differences recognized in other comprehensive income.

**Goodwill:**

Goodwill on acquisition of Subsidiaries is included in Intangible assets. Goodwill is not amortized but it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or group of units are identified at the lowest levels at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021**
**3.1 A - Property Plant and Equipments** (₹ in Crores)

| Description                          | Land  | Buildings | Plant and equipment | Furniture and fixtures | Vehicles | Office equipment | Electrical Installations | Tools Moulds and Dies | Total  |
|--------------------------------------|-------|-----------|---------------------|------------------------|----------|------------------|--------------------------|-----------------------|--------|
| <b>Cost/Deemed Cost</b>              |       |           |                     |                        |          |                  |                          |                       |        |
| As at 01 April 2019                  | 38.79 | 167.69    | 188.03              | 28.04                  | 1.80     | 8.14             | 29.14                    | 14.60                 | 476.23 |
| Additions during the year            | 4.49  | 37.92     | 10.58               | 6.03                   | 0.13     | 3.84             | 4.45                     | 3.42                  | 70.86  |
| Adjustment during the year           | -     | -         | -                   | -                      | -        | 0.01             | (0.01)                   | -                     | -      |
| Deletions during the year            | -     | (0.03)    | (3.14)              | (0.16)                 | (0.55)   | (0.21)           | (0.22)                   | (0.01)                | (4.32) |
| Translation Differences              | -     | -         | -                   | 0.01                   | -        | -                | -                        | -                     | 0.01   |
| As at 31 March 2020                  | 43.28 | 205.58    | 195.47              | 33.92                  | 1.38     | 11.78            | 33.36                    | 18.01                 | 542.78 |
| Additions during the year            | -     | 4.09      | 7.96                | 0.44                   | 0.10     | 1.40             | 0.65                     | 2.63                  | 17.27  |
| Adjustment during the year           | -     | -         | -                   | -                      | -        | -                | -                        | -                     | -      |
| Deletions during the year            | -     | -         | (5.11)              | (0.30)                 | (0.41)   | (1.53)           | -                        | -                     | (7.35) |
| Translation Differences              | -     | -         | -                   | 0.02                   | -        | -                | -                        | -                     | 0.02   |
| As at 31 March 2021                  | 43.28 | 209.67    | 198.32              | 34.08                  | 1.07     | 11.65            | 34.01                    | 20.64                 | 552.72 |
| <b>Depreciation and amortization</b> |       |           |                     |                        |          |                  |                          |                       |        |
| As at 01 April 2019                  | -     | 23.92     | 51.25               | 15.37                  | 0.82     | 2.78             | 8.10                     | 3.16                  | 105.40 |
| Charge for the year                  | -     | 6.43      | 14.16               | 2.25                   | 0.31     | 1.49             | 1.65                     | 1.87                  | 28.16  |
| Deletions during the year            | -     | (0.03)    | (2.85)              | (0.16)                 | (0.51)   | (0.21)           | (0.22)                   | (0.01)                | (3.99) |
| As at 31 March 2020                  | -     | 30.32     | 62.56               | 17.46                  | 0.62     | 4.06             | 9.53                     | 5.02                  | 129.57 |
| Charge for the year                  | -     | 7.47      | 15.01               | 2.47                   | 0.20     | 2.01             | 1.96                     | 2.20                  | 31.32  |
| Deletions during the year            | -     | -         | (4.99)              | (0.03)                 | (0.35)   | (0.40)           | -                        | -                     | (5.77) |
| As at 31 March 2021                  | -     | 37.79     | 72.58               | 19.90                  | 0.47     | 5.67             | 11.49                    | 7.22                  | 155.12 |
| <b>Net Book Value</b>                |       |           |                     |                        |          |                  |                          |                       |        |
| As at 31 March 2021                  | 43.28 | 171.88    | 125.74              | 14.18                  | 0.60     | 5.98             | 22.52                    | 13.42                 | 397.60 |
| As at 31 March 2020                  | 43.28 | 175.26    | 132.91              | 16.46                  | 0.76     | 7.72             | 23.83                    | 12.99                 | 413.21 |

Note:

a) Properties at Karjan Plant having carrying value of ₹ 197.72 Crores (PY Rs.206.37 Crores) have been offered as security to Hongkong and Shanghai Banking Corporation against the guarantee issued by the holding company for the borrowings of the group.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 3.1 B - Right of use Assets

| Description                 | Buildings    | Vehicles    | Plant and Equipments | Total        |
|-----------------------------|--------------|-------------|----------------------|--------------|
| <b>As at 1st April 2019</b> | <b>26.89</b> | <b>2.36</b> | <b>0.91</b>          | <b>30.16</b> |
| Additions during the year   | 6.56         | 0.07        | -                    | 6.63         |
| Translation Differences     | 0.41         | 0.04        | 0.01                 | 0.46         |
| Deletions during the year   | -            | -           | -                    | -            |
| <b>As at 31 March 2020</b>  | <b>33.86</b> | <b>2.47</b> | <b>0.92</b>          | <b>37.25</b> |
| Additions during the year   | 16.99        | 0.41        | 0.72                 | 18.12        |
| Translation Differences     | 1.15         | 0.30        | 0.06                 | 1.51         |
| Deletions during the year   | -            | (0.35)      | -                    | (0.35)       |
| <b>As at 31 March 2021</b>  | <b>52.00</b> | <b>2.83</b> | <b>1.70</b>          | <b>56.53</b> |
| <b>Depreciation</b>         |              |             |                      |              |
| <b>As at 1st April 2019</b> | -            | -           | -                    | -            |
| Depreciation                | 5.11         | 0.73        | 0.24                 | 6.08         |
| Impairment                  | -            | -           | -                    | -            |
| <b>As at 31 March 2020</b>  | <b>5.11</b>  | <b>0.73</b> | <b>0.24</b>          | <b>6.08</b>  |
| Depreciation                | 6.42         | 0.75        | 0.35                 | 7.52         |
| Impairment                  | -            | -           | -                    | -            |
| <b>As at 31 March 2021</b>  | <b>11.53</b> | <b>1.48</b> | <b>0.59</b>          | <b>13.60</b> |
| <b>Net Book Value</b>       |              |             |                      |              |
| <b>As at 31 March 2021</b>  | <b>40.47</b> | <b>1.35</b> | <b>1.11</b>          | <b>42.92</b> |
| <b>As at 31 March 2020</b>  | <b>28.75</b> | <b>1.74</b> | <b>0.68</b>          | <b>31.17</b> |

## 3.1 C - Capital Work in Progress\*

| Description                 | Amount       |
|-----------------------------|--------------|
| <b>As at 1st April 2019</b> | <b>20.60</b> |
| Additions during the year   | 45.92        |
| Adjustment during the year  | (60.79)      |
| <b>As at 1st April 2020</b> | <b>5.73</b>  |
| Additions during the year   | 21.22        |
| Adjustment during the year  | (8.94)       |
| <b>As at 31 March 2021</b>  | <b>18.01</b> |

\* Capital Work in Progress primarily comprises of Racking Systems installations at Warehouse Locations and Machinery installations at Factory Locations.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

**3.1 D - Goodwill**

| Description                             | Amount |
|-----------------------------------------|--------|
| As at 1st April 2020                    | 136.81 |
| Additions during the year               | -      |
| Deletions during the year               | (5.74) |
| Foreign Currency Translation Difference | 10.50  |
| As at 31 March 2021                     | 141.57 |
| Amortization and Impairment             |        |
| As at 1st April 2020                    | 11.69  |
| Amortization                            | -      |
| Impairment/ Reversals                   | -      |
| As at 31 March 2021                     | 11.69  |
| <b>Net Book Value</b>                   |        |
| As at 31 March 2021                     | 129.88 |
| As at 31 March 2020                     | 125.12 |

**3.1 E - Intangible Assets**

| Description                 | Computers Software | Trademarks and Web Development | Total |
|-----------------------------|--------------------|--------------------------------|-------|
| As at 1st April 2019        | 7.55               | 0.27                           | 7.82  |
| Additions during the year   | 1.93               | -                              | 1.93  |
| Deletions during the year   | -                  | -                              | -     |
| As at 1st April 2020        | 9.48               | 0.27                           | 9.75  |
| Additions during the year   | 0.28               | -                              | 0.28  |
| Deletions during the year   | -                  | -                              | -     |
| Translation Differences     | 0.06               | -                              | 0.06  |
| As at 31 March 2021         | 9.82               | 0.27                           | 10.09 |
| Amortization and Impairment |                    |                                |       |
| As at 1st April 2019        | 4.43               | 0.02                           | 4.45  |
| Amortization                | 2.32               | 0.02                           | 2.34  |
| As at 1st April 2020        | 6.75               | 0.04                           | 6.79  |
| Amortization                | 1.07               | 0.06                           | 1.13  |
| As at 31 March 2021         | 7.82               | 0.10                           | 7.92  |
| <b>Net Book Value</b>       |                    |                                |       |
| As at 31 March 2021         | 2.00               | 0.17                           | 2.17  |
| As at 31 March 2020         | 2.73               | 0.23                           | 2.96  |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

## 3.2 Investments (Non-Current)

(₹ in Crores)

| Particulars                                             | 31-Mar-21   | 31-Mar-20   |
|---------------------------------------------------------|-------------|-------------|
| Investments in Equity Instruments-Fully Paid Up         |             |             |
| (i) Other-Quoted (At Fair value through OCI)            |             |             |
| -TTK Healthcare Limited (CY 1440 Shares,PY 1440 Shares) | 0.07        | 0.05        |
| <b>Total</b>                                            | <b>0.07</b> | <b>0.05</b> |

## Foot Note:

## (i) Aggregate Amount of Quoted Investment

| Particulars   | 31-Mar-21 | 31-Mar-20 |
|---------------|-----------|-----------|
| -Cost         | 0.02      | 0.02      |
| -Market Value | 0.07      | 0.05      |

(ii) Aggregate Amount of Unquoted Investments is Nil

(iii) Aggregate Amount of Impairment in Value of investment-Nil

## 3.3 Other Non-Current Financial Assets

| Particulars                                     | 31-Mar-21    | 31-Mar-20 |
|-------------------------------------------------|--------------|-----------|
| Term Deposits with Maturity more than 12 Months | 17.91        | -         |
| <b>Total</b>                                    | <b>17.91</b> | <b>-</b>  |

## 3.4 Other Non-Current Assets

| Particulars       | 31-Mar-21    | 31-Mar-20    |
|-------------------|--------------|--------------|
| Capital Advances  | 5.92         | 3.82         |
| Security Deposits | 7.80         | 7.06         |
| Prepayment        | 12.08        | 11.79        |
| <b>Total</b>      | <b>25.80</b> | <b>22.67</b> |

## 3.5 Inventories

| Particulars           | 31-Mar-21     | 31-Mar-20     |
|-----------------------|---------------|---------------|
| (a) Raw-Materials     | 119.69        | 86.85         |
| (b) Work in Progress  | 23.28         | 19.43         |
| (c) Finished Goods    | 81.92         | 125.82        |
| (d) Stock in Trade    | 202.83        | 224.49        |
| (e) Stock in Transit  | 10.90         | 5.62          |
| (f) Stores and Spares | 9.31          | 8.43          |
| <b>Total</b>          | <b>447.93</b> | <b>470.64</b> |

## Note:

(i) During the year ended 31st March 2021, ₹ 6.10 Crores (Previous year : ₹ 4.47 Crores) was recognised as an expense for Inventories carried at Net Realisable value.

(ii) Mode of Valuation:Inventories are valued at lower of cost,computed on a weighted average basis and estimated net realisable value,after providing for cost of obsolescence and other anticipated losses,wherever considered necessary.

Finished Goods and Work in progress include cost of conversion and othe costs incurred in bringing the inventories to their present location and condition.

**3.6 Investments**

| Particulars                                                                                                                      | As at 31st March 2021 | As at 31st March 2020 |
|----------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Investment in Mutual Funds :</b>                                                                                              |                       |                       |
| Aditya Birla Sun Life Savings Fund - Regular Plan- NIL units - (P.Y. 21,05,809.575 units)                                        | -                     | 21.09                 |
| Axis Treasury Advantage Fund - Regular Plan - NIL units (P.Y. 2,90,966.409 units)                                                | -                     | 29.28                 |
| Axis Treasury Advantage Fund - Regular Plan - 13,700.403 units (P.Y. NIL units)                                                  | 3.29                  | -                     |
| DSP Low Duration Fund - Regular Plan-Dividend Payout-NIL units (P.Y. 2,28,97,791.276 units)                                      | -                     | 23.11                 |
| DSP Low Duration Fund - Regular Plan -Growth- 2,08,71,987.002 units (P.Y. NIL units)                                             | 26.54                 | -                     |
| Franklin India Savings Fund - Retail Option - NIL units (P.Y. 89,78,330.155 units)                                               | -                     | 9.04                  |
| HDFC Low Duration Fund - Regular Plan - 2,25,80,418.784 units (P.Y. 2,91,16,530.126 units)                                       | 22.90                 | 29.53                 |
| ICICI Prudential Medium Term Bond Fund - Regular Plan - 23,80,486.185 units (P.Y. NIL units)                                     | 8.08                  | -                     |
| ICICI Prudential Ultra Short Term Fund - Regular Plan - Growth - 1,32,65,831.656 units (P.Y. 1,32,65,831.656 units)              | 28.61                 | 27.02                 |
| DFC Arbitrage Fund - Direct Plan - NIL units (P.Y. 86,74,864.743 units)                                                          | -                     | 11.48                 |
| IDFC Arbitrage Fund - Regular Plan - NIL units (P.Y. 1,31,17,506.246 units)                                                      | -                     | 16.69                 |
| IDFC Corporate Bond Fund - Regular Plan -2,52,21,206.669 units (P.Y. NIL units)                                                  | 37.89                 | -                     |
| IDFC Low Duration Fund - Regular Plan - NIL units (P.Y. 2,83,09,474.901 units)                                                   | -                     | 28.51                 |
| Invesco India Treasury Advantage Fund - Regular Plan - NIL units (P.Y. 3,12,298.156 units)                                       | -                     | 31.55                 |
| Kotak Floating Rate Fund - Regular Plan - 2,68,586.026 units (P.Y. NIL units)                                                    | 30.88                 | -                     |
| Kotak Low Duration Fund - Regular Plan - 1,17,305.14 units (P.Y. 85,666.222 units)                                               | 30.83                 | 21.11                 |
| Kotak Savings Fund - Regular Plan - NIL units (P.Y. 40,87,895.811 units)                                                         | -                     | 4.12                  |
| Nippon India Floating Rate Fund - Regular Plan - 89,72,128.733 units (P.Y. 31,66,049.815 units)                                  | 31.09                 | 10.06                 |
| SBI Magnum Low Duration Fund - Regular Plan - 3,16,240.975 units (P.Y. 3,16,240.975 units)                                       | 33.88                 | 32.06                 |
| L & T Low Duration Fund - Regular Plan - 1,24,70,392.249 units (P.Y. NIL units)                                                  | 27.66                 | -                     |
| Nippon India Money Market Fund - Regular Plan - 53,219.504 units (P.Y. NIL units)                                                | 17.01                 | -                     |
| Nippon India Low Duration Fund - Regular Plan - 1,05,349.369 units (P.Y. NIL units)                                              | 30.80                 | -                     |
| SBI Magnum Corporate Bond Fund - Regular Plan -2,06,67,588.04 units (P.Y. NIL units)                                             | 24.97                 | -                     |
| Sundaram Corporate Bond Fund - Regular Plan- 54,59,933.319 units (P.Y. NIL units)                                                | 17.08                 | -                     |
| TATA Treasury Advanta`ge Fund - Regular Plan - 61,338.062 units (P.Y. NIL units)                                                 | 18.86                 | -                     |
| <b>Total -Aggregate value of Unquoted Investments</b>                                                                            | <b>390.37</b>         | <b>294.65</b>         |
| <b>Investment in Non - Convertible Debentures and Bonds :</b>                                                                    |                       |                       |
| EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED - NIL units ( P.Y. NIL units) (Coupon Rate 21.98%,Redemption Date-16th Feb 2021)" | -                     | 26.30                 |
| BHARAT BOND ETF - APRIL 2023 - Regular Plan - Growth - 1,00,000 units (P.Y. 1,00,000 units)                                      | 10.00                 | 10.00                 |
| BHARAT BOND FOF - APRIL 2025 - Regular Plan - GR - 1,99,99,000.05 units (P.Y. NIL units)                                         | 20.00                 | -                     |
| <b>Total</b>                                                                                                                     | <b>30.00</b>          | <b>36.30</b>          |
| <b>Grand Total</b>                                                                                                               | <b>420.37</b>         | <b>330.95</b>         |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 3.7 Trade Receivables

| Particulars                    | 31-Mar-21     | 31-Mar-20     |
|--------------------------------|---------------|---------------|
| From related parties           | 0.05          | 0.07          |
| Others                         | 290.82        | 278.03        |
| <b>Total Trade Receivables</b> | <b>290.87</b> | <b>278.10</b> |

| Particulars                         | 31-Mar-21     | 31-Mar-20     |
|-------------------------------------|---------------|---------------|
| <b>Trade Receivables</b>            |               |               |
| Unsecured, considered good          | 290.87        | 278.10        |
| Significant increase in credit risk | -             | -             |
| Credit impaired                     | 36.59         | 16.47         |
| <b>Total</b>                        | <b>327.46</b> | <b>294.57</b> |
| Less: Loss Allowance                | 36.59         | 16.47         |
| <b>Total Trade Receivables</b>      | <b>290.87</b> | <b>278.10</b> |

No Trade Receivable are due from directors or other officers of the company either severally or jointly with any other person.

| Movement in Provision for Doubtful Debts | 31-Mar-21    | 31-Mar-20    |
|------------------------------------------|--------------|--------------|
| <b>Opening Balance</b>                   | <b>16.47</b> | <b>11.04</b> |
| Charge for the year                      | 21.72        | 5.65         |
| Utilised                                 | 1.60         | 0.22         |
| Unused amounts reversed                  | -            | -            |
| <b>Closing Balance</b>                   | <b>36.59</b> | <b>16.47</b> |

## 3.8 Cash and Cash Equivalents

| Particulars                            | 31-Mar-21    | 31-Mar-20    |
|----------------------------------------|--------------|--------------|
| (A) Balances with banks:               |              |              |
| On current accounts                    | 73.95        | 52.70        |
| (B) Cheques on Hand                    | 1.76         | 0.26         |
| (C) Cash in Hand                       | 0.03         | 0.08         |
| <b>Total Cash and Cash Equivalents</b> | <b>75.74</b> | <b>53.04</b> |

**3.9 Other Balances with Banks**

| Particulars                            | 31-Mar-21    | 31-Mar-20   |
|----------------------------------------|--------------|-------------|
| Earmarked Bank Balances                |              |             |
| i) Unpaid Dividend Bank Account        | 1.45         | 1.37        |
| ii) Bank Balances held as Margin Money | 1.58         | 2.72        |
| iii) Term Deposits with Banks          | 82.39        | 0.44        |
| <b>Total</b>                           | <b>85.42</b> | <b>4.53</b> |

**3.10 Other Current Financial Assets**

| Particulars                 | 31-Mar-21   | 31-Mar-20   |
|-----------------------------|-------------|-------------|
| Accrued Interest Receivable | 3.52        | 3.73        |
| <b>Total</b>                | <b>3.52</b> | <b>3.73</b> |

**3.11 Other Current Assets**

| Particulars                                     | 31-Mar-21    | 31-Mar-20    |
|-------------------------------------------------|--------------|--------------|
| Advance to Employees Unsecured, considered good | 0.28         | 0.26         |
| Other Advances Unsecured, considered good       | 24.88        | 15.55        |
| Prepaid Expenses                                | 9.29         | 4.81         |
| Prepayment-Lease Rentals                        | 0.68         | 0.62         |
| Balances With Customs                           | -            | 0.64         |
| GST Receivables(Net)                            | 36.72        | 25.23        |
| Gratuity Fund                                   | 0.25         | -            |
| <b>Total</b>                                    | <b>72.10</b> | <b>47.11</b> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 3.12 Equity Share Capital

| Particulars                                                                                        | 31-Mar-21    | 31-Mar-20    |
|----------------------------------------------------------------------------------------------------|--------------|--------------|
| <b>Authorised Share Capital</b>                                                                    |              |              |
| 1,50,00,000 Equity shares of ₹ 10 each with voting rights                                          | 15.00        | 15.00        |
| <b>Total</b>                                                                                       | <b>15.00</b> | <b>15.00</b> |
| <b>Issued and Subscribed Share Capital:</b>                                                        |              |              |
| 1,39,61,402 Equity shares of ₹10 each<br>(Previous Year 1,39,61,402 Equity Shares of ₹ 10/- each)  | 13.96        | 13.96        |
| <b>Paid Up Share Capital</b>                                                                       |              |              |
| 1,38,61,402 Equity Shares of ₹.10 each<br>(Previous Year 1,38,61,402 Equity Shares of ₹ 10/- each) | 13.86        | 13.86        |
| <b>Total</b>                                                                                       | <b>13.86</b> | <b>13.86</b> |

1. Paid Up Share Capital of 1,38,61,402 shares (Previous Year: 1,38,61,402 shares) includes 1,01,79,297 (Previous Year: 1,01,79,297 shares) of ₹ 10 each allotted as Bonus Shares fully paid-up by capitalisation of reserves and 20,106 shares issued to shareholders of M/s.Prestige Housewares India Limited(PHIL) consequent to merger of PHIL with TTK Prestige Limited. The Paid Up Share Capital also includes 9,979 shares of ₹10 each issued to shareholders of Triveni Bialetti Industries Private Limited as per the demerger scheme approved by the Honorable High Courts of Madras and Bombay.
2. During the FY 2019-20, 23,10,233 nos of Bonus Shares have been allotted on 17th May 2019 (pursuant to the Share Holders resolution, dated 3rd May 2019 approving the same), thus increasing the paid up share capital to ₹ 13.86 Crores. These bonus shares rank paripassu in all respects with the existing shares and will be entitled to any dividend declared after 17th May 2019.
3. During the year 2017-18, the Company completed Buy back of 1,00,000 Equity shares @ ₹ 7,000 per share aggregating to ₹ 70 crores. The Excess amount over Face value of these shares along with expenses relating to Buy back have been debited to Securities Premium Reserve in accordance with the provisions of the Companies Act.
4. The Authorized Share capital remains the same i.e. ₹15 Crores divided into 1,50,00,000 equity shares of ₹ 10 each.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

**3.12a Movement in respect of Equity Shares is given below :**

| Particulars                               | 31-Mar-21          |              | 31-Mar-20          |              |
|-------------------------------------------|--------------------|--------------|--------------------|--------------|
|                                           | Nos.               | Amount in ₹  | Nos.               | Amount in ₹  |
| At the beginning of the year              | 1,38,61,402        | 13.86        | 1,15,51,169        | 11.55        |
| (+) Issued during the year                | -                  | -            | 23,10,233          | 2.31         |
| <b>Outstanding at the end of the year</b> | <b>1,38,61,402</b> | <b>13.86</b> | <b>1,38,61,402</b> | <b>13.86</b> |

**3.12b Details of Shareholders holding more than 5% shares in the Company**

| Particulars                                           | 31-Mar-21 |              | 31-Mar-20 |              |
|-------------------------------------------------------|-----------|--------------|-----------|--------------|
|                                                       | Nos.      | % of Holding | Nos.      | % of Holding |
| T.T. Krishnamachari & Co. represented by its partners | 83,64,400 | 60.34%       | 83,64,400 | 60.34%       |
| Axis Capital Builder Fund                             | 8,40,253  | 6.06%        | 10,49,847 | 7.57%        |

**3.12c Details of Dividend declared and paid**

During the year, Dividend of ₹ 27.72 Crores (₹ 20 Per share) pertaining to the year 2019-20 and Interim Dividend of ₹ 27.72 Crores (₹ 20 Per Share) pertaining to the FY 2020-21 was paid. Proposed final dividend for FY 2020-21 is ₹ 30 per share (Refer note 5.15). The total dividend for FY 2020-21 is ₹ 69.30 Crores (₹ 50 Per Share).

**3.13 Other Equity**

| Particulars                                                                    | 31-Mar-21       | 31-Mar-20       |
|--------------------------------------------------------------------------------|-----------------|-----------------|
| Security Premium Reserve                                                       | 37.77           | 37.77           |
| General Reserve                                                                | 243.10          | 220.10          |
| Revaluation Reserve                                                            | 2.15            | 2.15            |
| Capital Reserve                                                                | 15.51           | 15.51           |
| Capital Redemption Reserve                                                     | 0.10            | 0.10            |
| Retained Earnings                                                              | 1,173.93        | 1,015.83        |
| Exchange Difference on translating Financial Statements of a foreign operation | 19.33           | 1.70            |
| Other Items of OCI                                                             | (0.74)          | (0.76)          |
| Non-Controlling Interest                                                       | -               | 2.41            |
| <b>Total</b>                                                                   | <b>1,491.15</b> | <b>1,294.81</b> |

**3.14 Borrowings**

| Particulars                                                                                                                                       | 31-Mar-21    | 31-Mar-20    |
|---------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------------|
| Secured                                                                                                                                           |              |              |
| From Banks (HSBC) on floating rate of interest (Refer Note 3.1 A)<br>(Interest Rate-Bank of England Base Rate + 1.6%, Maturity Date - FY 2022-23) | 40.38        | 18.62        |
| <b>Total</b>                                                                                                                                      | <b>40.38</b> | <b>18.62</b> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 3.15 Provisions

| Particulars                        | 31-Mar-21   | 31-Mar-20   |
|------------------------------------|-------------|-------------|
| Provision for Employee Benefits :- |             |             |
| Compensated Absence Liabilities    | 0.05        | 1.09        |
| Gratuity Liabilities               | -           | 3.36        |
| <b>Total</b>                       | <b>0.05</b> | <b>4.45</b> |

## 3.16 Deferred Tax Asset(s) / (Liabilities)

## Components of Deferred Tax Assets and Liabilities

| Particulars                                                                       | 31-Mar-21     | 31-Mar-20    |
|-----------------------------------------------------------------------------------|---------------|--------------|
| <b>A. Deferred Tax Liabilities</b>                                                |               |              |
| Temporay Difference on Fixed Assets Depreciation between Companies Act and IT Act | 32.38         | 32.92        |
| MTM Gain on Mutual Fund                                                           | 2.90          | -            |
| <b>Total (A)</b>                                                                  | <b>35.28</b>  | <b>32.92</b> |
| <b>B. Deferred Tax Assets</b>                                                     |               |              |
| Leases                                                                            | (0.43)        | -            |
| <b>Total (B)</b>                                                                  | <b>(0.43)</b> | <b>-</b>     |
| <b>Net Deferred Tax Liabilities</b>                                               | <b>34.85</b>  | <b>32.92</b> |

## Reconciliation of Deferred Tax Liabilities / Asset(s)- Net

| Particulars                                                         | 31-Mar-21    | 31-Mar-20    |
|---------------------------------------------------------------------|--------------|--------------|
| <b>Opening Balance</b>                                              | <b>32.92</b> | <b>44.34</b> |
| Tax income/(expense) during the period recognised in profit or loss | 1.90         | (11.44)      |
| Translation Differences                                             | 0.03         | 0.02         |
| <b>Closing Balance</b>                                              | <b>34.85</b> | <b>32.92</b> |

## 3.17 Trade Payables - Current

| Particulars                 | 31-Mar-21     | 31-Mar-20     |
|-----------------------------|---------------|---------------|
| Micro and Small Enterprises | 31.48         | 31.72         |
| <b>Total</b>                | <b>31.48</b>  | <b>31.72</b>  |
| Other payables              | 192.18        | 165.77        |
| Related parties             | 1.99          | 0.29          |
| <b>Total</b>                | <b>194.17</b> | <b>166.06</b> |
| <b>Total Trade Payables</b> | <b>225.65</b> | <b>197.78</b> |

**3.18 Other Financial Liabilities - Current**

| Particulars                                | 31-Mar-21     | 31-Mar-20     |
|--------------------------------------------|---------------|---------------|
| Employee related liabilities               | 8.97          | 7.60          |
| Employee Bonus and Incentives              | 24.34         | 19.31         |
| Creditors for capital goods and services   | 3.64          | 2.41          |
| Unclaimed Dividend                         | 1.45          | 1.37          |
| Provision for Expenses                     | 36.60         | 37.13         |
| Accrual for Schemes                        | 66.43         | 56.02         |
| Current Maturities of Long Term Borrowings | -             | 37.23         |
| <b>Total</b>                               | <b>141.43</b> | <b>161.07</b> |

**3.19 Other Current Liabilities**

| Particulars                      | 31-Mar-21    | 31-Mar-20    |
|----------------------------------|--------------|--------------|
| Statutory Liabilities            | 5.92         | 4.33         |
| Advance Collected from customers | 23.54        | 23.18        |
| Provision for Scheme in Kind     | 7.81         | 1.86         |
| <b>Total</b>                     | <b>37.27</b> | <b>29.37</b> |

**3.20 Provisions**

| Particulars                                            | 31-Mar-21   | 31-Mar-20    |
|--------------------------------------------------------|-------------|--------------|
| Other Provisions :- (Refer foot note below)            |             |              |
| Provision for Export Promotion Capital Goods Liability | 0.88        | 12.74        |
| Provision for Warranty                                 | 8.36        | 5.85         |
| <b>Total</b>                                           | <b>9.24</b> | <b>18.59</b> |

**Foot Note:**
**Movement in Other Provisions**

| Particulars                                            | Year    | Opening Balance | Additions | Amount Used | Amount Reversed | Closing Balance |
|--------------------------------------------------------|---------|-----------------|-----------|-------------|-----------------|-----------------|
| Provision for Export Promotion Capital Goods Liability | 2020-21 | 12.74           | 0.04      | -           | (11.90)         | 0.88            |
|                                                        | 2019-20 | 12.02           | 0.72      | -           | -               | 12.74           |
| Provision for Warranty                                 | 2020-21 | 5.85            | 12.82     | (10.31)     | -               | 8.36            |
|                                                        | 2019-20 | 6.73            | 9.57      | (10.45)     | -               | 5.85            |

**3.21 Current Tax Liabilities**

| Particulars                                    | 31-Mar-21   | 31-Mar-20 |
|------------------------------------------------|-------------|-----------|
| Provision for Income Tax (Net of Advance Tax)* | 1.32        | -         |
| <b>Total</b>                                   | <b>1.32</b> | <b>-</b>  |

\* This represents the current tax liabilities of subsidiary which cannot be offset against the Advance tax (net of provisions) of Holding company. Hence the same is not netted off.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 4.1 Revenue From Operations

| Particulars                     | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|---------------------------------|-----------------------------|-----------------------------|
| <b>Revenue from Operations:</b> |                             |                             |
| Sale of Products                | 2,173.41                    | 2,064.04                    |
| Sale of Scrap                   | 10.64                       | 8.95                        |
| Other Operating Income          | 2.88                        | -                           |
| <b>Total</b>                    | <b>2,186.93</b>             | <b>2,072.99</b>             |

## 4.2 Other Income

| Particulars                                        | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|----------------------------------------------------|-----------------------------|-----------------------------|
| Interest Income from Bank Deposits etc.            | 0.73                        | 0.73                        |
| Interest Income on other financial assets          | 1.68                        | 4.11                        |
| Dividend Income from Mutual Funds                  | 8.55                        | 6.22                        |
| Income on Mutual Funds due to change in fair value | 10.43                       | 4.22                        |
| Other Non-Operating Income                         | 7.32                        | 9.38                        |
| <b>Total</b>                                       | <b>28.71</b>                | <b>24.66</b>                |

## 4.3 Changes in Inventory of Work-In-Progress, Stock in Trade and Finished Goods

| Particulars                                                                              | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Opening Balance                                                                          |                             |                             |
| (a) Work in Progress                                                                     | 19.43                       | 20.54                       |
| (b) Finished Goods                                                                       | 125.82                      | 125.50                      |
| (c) Stock in Trade                                                                       | 224.49                      | 224.50                      |
| <b>Total Opening Balance</b>                                                             | <b>369.74</b>               | <b>370.54</b>               |
| Closing Balance                                                                          |                             |                             |
| (a) Work in Progress                                                                     | 23.28                       | 19.43                       |
| (b) Finished Goods                                                                       | 81.92                       | 125.82                      |
| (c) Stock in Trade                                                                       | 202.83                      | 224.49                      |
| (d) Stock in Transit                                                                     | 1.91                        | -                           |
| <b>Total Closing Balance</b>                                                             | <b>309.94</b>               | <b>369.74</b>               |
| <b>Total Changes in Inventory of Work-In-Progress, Stock in Trade and Finished Goods</b> | <b>59.80</b>                | <b>0.80</b>                 |

#### 4.4 Employee Benefits Expense

| Particulars                                         | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-----------------------------------------------------|-----------------------------|-----------------------------|
| Salaries, Wages, Bonus etc.                         | 171.10                      | 169.84                      |
| Company's Contribution to Provident and Other Funds | 7.05                        | 7.04                        |
| Staff Welfare Expenses                              | 13.00                       | 12.39                       |
| <b>Total</b>                                        | <b>191.15</b>               | <b>189.27</b>               |

#### 4.5 Finance Costs

| Particulars                   | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-------------------------------|-----------------------------|-----------------------------|
| Interest Costs                | 1.02                        | 1.85                        |
| Interest on Dealer Deposits   | 0.90                        | 0.94                        |
| Consortium Charges            | 0.16                        | 0.09                        |
| Interest on Lease Liabilities | 2.97                        | 2.19                        |
| <b>Total</b>                  | <b>5.05</b>                 | <b>5.07</b>                 |

#### 4.6 Depreciation and Amortization Expenses

| Particulars                         | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-------------------------------------|-----------------------------|-----------------------------|
| Depreciation                        | 31.32                       | 28.16                       |
| Amortization                        | 1.13                        | 2.34                        |
| Depreciation on Right to Use Assets | 7.52                        | 6.08                        |
| <b>Total</b>                        | <b>39.97</b>                | <b>36.58</b>                |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## 4.7 Other Expenses

| Particulars                                      | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|--------------------------------------------------|-----------------------------|-----------------------------|
| Fuel, Power and Light                            | 19.19                       | 20.35                       |
| Repairs & Maintenance                            |                             |                             |
| - buildings                                      | 3.06                        | 3.05                        |
| - machinery                                      | 3.77                        | 4.52                        |
| - others                                         | 7.03                        | 6.50                        |
| Sales Promotion Expenses                         | 20.70                       | 19.55                       |
| Sundry Manufacturing Expenses                    | 6.71                        | 4.46                        |
| Consumption-Stores and Spares                    | 6.04                        | 8.99                        |
| Short Term Leases                                | 12.21                       | 12.22                       |
| Motor Vehicle Expenses                           | 1.09                        | 2.12                        |
| Bank Charges                                     | 0.76                        | 3.08                        |
| Rates and Taxes                                  | 2.22                        | 2.62                        |
| Carriage Outwards                                | 89.39                       | 92.65                       |
| Insurance                                        | 2.04                        | 1.51                        |
| Advertising and Publicity                        | 98.87                       | 120.86                      |
| Printing and Stationery                          | 1.30                        | 1.40                        |
| Passage and Travelling                           | 6.01                        | 15.16                       |
| Provision for doubtful debts (Refer Note 3.7)    | 21.72                       | 5.65                        |
| Bad Debts                                        | 0.92                        | 0.32                        |
| Legal & Professional Charges                     | 5.46                        | 6.58                        |
| Loss on Sale of Property, Plant and Equipment    | -                           | 0.11                        |
| Expenditure on Corporate Social Responsibility   | 5.21                        | 4.60                        |
| Variable Lease Payments                          | 13.02                       | 12.86                       |
| Distribution Expenses                            | 18.02                       | 17.62                       |
| Miscellaneous Expenses                           | 31.18                       | 27.63                       |
| Communication Charges                            | 2.82                        | 2.52                        |
| Service Centre Expenses                          | 10.75                       | 10.97                       |
| Payment made to Auditors (Refer Foot Note Below) | 0.77                        | 0.97                        |
| Directors' Sitting Fee                           | 0.34                        | 0.30                        |
| Non Executive Directors' Commission              | 9.01                        | 6.86                        |
| <b>Total</b>                                     | <b>399.61</b>               | <b>416.03</b>               |

## Note:

| Particulars                                              | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|----------------------------------------------------------|-----------------------------|-----------------------------|
| <b>Payments to the Auditors as</b>                       |                             |                             |
| (i) For Statutory Audit Fees                             | 0.46                        | 0.42                        |
| (ii) For Statutory Audit Fees (Auditors of Subsidiary)   | 0.24                        | 0.43                        |
| (iii) For Limited Reviews/Certification/Taxation Matters | 0.06                        | 0.10                        |
| (iv) For Reimbursement of Expenses                       | 0.01                        | 0.02                        |
| <b>Total</b>                                             | <b>0.77</b>                 | <b>0.97</b>                 |

**4.8 Current and Deferred Taxes**

| Particulars                                                           | Year ended<br>31 March 2021 | Year ended<br>31 March 2020 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>(a) Current Tax</b>                                                |                             |                             |
| Current tax on profits for the year                                   | 79.13                       | 61.43                       |
| Adjustments for Current tax of prior periods                          | (1.05)                      | (0.13)                      |
| <b>Total Current Tax Expenses</b>                                     | <b>78.08</b>                | <b>61.30</b>                |
| <b>(b) Deferred Tax</b>                                               |                             |                             |
| Decrease/(Increase) in Deferred Tax Assets                            | (0.43)                      | 0.27                        |
| (Decrease)/Increase in Deferred Tax Liabilities                       | 2.33                        | (11.71)                     |
| <b>Total Deferred Tax expenses/(Benefit)</b>                          | <b>1.90</b>                 | <b>(11.44)</b>              |
| <b>Income Tax Expense recognized in Profit and Loss Account (a+b)</b> | <b>79.98</b>                | <b>49.86</b>                |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

**5.1 Critical judgements in applying accounting policies & Key sources of estimation uncertainty:**

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accounting disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying number of assets or liabilities affected in future periods.

**Critical Judgements in applying accounting policies:**

- (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.

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. 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.

**Estimates and Assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- (i) Useful life of Property, Plant & Equipment (PPE) The Group reviews the estimated useful lives of PPE at the end of each reporting period.
- (ii) Defined benefit plans Defined Benefit Obligations (DBO) Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.
- (iii) Estimation of uncertainty relating to the Global health Pandemic on COVID 19 (Refer note 5.16)

**5.2 Financial Risk Management Objectives and Policies**

The group is exposed primarily to fluctuations in credit, liquidity and interest rate risks and foreign currency exchange rates, which may adversely impact the fair value of its financial instruments. The Group has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Group.

**Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

**Price Risk**

The Group is not exposed to any material price risk that could adversely affect the value of the group's financial assets or expected future cash flows.

**Foreign Currency Risk**

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income 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 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 US Dollars against the functional currency of the Group.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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

The Group imports raw materials and finished goods from outside India as well as makes export sales to countries outside the territories in which they operate from. The Group is, therefore, exposed to foreign currency risk principally arising out of foreign currency movement against the Indian Currency. Foreign currency exchange risks are managed by entering into forward contracts against foreign currency vendor payables.

The Group's outstanding foreign currency exposure is as follows: (USD/Pounds/Euro in Crores)

| Particulars | Liabilities as at |           | Assets as at |           |
|-------------|-------------------|-----------|--------------|-----------|
|             | 31 Mar'21         | 31 Mar'20 | 31 Mar'21    | 31 Mar'20 |
| USD         | 0.36              | 0.64      | 0.13         | 0.03      |
| Pounds      | 0.00              | 0.00      | 0.00         | 0.00      |
| Euro        | 0.00              | 0.00      | 0.02         | 0.01      |

### Foreign currency sensitivity analysis

The Group is principally exposed to foreign currency risk against USD. Sensitivity of profit or loss arises mainly from USD denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between USD-INR currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

(₹ In Crores)

| USD sensitivity at year end | 31 Mar'21 | 31 Mar'20 |
|-----------------------------|-----------|-----------|
| <b>Receivables:</b>         |           |           |
| Weakening of INR by 5%      | 0.47      | 0.11      |
| Strengthening of INR by 5%  | (0.47)    | (0.11)    |
| <b>Payables:</b>            |           |           |
| Weakening of INR by 5%      | (1.10)    | (2.35)    |
| Strengthening of INR by 5%  | 1.10      | 2.35      |

### Credit Risk

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

Financial instruments that are subject to concentrations of credit risk principally consist of investments classified as loans and receivables, trade receivables, loans and advances, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the other financial instruments of the Group result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to

credit risk was ₹ 893.83 Crores, and ₹ 670.35 Crores as of March 31, 2021, March 31, 2020 respectively, being the total of the carrying amount of balances with banks, bank deposits, trade receivables, other financial assets and investments excluding equity and preference investments.

The Group's exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable as of March 31, 2021 (NIL as of March 31, 2020).

### Financial Assets that are neither past due nor impaired

Cash and cash equivalents, financial assets carried at fair value and interest-bearing deposits with corporate are neither past due nor impaired. Cash and cash equivalents with banks and interest-bearing deposits placed with corporates, which have high credit rating assigned by international and domestic credit-rating agencies.

Financial assets carried at fair value substantially include investment in liquid mutual fund units. With respect to Trade receivables and other financial assets that are past due but not impaired, there were no indications as of March 31, 2021, that defaults in payment obligations will occur except as described in note 3.7 on allowances for impairment of trade receivables. The Group does not hold any collateral for trade receivables and other financial assets. Trade receivables and other financial assets that are neither past due nor impaired relate to new and existing customers and counter parties with no significant defaults in past.

### Trade Receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. At 31 March 2021, the Group had 3 Customers (31 March 2020: 3 customers) that owed the Group more than 5% of the Total receivables, which accounted for approximately 20.36% (31 March 2019: 20.15%) of all the receivables outstanding.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed below. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

**Financial Instruments and Cash Deposits**

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. The cash surpluses of the Group are short term in nature and are invested in Liquid Debt Mutual funds and Bonds. Hence the assessed credit risk is low.

**Liquidity Risk**

Liquidity risk refers to the risk that the Group 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 Group consistently generated sufficient cash flows from operations to meet its financial obligations as and when they fall due.

The table below summarizes the maturity profile of the Group's financial liabilities (For lease liability-Refer Note 5.6) based on contractual undiscounted payments and financial assets (excluding cash and cash equivalents) based on contractual undiscounted receipts:

| As at 31st March 2021                            | On demand     | Less than 3 months | 3 to 12 months | > 1 year     | Total         |
|--------------------------------------------------|---------------|--------------------|----------------|--------------|---------------|
| <b>Trade and other payables</b>                  |               | 225.65             | -              | -            | 225.65        |
| Other financial liabilities                      |               |                    |                |              |               |
| Employee related liabilities                     | 8.97          |                    | -              | -            | 8.97          |
| Employee Bonus and Incentives                    |               | 16.80              | 7.54           | -            | 24.34         |
| Creditors for capital goods and services         |               | 3.64               | -              | -            | 3.64          |
| Unclaimed Dividend                               | 1.45          |                    | -              | -            | 1.45          |
| Provision for Expenses / Schemes                 |               | 103.03             | -              | -            | 103.03        |
| Borrowings                                       | -             | -                  | -              | 40.38        | 40.38         |
|                                                  | <b>10.42</b>  | <b>349.12</b>      | <b>7.54</b>    | <b>40.38</b> | <b>407.46</b> |
| <b>As at 31st March 2020</b>                     |               |                    |                |              |               |
| Trade and other payables                         | -             | 197.78             | -              | -            | 197.78        |
| <b>Other financial liabilities</b>               |               |                    |                |              |               |
| Employee related liabilities                     | 7.60          | -                  | -              | -            | 7.60          |
| Employee Bonus and Incentives                    | -             | 12.17              | 7.14           | -            | 19.31         |
| Creditors for capital goods and services         | -             | 2.41               | -              | -            | 2.41          |
| Unclaimed Dividend                               | 1.37          | -                  | -              | -            | 1.37          |
| Provision for Expenses / Schemes                 | -             | 93.15              | -              | -            | 93.15         |
| Borrowings                                       | -             | 18.62              | 18.61          | 18.62        | 55.85         |
|                                                  | <b>8.97</b>   | <b>324.13</b>      | <b>25.75</b>   | <b>18.62</b> | <b>377.47</b> |
| <b>As at 31st March 2021</b>                     |               |                    |                |              |               |
| Investment in Mutual Funds, Bonds and Debentures | 420.37        | -                  | -              | 0.07         | 420.44        |
| Bank Deposits                                    | 1.45          | -                  | 83.97          | -            | 85.42         |
| Other Non-Current Financial Assets               | -             | -                  | -              | 17.91        | 17.91         |
| Trade receivables                                |               | 290.87             |                |              | 290.87        |
| Other Financial Assets                           |               | 3.52               |                |              | 3.52          |
|                                                  | <b>421.82</b> | <b>294.39</b>      | <b>83.97</b>   | <b>17.98</b> | <b>818.16</b> |
| <b>As at 31st March 2020</b>                     |               |                    |                |              |               |
| Investment in Mutual Funds, Bonds and Debentures | 304.65        | -                  | 26.30          | 0.05         | 331.00        |
| Bank Deposits                                    | 1.37          | -                  | 3.16           | -            | 4.53          |
| Trade receivables                                | -             | 278.10             | -              | -            | 278.10        |
| Other Financial Assets                           | -             | 3.73               | -              | -            | 3.73          |
|                                                  | <b>306.02</b> | <b>281.83</b>      | <b>29.46</b>   | <b>0.05</b>  | <b>617.36</b> |

The Group has access to committed credit facilities as described below of which the funded limit were unused at the end of the current and comparable reporting periods. The Group expects to meet its other obligations from operating cash flows and proceeds of maturing financial assets.

Fund Based Limit: ₹ 76 Crores (PY- ₹ 110.00 Crores) Non-Fund Based Limit: ₹ 60 Crores (PY- ₹ 60 Crores)

Securities offered

(a) Hypothecation of entire stocks of Raw materials, WIP, Finished goods, Stores & Spares, Book-debts.

(b) Hypothecation / mortgage of Fixed Assets.

**5.3 Financial Instruments**
**a. Derivative Financial Instruments:**
**For the Parent:**

| Particulars                                                            | Currency | As at<br>March 31, 2021 | As at<br>March 31, 2020 |
|------------------------------------------------------------------------|----------|-------------------------|-------------------------|
| Forward contracts (Buy)                                                | USD      | 0.36                    | 0.54                    |
| Forward Contracts (Sell)                                               | Euro     | 0.01                    | 0.01                    |
| Gain/(loss) mark to market in respect of forward contracts outstanding | Rupees   | 0.00                    | 0.00                    |

**Forward contract**

Foreign exchange forward contracts are purchased to mitigate the risk of changes in foreign exchange rates associated with certain payables denominated in certain foreign currencies. It is the policy of the Holding Company to enter into forward exchange contracts to cover specific foreign currency payments (100% of the exposure generated). Subsidiaries take forward contract for future purchases as well.

The Group recognized a net gain on the forward contracts of ₹ 0.25 Crore for the year ended March 31, 2021 (Previous year Loss of ₹ 0.89 Crore).

The details of outstanding forward contracts as at March 31, 2021 and March 31, 2020 are given below:

**For the Subsidiaries:**

| Particulars             | Currency | As at<br>March 31, 2021 | As at<br>March 31, 2020 |
|-------------------------|----------|-------------------------|-------------------------|
| Forward Contracts (Buy) | USD      | 0.30                    | 0.10                    |
|                         | Pounds   | 0.00                    | 0.00                    |

All open forward exchange contracts mature within three months from the balance sheet date.

(i) Cross Currency Swap: None

(ii) Interest rate swap: None

**b. Financial Assets and Liabilities**

a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis. The carrying value of financial instruments by categories as of March 31, 2021 is as follows:

**Fair Value Measurement:**

| As at March 31, 2021               | FVPL          | FVOCI       | Amortized Cost | Total Carrying Value |
|------------------------------------|---------------|-------------|----------------|----------------------|
| <b>Financial Assets:</b>           |               |             |                |                      |
| Trade Receivables                  | -             | -           | 290.87         | 290.87               |
| Investments                        | 390.37        | 0.07        | 30.00          | 420.44               |
| Bank Balances                      | -             | -           | 85.42          | 85.42                |
| Other Financial Assets-Non Current | -             | -           | 17.91          | 17.91                |
| Other Financial Assets             | -             | -           | 3.52           | 3.52                 |
| <b>Total</b>                       | <b>390.37</b> | <b>0.07</b> | <b>427.72</b>  | <b>818.16</b>        |
| <b>Financial Liabilities:</b>      |               |             |                |                      |
| Borrowings                         | -             | -           | 40.38          | 40.38                |
| Creditors                          | -             | -           | 225.65         | 225.65               |
| Forward Contracts                  | -             | -           | -              | -                    |
| Other Financial Liabilities        | -             | -           | 141.43         | 141.43               |
| <b>Total</b>                       | <b>0.00</b>   | <b>0.00</b> | <b>407.46</b>  | <b>407.46</b>        |
| As at March 31, 2020               | FVPL          | FVOCI       | Amortized Cost | Total Carrying Value |
| <b>Financial Assets:</b>           |               |             |                |                      |
| Trade Receivables                  | -             | -           | 278.10         | 278.10               |
| Investments                        | 294.65        | 0.05        | 36.30          | 331.00               |
| Bank Balances                      | -             | -           | 4.53           | 4.53                 |
| Other Financial assets             | -             | -           | 3.73           | 3.73                 |
| <b>Total</b>                       | <b>294.65</b> | <b>0.05</b> | <b>322.66</b>  | <b>617.36</b>        |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

|                               |             |             |               |               |
|-------------------------------|-------------|-------------|---------------|---------------|
| <b>Financial Liabilities:</b> |             |             |               |               |
| Borrowings                    | -           | -           | 55.85         | 55.85         |
| Creditors                     | -           | -           | 197.78        | 197.78        |
| Forward Contracts             | -           | -           | -             | -             |
| Other Financial Liabilities   | -           | -           | 123.84        | 123.84        |
| <b>Total</b>                  | <b>0.00</b> | <b>0.00</b> | <b>377.47</b> | <b>377.47</b> |

- b) Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value Disclosures are required).

Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements except as per note a) above approximate their fair values.

|                          |                |                |                |                             |
|--------------------------|----------------|----------------|----------------|-----------------------------|
| <b>March 31, 2021</b>    | <b>Level-1</b> | <b>Level-2</b> | <b>Level-3</b> | <b>Total Carrying Value</b> |
| <b>Financial Assets:</b> |                |                |                |                             |
| Investments              | 390.44         | -              | -              | 390.44                      |
| <b>Total</b>             | <b>390.44</b>  | <b>-</b>       | <b>-</b>       | <b>390.44</b>               |
| <b>March 31, 2020</b>    | <b>Level-1</b> | <b>Level-2</b> | <b>Level-3</b> | <b>Total Carrying Value</b> |
| <b>Financial Assets:</b> |                |                |                |                             |
| Investments              | 294.70         | -              | -              | 294.70                      |
| <b>Total</b>             | <b>294.70</b>  | <b>-</b>       | <b>-</b>       | <b>294.70</b>               |

Interest income/ (expense), gain/ (losses) recognized on financial assets and liabilities.

|                                                                             | <b>As at Mar 31, 2021</b> | <b>As at Mar 31, 2020</b> |
|-----------------------------------------------------------------------------|---------------------------|---------------------------|
| <b>(a) Financial assets at amortized cost</b>                               |                           |                           |
| Interest income on bank deposits                                            | 0.73                      | 0.73                      |
| Interest income on other financial asset                                    | 1.68                      | 4.11                      |
| Impairment on trade receivables                                             | -                         | -                         |
| <b>(b) Financial asset at FVTPL</b>                                         |                           |                           |
| Dividend Income on Mutual Funds                                             | 8.55                      | 6.22                      |
| <b>Income due to change in Fair Value</b>                                   | <b>10.43</b>              | <b>4.22</b>               |
| <b>(c) Financial asset at FVTOCI</b>                                        |                           |                           |
| Change in fair value of equity instruments designated irrevocably as FVTOCI | 0.02                      | (0.05)                    |
| <b>(d) Financial liabilities at amortized cost</b>                          |                           |                           |
| Interest expenses on borrowings from banks, others and overdrafts           | 1.02                      | 1.85                      |
| <b>(e) Financial liability at FVTPL</b>                                     |                           |                           |
| Net gain/(losses) on fair valuation of forward contracts                    | 0.25                      | (0.89)                    |

#### Capital Management:

The Group's capital comprises of equity share capital, retained earnings and other equity attributable to equity holders. The primary objective of Group's capital management is to maximize shareholders value. The Group manages its capital and makes adjustment to it in light of the changes in economic and market conditions. The Group does so by adjusting dividend paid to shareholders. The total capital as on March 31, 2021 is ₹13.86 crores (Previous Year: ₹ 13.86 crores).

#### Gearing Ratio:

The Gearing Ratio of the group is 3% (PY 4%).

#### Interest Rate Risk Management:

The Group's main interest rate risk arises from Long Term Borrowings with Variable rates. The borrowings of the group amounting to ₹ 40.38 Crores as at 31st March 2021 (PY ₹ 55.85 Crores) will not have any material impact due to the changes in market interest rates..

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

5.3 A. The Group operates under one segment of Kitchen & Home appliances. Hence Segment reporting is not applicable:

Information about major customers:

Group's significant revenues (more than 5%) are derived from sales to two Customer (PY One Customer).

The total sales to such Customers amounted to ₹ 251.29 crores in 2020-21 and ₹105.79 crores in 2019-20.

No single customer contributed 10% or more to the Group's revenue for 2020-21 and 2019-20.

5.3 B. Revenue from Major products:

Refer note 5.5

5.3 C. Information about geographical area The Group is domiciled in India/UK. The amount of its revenue from external customers broken down by location of customers is tabulated below:

| Particulars                    | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 |
|--------------------------------|-------------------------|-------------------------|
| Country of Domicile            | 2082.71                 | 2004.78                 |
| Other than Country of Domicile | 101.34                  | 68.21                   |
| <b>Total</b>                   | <b>2184.05</b>          | <b>2072.99</b>          |

The total of non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets, broken down by location of assets are shown below:

| Particulars        | As at Mar 31, 2021 | As at Mar 31, 2020 |
|--------------------|--------------------|--------------------|
| India / UK         | 512.46             | 488.20             |
| Outside India / UK | -                  | -                  |
| <b>Total</b>       | <b>512.46</b>      | <b>488.20</b>      |

#### 5.4 Related Party Transactions

The following tables provide details about the nature of relationship and total amount of transactions that have been entered into with related parties for the relevant financial year:

| Description of Relationship                                                      | Group                                              |
|----------------------------------------------------------------------------------|----------------------------------------------------|
| Enterprises over which Key Managerial Personnel (KMP) having significant control | TTK Healthcare Limited                             |
|                                                                                  | TT Krishnamachari & Co                             |
|                                                                                  | TTK Services (P) Limited                           |
|                                                                                  | Triveni Bialetti Industries Private Limited        |
| Directors                                                                        | Mr. T.T. Jagannathan                               |
|                                                                                  | Mr. T.T. Raghunathan                               |
|                                                                                  | Mr. Chandru Kalro (KMP)                            |
|                                                                                  | Mr. K. Shankaran (KMP)                             |
|                                                                                  | Mr. R. Srinivasan                                  |
|                                                                                  | Dr. (Mrs.) Vandana Walvekar                        |
|                                                                                  | Mr. Dileep K. Krishnaswamy                         |
|                                                                                  | Mr. Arun.K.Thiagarajan                             |
|                                                                                  | Mr. Murali Neelakantan                             |
|                                                                                  | Dr. T.T. Mukund                                    |
|                                                                                  | Mr. Dhruv Sriratan Moondhra                        |
|                                                                                  | Mr. Rob Jones (KMP)                                |
|                                                                                  | Mrs. Kerry Heathcote (KMP)                         |
|                                                                                  | Mr. Neil Rosati (KMP)                              |
| Other Key Managerial Personnel                                                   | Mr. V Sundaresan (up to 30-Sep-2020)               |
|                                                                                  | Mr. R Saranyan (from 1-Oct-2020)                   |
| Relatives of KMP                                                                 | Mr. T.T. Venkatesh                                 |
| Other Related Parties                                                            | TTK Prestige Limited Executive Superannuation Fund |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

## (a) Summary of the Transactions with the above-related parties:

| Particulars                                            | Enterprises over which KMP having significant control |         | Key Management Personnel and relatives |         | Other related parties |         |
|--------------------------------------------------------|-------------------------------------------------------|---------|----------------------------------------|---------|-----------------------|---------|
|                                                        | 2020-21                                               | 2019-20 | 2020-21                                | 2019-20 | 2020-21               | 2019-20 |
| Sales                                                  | 0.29                                                  | 0.59    | -                                      | -       | -                     | -       |
| Purchases                                              | -                                                     | -       | -                                      | -       | -                     | -       |
| Commission and Sitting fees to Non-Executive Directors | -                                                     | -       | 9.35                                   | 7.17    | -                     | -       |
| Remuneration                                           | -                                                     | -       | 15.76                                  | 13.01   | -                     | -       |
| Professional Charges                                   | -                                                     | -       | 0.60                                   | 0.65    | -                     | -       |
| Others: Expenses/(Income)                              | 21.84                                                 | 21.70   | 0.04                                   | 0.14    | 0.38                  | 0.41    |

## (b) Balance Outstanding:

| Particulars                              | Enterprises over which KMP having significant control |         | Key Management Personnel and relatives |         | Other related parties |         |
|------------------------------------------|-------------------------------------------------------|---------|----------------------------------------|---------|-----------------------|---------|
|                                          | 2020-21                                               | 2019-20 | 2020-21                                | 2019-20 | 2020-21               | 2019-20 |
| Amount due to the Group against supplies | 0.05                                                  | 0.07    | -                                      | -       | -                     | -       |
| Amount Owed by Group against Purchases   | -                                                     | -       | -                                      | -       | -                     | -       |
| Other Current Liabilities                | 2.17                                                  | 0.68    | 15.95                                  | 11.00   | 0.38                  | 0.41    |

## (c) \*Related Parties with whom Transactions have taken place during the year:

| Entity                                  | Nature of Business                 | 2020-21  |        | 2019-20  |        |
|-----------------------------------------|------------------------------------|----------|--------|----------|--------|
|                                         |                                    | Expenses | Income | Expenses | Income |
| TTK Healthcare Ltd                      | Sales                              | -        | 0.29   | -        | 0.59   |
|                                         | Travel                             | -        | -      | 0.04     | -      |
|                                         | SAP Support Charges                | -        | -      | 0.15     | -      |
| T.T.Krishnamachari & Co.,               | Travel Expenses (Guest house stay) | 0.01     | -      | 0.03     | -      |
|                                         | Rent Paid                          | 0.03     | -      | 0.03     | -      |
|                                         | C & F Charges                      | 13.02    | -      | 12.86    | -      |
|                                         | Licence Fee on Logo                | 8.64     | -      | 8.59     | -      |
| Triveni Bialelli Industries (P) Limited | Rent                               | 0.14     | -      | -        | -      |
| Mr. T.T. Jagannathan *                  | Remuneration                       | 0.60     | -      | 0.60     | -      |
|                                         | Commission & Sitting               | 6.97     | -      | 5.38     | -      |
|                                         | Travel Expenses                    | 0.04     | -      | 0.10     | -      |
| Mr. T.T. Raghunathan                    | Commission & Sitting               | 0.28     | -      | 0.21     | -      |
| Mr. Chandru Kalro                       | Remuneration                       | 4.79     | -      | 3.47     | -      |
| Mr. K. Shankaran                        | Remuneration                       | 4.54     | -      | 3.07     | -      |
| Mr. V. Sundaresan                       | Remuneration                       | 0.70     | -      | 1.13     | -      |
| Mr. R.Saranyan                          | Remuneration                       | 0.96     | -      | -        | -      |
| Mr. Sharon Benjamin                     | Remuneration                       | -        | -      | 0.49     | -      |
| Mrs. Gal Benjamin                       | Remuneration                       | -        | -      | 0.49     | -      |
| Mrs. Kerry Heathcote                    | Remuneration                       | 1.36     | -      | 1.28     | -      |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

|                                                    |                           |      |   |      |   |
|----------------------------------------------------|---------------------------|------|---|------|---|
| Mr. Rob Jones                                      | Remuneration              | 1.52 | - | 1.42 | - |
| Mr. N. Rosati                                      | Remuneration              | 1.59 | - | 1.45 | - |
| Mr. R. Srinivasan                                  | Commission & Sitting Fee  | 0.32 | - | 0.24 | - |
| Mr. Murali Neelakantan                             | Professional Charges      | -    | - | 0.05 | - |
|                                                    | Commission & Sitting Fees | 0.29 | - | 0.22 | - |
|                                                    | Travel Expenses           | -    | - | 0.02 | - |
| Dr. T.T. Mukund                                    | Commission & Sitting Fees | 0.29 | - | 0.22 | - |
| Mr. Arun.K.Thiagarajan                             | Commission & Sitting Fees | 0.31 | - | 0.24 | - |
| Mr. Dileep K. Krishnaswamy                         | Commission & Sitting Fees | 0.31 | - | 0.24 | - |
| Mr. Dhruv Sriratan Moondhra                        | Commission & Sitting Fees | 0.29 | - | 0.22 | - |
|                                                    | Travel Expenses           | -    | - | 0.01 | - |
| Dr. (Mrs.) Vandana Walvekar                        | Commission & Sitting Fees | 0.29 | - | 0.22 | - |
|                                                    | Travel Expenses           | -    | - | 0.01 | - |
| Mr. T.T. Venkatesh                                 | Remuneration              | 0.30 | - | 0.20 | - |
| TTK Prestige Limited Executive Superannuation Fund | Contribution              | 0.38 | - | 0.41 | - |

\*Approval being sought in the ensuing AGM as required under clause 17(6)(ca) of SEBI (LODR) regulations.

**(d) Closing Balance of Related Parties:**

|                                                    | As on 31st March 2020 |             | As on 31st March 2019 |             |
|----------------------------------------------------|-----------------------|-------------|-----------------------|-------------|
|                                                    | Payables              | Receivables | Payables              | Receivables |
| T.T. Krishnamachari & Co.                          | 1.99                  | -           | 0.52                  | -           |
| TTK Healthcare Ltd                                 | -                     | 0.05        | 0.16                  | 0.07        |
| Triveni Bialelli Industries Private Limited        | 0.18                  | -           | -                     | -           |
| Mr. T.T. Jagannathan                               | 6.93                  | -           | 5.34                  | -           |
| Mr. T.T. Raghunathan                               | 0.26                  | -           | 0.19                  | -           |
| Mr. Chandru Kalro                                  | 3.47                  | -           | 2.14                  | -           |
| Mr. K. Shankaran                                   | 3.47                  | -           | 2.00                  | -           |
| Mr. R. Srinivasan                                  | 0.26                  | -           | 0.19                  | -           |
| Dr. T.T. Mukund                                    | 0.26                  | -           | 0.19                  | -           |
| Mr. Murali Neelakantan                             | 0.26                  | -           | 0.19                  | -           |
| Dr. (Mrs.) Vandana Walvekar                        | 0.26                  | -           | 0.19                  | -           |
| Mr. Dileep K. Krishnaswamy                         | 0.26                  | -           | 0.19                  | -           |
| Mr. Dhruv Sriratan Moondhra                        | 0.26                  | -           | 0.19                  | -           |
| Mr. Arun K. Thiagarajan                            | 0.26                  | -           | 0.19                  | -           |
| TTK Prestige Limited Executive Superannuation Fund | 0.38                  | -           | 0.41                  | -           |

Note: All amounts mentioned above are excluding GST.

- Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March, 2021, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2020: ₹ Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

- Compensation of key management personnel of the Group

| Description                                                | 31-Mar-21    | 31-Mar-20    |
|------------------------------------------------------------|--------------|--------------|
| Short-term employee benefits                               | 15.20        | 12.73        |
| Post-employment gratuity and medical benefits              | 0.09         | 0.08         |
| <b>Total compensation paid to Key Management Personnel</b> | <b>15.29</b> | <b>12.81</b> |

| Name of the entity in the group                      | Net Assets, i.e., total assets minus total liabilities |          | Share in profit and loss             |          | Share in other Comprehensive income             |          | Share in total Comprehensive income |          |
|------------------------------------------------------|--------------------------------------------------------|----------|--------------------------------------|----------|-------------------------------------------------|----------|-------------------------------------|----------|
|                                                      | As % of consolidated net assets                        | ₹ Crores | As % of consolidated profit and loss | ₹ Crores | As % of consolidated other comprehensive income | ₹ Crores | As % of total comprehensive income  | ₹ Crores |
| <b>Parent</b>                                        |                                                        |          |                                      |          |                                                 |          |                                     |          |
| 1 TTK PRESTIGE LIMITED                               |                                                        |          |                                      |          |                                                 |          |                                     |          |
| Balance as at 31 March, 2021                         | 98.34%                                                 | 1480.03  | 99.31%                               | 235.14   | (1.21%)                                         | (0.21)   | 92.42%                              | 234.93   |
| Balance as at 31 March, 2020                         | 99.38%                                                 | 1300.54  | 107.58%                              | 198.51   | (38.82%)                                        | (1.51)   | 104.55%                             | 197.00   |
| <b>Subsidiaries</b>                                  |                                                        |          |                                      |          |                                                 |          |                                     |          |
| <b>Foreign</b>                                       |                                                        |          |                                      |          |                                                 |          |                                     |          |
| 1 TTK BRITISH HOLDINGS LIMITED                       |                                                        |          |                                      |          |                                                 |          |                                     |          |
| Balance as at 31 March, 2021                         | (6.16%)                                                | (92.64)  | (0.48%)                              | (1.14)   | 43.34%                                          | 7.55     | 2.52%                               | 6.41     |
| Balance as at 31 March, 2020                         | (7.57%)                                                | (99.05)  | (7.73%)                              | (14.27)  | 56.56%                                          | 2.20     | (6.41%)                             | (12.07)  |
| 2 HORWOOD LIFE LIMITED (Upto 7-Dec-2020)             |                                                        |          |                                      |          |                                                 |          |                                     |          |
| Balance as at 31 March, 2021                         | 0.06%                                                  | 0.94     | (0.53%)                              | (1.24)   | 0.00%                                           | -        | (0.49%)                             | (1.25)   |
| Balance as at 31 March, 2020                         | 0.17%                                                  | 2.18     | (0.92%)                              | (1.70)   | 11.55%                                          | 0.45     | (0.66%)                             | (1.25)   |
| 3 HORWOOD HOMEWARES LIMITED                          |                                                        |          |                                      |          |                                                 |          |                                     |          |
| Balance as at 31 March, 2021                         | 7.75%                                                  | 116.68   | 1.70%                                | 4.02     | 57.87%                                          | 10.08    | 5.55%                               | 14.10    |
| Balance as at 31 March, 2020                         | 7.84%                                                  | 102.58   | 1.64%                                | 3.03     | 79.20%                                          | 3.08     | 3.24%                               | 6.11     |
| <b>Non-controlling interests in all subsidiaries</b> |                                                        |          |                                      |          |                                                 |          |                                     |          |
| Balance as at 31 March, 2021                         | 0.00%                                                  | -        | 0.00%                                | -        | 0.00%                                           | -        | 0.00%                               | -        |
| Balance as at 31 March, 2020                         | 0.18%                                                  | 2.41     | (0.56%)                              | (1.03)   | (8.48%)                                         | (0.33)   | (0.72%)                             | (1.36)   |
| <b>Total</b>                                         |                                                        |          |                                      |          |                                                 |          |                                     |          |
| Balance as at 31 March, 2021                         |                                                        | 1505.01  |                                      | 236.78   |                                                 | 17.42    |                                     | 254.20   |
| Balance as at 31 March, 2020                         |                                                        | 1308.67  | -                                    | 184.54   | -                                               | 3.89     | -                                   | 188.43   |

## 5.5 Disclosures on Adoption of Ind AS 115:

The Ind AS 115 did not result in material change on the income statement and balance sheet of the Group as they did not result in any changes to the group's existing accounting policy except that scheme expense incurred, incentives given to customers, reimbursement of taxes to customer and promotional coupon which have been reclassified from 'sales promotion expenses' within other expenses under Previous GAAP and netted off from revenue directly under Ind AS 115.

**i) Disaggregation of Revenue:**

| Particulars               | 2020-21        | 2019-20        |
|---------------------------|----------------|----------------|
| Pressure Cookers          | 600.59         | 596.19         |
| Cookware                  | 483.19         | 414.90         |
| Gas Stove                 | 268.60         | 261.47         |
| Mixer Grinder             | 220.57         | 233.10         |
| Kitchen / Home Appliances | 472.02         | 459.57         |
| Cleaning Products         | 50.08          | 34.00          |
| Others                    | 89.00          | 73.76          |
| <b>Total</b>              | <b>2184.05</b> | <b>2072.99</b> |

**Note:**

Disaggregation of Revenue into Within Country and Outside Country is provided under Note No 5.3 C.

**ii) Contract liabilities such as advance from customers and liability for schemes and discounts are given below:**

| Contract Liabilities              | Amount as on 01.04.2020 | Amount as on 31.03.2021 | Note Reference     |
|-----------------------------------|-------------------------|-------------------------|--------------------|
| Advance from customers            | 23.18                   | 23.54                   | Refer Note No 3.19 |
| Accrual for Schemes and Discounts | 56.02                   | 66.43                   | Refer Note No 3.18 |
| Provision for Scheme in Kind      | 1.86                    | 7.81                    | Refer Note No 3.19 |

**iii) Reconciliation of revenue recognized with the contracted price and the adjustments:**

| Particulars                 | Year Ended<br>31st Mar 2021 | Year Ended<br>31st Mar 2020 |
|-----------------------------|-----------------------------|-----------------------------|
| Transaction price           | 2444.50                     | 2349.70                     |
| Less: Sales Returns         | 105.89                      | 127.76                      |
| Less: Schemes and Discounts | 154.56                      | 148.95                      |
| <b>Net revenue</b>          | <b>2184.05</b>              | <b>2072.99</b>              |

**5.6 Disclosures on Ind AS 116:**

The weighted average incremental borrowing rate applied to lease liabilities is 9.15%.

Following are the changes in the carrying value of liabilities for the year ended March 31, 2021, (for the changes in right of use assets please refer note 3.1B):

| Particulars                            | 2020-21      | 2019-20      |
|----------------------------------------|--------------|--------------|
| <b>Opening Balance</b>                 | <b>30.00</b> | <b>28.09</b> |
| Additions                              | 18.13        | 6.63         |
| Finance cost accrued during the period | 2.97         | 2.19         |
| Translation Difference                 | 1.16         | (0.57)       |
| Deletion                               | (0.35)       | -            |
| Payment of lease liabilities           | (9.10)       | (7.48)       |
| <b>Closing Balance</b>                 | <b>43.16</b> | <b>30.00</b> |

|                                                                     | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|---------------------------------------------------------------------|-----------------------------|-----------------------------|
| <b>The following amounts were recognised as expense in the year</b> |                             |                             |
| Depreciation of right-to-use assets                                 | 7.52                        | 6.08                        |
| Expense relating to variable lease payments                         | 13.02                       | 12.86                       |
| Expense relating to short-term leases                               | 12.21                       | 12.22                       |
| Interest on lease liabilities                                       | 2.97                        | 2.19                        |
| <b>Total Recognised in Statement of Profit &amp; Loss</b>           | <b>35.72</b>                | <b>33.35</b>                |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

Future minimum lease payments payable on lease obligation under Ind AS 116.

| Particulars       | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|-------------------|-----------------------------|-----------------------------|
| Within one year   | 8.66                        | 6.06                        |
| Between 1-5 Years | 23.25                       | 25.09                       |
| Over 5 Years      | 18.15                       | 1.76                        |

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

## 5.7 Earnings per Share:

| Particulars                                                                      | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|----------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Profit after Tax as per Profit & Loss a/c                                        | 236.78                      | 184.54                      |
| Weighted Average number of Equity Shares used as Denominator for calculating EPS | 1,38,61,402                 | 1,38,61,402                 |
| Earnings Per Share of ₹ 10/- each :                                              |                             |                             |
| Basic EPS (₹)                                                                    | 170.82                      | 133.13                      |
| Diluted EPS (₹)                                                                  | 170.82                      | 133.13                      |

| Particulars                                                                      | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|----------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Profit after Tax as per Profit & Loss a/c (Continuing Operations)                | 242.89                      | 184.54                      |
| Profit / (Loss) from discontinued operations (after Tax)                         | (6.11)                      | -                           |
| Weighted Average number of Equity Shares used as Denominator for calculating EPS | 1,38,61,402                 | 1,38,61,402                 |
| Earnings Per Share of ₹ 10/- each (Continuing Operations)                        |                             |                             |
| Basic EPS (₹)                                                                    | 175.23                      | 133.13                      |
| Diluted EPS (₹)                                                                  | 175.23                      | 133.13                      |
| Earnings Per Share of ₹ 10/- each (discontinued Operations)                      |                             |                             |
| Basic EPS (₹)                                                                    | (4.41)                      | -                           |
| Diluted EPS (₹)                                                                  | (4.41)                      | -                           |

Reconciliation of equity shares in computing weighted average number of equity shares

|                                                                                     | Year ended<br>31st Mar 2021 | Year ended<br>31st Mar 2020 |
|-------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| a) Weighted average number of shares – Basic                                        |                             |                             |
| Issued fully paid up as at Apr 1,                                                   | 1,38,61,402                 | 1,38,61,402                 |
| Effect of Issue of Bonus shares                                                     |                             |                             |
| Effect of shares issued / (buy back) during the year                                | -                           | -                           |
| Weighted average number of equity shares outstanding                                | 1,38,61,402                 | 1,38,61,402                 |
| b) Weighted average number of shares – diluted                                      |                             |                             |
| Issued fully paid up as at Apr 1,                                                   | 1,38,61,402                 | 1,38,61,402                 |
| Effect of shares issued during the year (Buy back)                                  | -                           | -                           |
| Effect of Issue of Bonus shares                                                     |                             |                             |
| Weighted average number of equity shares for diluted earnings per share outstanding | 1,38,61,402                 | 1,38,61,402                 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

**5.8 Legal proceedings/Contingent Liabilities/Contingent Assets:**

| Particulars                                                                                    | As at 31st March 2021 | As at 31st March 2020 |
|------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
| A) Contingent Liabilities                                                                      |                       |                       |
| (a) Guarantees / LC*                                                                           | 5.88                  | 1.45                  |
| (b) Tax matters under appeal (IT/ST/ED etc.)                                                   | 11.91                 | 12.28                 |
| B) Commitments                                                                                 |                       |                       |
| Estimated amount of contracts remaining to be executed on capital account and not provided for | 41.11                 | 25.97                 |

**5.9 Employee Benefits:**

|                                                                                                                         | Gratuity                |                         | Compensated Absences    |                         |
|-------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                                                                                                                         | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 | Year ended Mar 31, 2021 | Year ended Mar 31, 2020 |
| <b>Reconciliation of opening and closing balances at the present value of the defined benefit obligation (gratuity)</b> |                         |                         |                         |                         |
| Projected benefit obligation at the beginning of the year                                                               | 21.17                   | 18.91                   | 9.71                    | 9.41                    |
| Service cost                                                                                                            | 1.46                    | 1.37                    | 0.73                    | 0.42                    |
| Interest cost                                                                                                           | 1.44                    | 1.46                    | 0.66                    | 0.73                    |
| Remeasurement gain/(loss)                                                                                               |                         |                         |                         |                         |
| Change in Demographic Assumptions                                                                                       | (0.04)                  | (0.04)                  | (0.04)                  | (0.01)                  |
| Change in Financial Assumptions                                                                                         | 0.00                    | (0.33)                  | 0.00                    | (0.22)                  |
| Experience Variance                                                                                                     | 0.40                    | 2.24                    | 0.04                    | 1.19                    |
| Past Service Costs                                                                                                      | 0.00                    | 0.00                    | 0.00                    | 0.00                    |
| Benefits paid                                                                                                           | (1.60)                  | (2.45)                  | (0.90)                  | (1.80)                  |
| Projected benefit obligation at the end of the year                                                                     | 22.84                   | 21.17                   | 10.20                   | 9.71                    |
| <b>Change in fair value of plan assets</b>                                                                              |                         |                         |                         |                         |
| Fair value of plan assets at the beginning of the year                                                                  | 17.81                   | 16.98                   | 8.62                    | 8.35                    |
| Investment income                                                                                                       | 1.21                    | 1.31                    | 0.59                    | 0.64                    |
| Employers contribution                                                                                                  | 5.62                    | 2.05                    | 1.84                    | 1.50                    |
| Benefits paid                                                                                                           | (1.60)                  | (2.45)                  | (0.90)                  | (1.80)                  |
| Return on plan assets, excluding amounts recognized in net interest expense                                             | 0.07                    | (0.09)                  | 0.00                    | (0.08)                  |
| Fair value of plan assets at the end of the year                                                                        | 23.10                   | 17.81                   | 10.15                   | 8.62                    |
| <b>Amount recognized in balance sheet</b>                                                                               |                         |                         |                         |                         |
| Present value of projected benefit obligation at the end of the year                                                    | 22.84                   | 21.17                   | 10.20                   | 9.71                    |
| Fair value of plan assets at the end of year                                                                            | 23.10                   | 17.81                   | 10.15                   | 8.62                    |
| Funded status amount of liability recognized in balance sheet                                                           | (0.25)                  | 3.36                    | 0.05                    | 1.09                    |
| <b>Expense recognized in statement of profit or loss</b>                                                                |                         |                         |                         |                         |
| Current Service cost                                                                                                    | 1.46                    | 1.37                    | 0.73                    | 0.42                    |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021 (₹ in Crores)

|                                         |        |        |        |        |
|-----------------------------------------|--------|--------|--------|--------|
| Past Service Cost                       | 0.00   | 0.00   | 0.00   | 0.00   |
| Interest Cost                           | 0.23   | 0.15   | 0.66   | 0.08   |
| Interest Income                         | 0.00   | 0.00   | 0.00   | 0.00   |
| Change in Financial Assumptions         | 0.00   | (0.33) | 0.00   | (0.22) |
| Change in Demographic Assumptions       | (0.04) | (0.04) | (0.04) | (0.01) |
| Experience Variance                     | 0.40   | 2.25   | 0.04   | 1.19   |
| Return on Plan Assets                   | (0.07) | 0.09   | 0.00   | 0.08   |
| Net Gratuity Cost                       | 1.99   | 3.49   | 0.80   | 1.53   |
| <b>Actual return on Plan Asset</b>      |        |        |        |        |
| <b>Summary of Actuarial Assumptions</b> |        |        |        |        |
| Discount Rate                           | 6.80%  | 6.80%  | 6.80%  | 6.80%  |
| Salary Escalation Rate                  | 5.00%  | 5.00%  | 5.00%  | 5.00%  |

Discount rate - based on prevailing market yields of Indian government securities as at the balance sheet date for estimated term of obligations.

Salary escalation rate - estimates of future salary increases considered taken into account the inflation, seniority, promotion and other relevant factors.

**Contributions:**

The Group's expected cash flows over the next few years are as follows:

| Year               | Gratuity | Compensated Absences |
|--------------------|----------|----------------------|
| 1 year             | 4.21     | 2.79                 |
| 2 to 5 years       | 8.76     | 3.77                 |
| 6 to 10 years      | 8.17     | 2.92                 |
| More than 10 years | 21.77    | 9.27                 |

Gratuity plan's weighted average asset allocation at Mar 31 2021 and 2020 by asset category are as follows:

|                          |      |      |
|--------------------------|------|------|
| Fund managed by insurers | 100% | 100% |
|--------------------------|------|------|

**Remeasurement of the net defined benefit liability recognized in other comprehensive income**

|                                                                                   |        |        |
|-----------------------------------------------------------------------------------|--------|--------|
| Remeasurement gain/(loss) arising from                                            |        |        |
| Change in demographic assumption                                                  | (0.04) | (0.04) |
| Change in financial assumptions                                                   | -      | -      |
| Experience variance                                                               | 0.40   | 0.04   |
| Return on plan assets, excluding amount recognized in net interest expense/income | 0.07   | 0.09   |

**Sensitivity Analysis of Significant Actuarial Assumption**

|                             | Gratuity  |          |           |          | Compensated Absences |          |           |          |
|-----------------------------|-----------|----------|-----------|----------|----------------------|----------|-----------|----------|
|                             | 31-Mar-21 |          | 31-Mar-20 |          | 31-Mar-21            |          | 31-Mar-20 |          |
|                             | Increase  | Decrease | Increase  | Decrease | Increase             | Decrease | Increase  | Decrease |
| Discount rate (-/+ 1%)      | 21.28     | 24.64    | 19.73     | 22.83    | 9.56                 | 10.94    | 9.14      | 10.37    |
| Salary growth rate (+/- 1%) | 24.66     | 21.24    | 22.84     | 19.69    | 10.95                | 9.55     | 10.37     | 9.13     |

These plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021** (₹ in Crores)

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Investment Risk | The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. 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 these plans, investments are made in gratuity fund maintained by the Life Insurance Corporation of India. |
| 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 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.                                                                                                                                                                                                                           |

**5.10 Reconciliation of Effective Tax Rates**

A reconciliation of Income Tax provision to the amount computed by applying the statutory income tax rate to the income taxes to the income before taxes is summarized below:

| Particulars                                                           | Year ended<br>31st March 2021 | Year ended<br>31st March 2020 |
|-----------------------------------------------------------------------|-------------------------------|-------------------------------|
| Profit before Taxes (Continuing Operations)*                          | 322.87                        | 234.40                        |
| Enacted Tax rates in India                                            | 25.168%                       | 25.168%                       |
| Expected Tax Expense/(benefit)                                        | 81.26                         | 58.99                         |
| <b>Effect of</b>                                                      |                               |                               |
| Exempt Income from Mutual Fund Investments                            | -                             | (1.55)                        |
| CSR Expenses (To the extent of amount disallowed)                     | 1.31                          | 0.61                          |
| Provision for Export Obligation Liability                             | (2.71)                        | 0.28                          |
| Effects of lower Tax rates in Foreign Jurisdiction.                   | (0.42)                        | 0.70                          |
| Reversal of Provision Pertaining to Previous year/s                   | (1.05)                        | (0.13)                        |
| Additional DTL Provision due to change in tax rates                   | -                             | (12.22)                       |
| Other items not adjustable to tax                                     | 0.41                          | 3.18                          |
| Deferred Tax Liability created on unrealised gain                     | 1.18                          | -                             |
| Income Tax Expense charged to P&L for the year                        | 79.98                         | 49.86                         |
| Income Tax Expense charged to Other Comprehensive Income for the year | (0.07)                        | (0.51)                        |
| Total Income Tax Expense for the year                                 | 79.91                         | 49.35                         |
| Comprising:                                                           |                               |                               |
| Current Tax                                                           | 78.08                         | 61.30                         |
| Deferred Tax                                                          | 1.90                          | (11.44)                       |

\*Loss shown under discontinued operations are not allowed as deduction for tax purpose.

**5.11 Trade Payables-Micro and Small Enterprises:**

Based on data received from Vendors and information available with us, the amount due to Micro and Small Enterprises is ascertained as ₹ 31.48 Crores (PY: ₹ 31.72 Crores). There were no over dues at any point in time and hence no interest is paid / payable.

**5.12 Exceptional Items:**

- The exceptional income of ₹ 11.90 crores in FY 2020-21 refers to the reversal of provision for export obligations of the acquired business made in the previous years, as the same stands fulfilled.
- The exceptional expenditure of ₹ 11.69 crores in FY 2019-20 refers to the impairment charge that was considered on the carrying amount of Goodwill as at 31st March 2020 for the possible effect of Covid-19 pandemic on the UK operations.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

The group has considered the possible effects that may result from COVID 19 on the carrying amount of Goodwill and has tested the Goodwill for Impairment as on 31st March 2021 (as required to be done annually as per IndAS- 36). It assessed the recoverable amount of the relevant cash generating unit to which the Goodwill relates as the higher of Fair value less cost of disposal and the value in use. This has not resulted in any impairment for the current year (PY- charge of INR 11.69 crores in respect of Goodwill being recognized as an exceptional charge in 31st March 2020). The Group continues to assess and take steps as appropriate to enhance profitability and address the potential impact of COVID epidemic on the business.

The said assessment includes significant assumptions such as discount rate, likely impact of COVID-19 on the said operations and its impact on the margins.

The Calculations use cash flow projections based on financial budgets approved by the management covering a five-year period.

| Description                              | Assumptions |
|------------------------------------------|-------------|
| Fixed Cost Inflation                     | 3.00%       |
| Employee Cost Inflation                  | 2.00%       |
| Pre Tax Weighted Average Cost of Capital | 11.90%      |
| Terminal Period Growth Rate              | 4.83%       |
| Budgeted Gross Margin                    | 38.00%      |

**Approach for the assumptions considered above**

- Cost inflation/budgeted margin:
  - o Based on past performance & management's expectations for the future.
  - o Fixed cost of CGUs, which do not vary significantly with sales volume or prices. Management forecasts these costs based on the current structure of the business, adjusting for inflationary increase but not reflecting any future restructurings or cost saving measures.
- Pre - Tax discount rate reflects specific risks relating to the relevant CGU and the place of business in which they operate.
- Long term growth rate is the weighted average growth rate used to extrapolate the cash flows beyond the budget period.

**5.13 Discontinued Operations:**

In early Dec 2020, the Company's wholly owned stepdown subsidiary, Horwood Homewares Limited UK, divested its 51% stake in Horwood Life Limited, UK in the light of long-term uncertainty over supply chain constraints and the loss of ₹ 6.11 crores arising out of sale of this discontinued operations is reported under the head 'Loss from discontinued operations'. Details of the results of the said subsidiary which has been considered in this consolidated financial statement are mentioned below:

| Particulars                                 | Amount in Crores |
|---------------------------------------------|------------------|
| (i) Revenue                                 | 3.16             |
| (ii) Expenses                               | (4.40)           |
| (iii) Profit / (Loss) (i-ii)                | (1.24)           |
| (iv) Loss on Sale of discontinued operation | (6.11)           |

**5.14** Certain figures apparently may not add up because of rounding off, but are wholly accurate in themselves.

**5.15** The Directors of Holding Company have paid an interim dividend of ₹ 20 per share, which entails an outlay of 27.72 Crores (Previous year - NIL). Your directors are pleased to recommend a final dividend of ₹ 30 (Per Share) which entails an outlay of ₹ 41.58 Crores (Previous Year: ₹ 27.72 Crores). The total dividend for FY 2020-21 is ₹ 50 Per share (PY ₹ 20 per Share).

**5.16 Impact of COVID-19**

During the current financial year, business environment was severely impacted by COVID-19. However, the impact on the company has been minimal due to various sustainable actions taken by the management.

During the ensuing Financial Year 2021-22, the second wave and the extended lockdown are impacting the operations. However, considering the ongoing vaccination drive company expects to have normalcy resumed for the year as a whole and minimize the impact due to COVID-19.

Company has also taken sustainable actions, both with reference to the environment and its employees' health.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

### Other risk - Impact of COVID-19

Financial assets viz investments carried at fair value as at March 31, 2021 is ₹ 390.44 crore and other financial assets are carried at amortised cost as at March 31, 2021 is 427.72 crore. A significant part of the financial assets are classified as Level 1 having fair value of ₹ 390.44 crore as at March 31, 2021. The fair value of these assets is marked to an active market which factors the uncertainties arising out of COVID-19. The financial assets carried at fair value by the Group are mainly investments in Mutual Funds, liquid debt securities and accordingly, any material volatility is not expected. Financial assets of ₹ 161.16 crore as at March 31, 2021 carried 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.

Trade receivables of ₹ 290.87 crore as at March 31, 2021 forms a significant part of the financial assets carried at amortised cost which is valued considering provision for allowance using expected credit loss method. In addition to the historical pattern of credit loss, we have considered the likelihood of increased credit risk and consequential default considering emerging situations due to COVID-19.

This assessment is not based on any mathematical model but an assessment considering the nature of verticals, impact immediately seen in the demand outlook of these verticals and the financial strength of the customers in respect of whom amounts are receivable. The Group closely monitors its customers who are going through financial stress and assesses actions such as change in payment terms, discounting of receivables with institutions on no-recourse basis, recognition of revenue on collection basis etc., depending on severity of each case. Basis this assessment, the allowance for doubtful trade receivables of ₹ 36.59 crores as at March 31, 2021 is considered adequate.

- 5.17** The social security code enacted in year 2020 has been deferred by a year. When enacted, this code will have an impact on Company's contribution to Provident Fund, Gratuity and other employee related benefits. The Company proposes to do an assessment at an appropriate time and make appropriate provisions accordingly.
- 5.18** The financial statements were approved by the Board of Directors and authorized for issue on 25th May 2021.

*As per our audit report of even date attached  
For PKF Sridhar & Santhanam LLP  
Chartered Accountants  
Firm's Registration Number : 003990S/S200018*

***For and on behalf of the Board***

**T.T. Jagannathan**  
*Chairman*  
DIN: 00191522

**Chandru Kalro**  
*Managing Director*  
DIN: 03474813

**Seethalakshmi M**  
*Partner*  
Membership No. 208545

**Dileep Kumar Krishnaswamy**  
*Director*  
DIN: 00176595

**K.Shankaran**  
*Wholtime Director & Secretary*  
DIN: 00043205

**Place : Bengaluru**  
**Date : May 25, 2021**

**R. Saranyan**  
*Chief Financial Officer*  
PAN: AAHPS9134L

## FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(₹ in Crores)

| Part "A": Subsidiaries                                      |                                      | (Except for Exchange Rate)     |
|-------------------------------------------------------------|--------------------------------------|--------------------------------|
| Sl. No.                                                     | 1                                    | 2                              |
| Name of the Subsidiary Company                              | TTK BRITISH HOLDINGS LIMITED (TTKBH) | HORWOOD HOMEWARES LIMITED (HH) |
| The date since the subsidiary was acquired                  | 24.03.2016                           | 11.04.2016                     |
| Financial Year Ending on                                    | 31-Mar-21                            | 31-Mar-21                      |
| Reporting Currency                                          | BRITISH POUNDS                       | BRITISH POUNDS                 |
| Exchange Rate on the last day of the financial year 1GBP=₹  | 100.95                               | 100.95                         |
| Share Capital                                               | 208.97                               | 10.38                          |
| Reserves and Surplus                                        | 7.73                                 | 118.87                         |
| Total Assets                                                | 258.37                               | 176.27                         |
| Total Liabilities<br>(Excluding Share capital and Reserves) | 41.67                                | 47.03                          |
| Investments<br>(Excluding investments made in subsidiaries) | -                                    | -                              |
| Turnover                                                    | -                                    | 153.90                         |
| Profit / (Loss) before Tax                                  | (0.13)                               | 12.30                          |
| Provision for Tax                                           | -                                    | 2.04                           |
| Profit / (Loss) after Tax                                   | (0.13)                               | 10.27                          |
| Proposed Dividend                                           | -                                    | -                              |
| % of Shareholding                                           | 100%                                 | 100% held by TTKBH             |

## Notes:

- Names of Subsidiaries which are yet to commence operations:- Not Applicable.
- Names of Subsidiaries which have been liquidated or sold during the year: Horwood Life Limited.
- The above information is based on audited results of the Subsidiaries.

## Part "B": Associates and Joint Ventures

Part B is not applicable as the company does not have any Associates or Joint Ventures.

## For and on behalf of the Board

**T.T. Jagannathan**  
Chairman  
DIN: 00191522

**Dileep Kumar Krishnaswamy**  
Director  
DIN: 00176595

Place : Bengaluru  
Date : 25<sup>th</sup> May, 2021

**Chandru Kalro**  
Managing Director  
DIN: 03474813

**K.Shankaran**  
Wholetime Director & Secretary  
DIN: 00043205

**R. Saranyan**  
Chief Financial Officer  
PAN: AAHPS9134L

## HISTORICAL DATA - STANDALONE

Prepared as per conventional method to facilitate comparison.

(₹ in Crores)

|                                                                    | 2020-21         | 2019-20        | 2018-19        | 2017-18        | 2016-17        | 2015-16        | 2014-15        | 2013-14        | 2012-13        | 2011-12        |
|--------------------------------------------------------------------|-----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| <b>PERFORMANCE</b>                                                 |                 |                |                |                |                |                |                |                |                |                |
| 1 Gross Sales                                                      | 2187.61         | 2085.74        | 2106.21        | 1848.71        | 1683.06        | 1558.82        | 1421.42        | 1323.37        | 1385.89        | 1122.71        |
| Discount on Sales                                                  | 154.56          | 148.95         | 138.19         | 102.26         | 79.42          | 70.89          | 77.18          | 71.85          | 75.25          | 60.96          |
| <b>Net sales</b>                                                   | <b>2033.05</b>  | <b>1936.79</b> | <b>1968.02</b> | <b>1746.45</b> | <b>1603.64</b> | <b>1487.93</b> | <b>1344.24</b> | <b>1251.52</b> | <b>1310.64</b> | <b>1061.75</b> |
| Other Income                                                       | 27.53           | 24.61          | 25.60          | 13.71          | 6.74           | 10.37          | 5.10           | 7.88           | 4.73           | 4.48           |
| <b>Total Income</b>                                                | <b>2060.58</b>  | <b>1961.4</b>  | <b>1993.62</b> | <b>1760.16</b> | <b>1610.38</b> | <b>1498.3</b>  | <b>1349.34</b> | <b>1259.40</b> | <b>1315.37</b> | <b>1066.23</b> |
| 2 Profit before Interest, Depreciation, Extra ordinary items & Tax | 342.17          | 285.54         | 311.48         | 248.54         | 201.65         | 192.07         | 154.34         | 168.10         | 208.46         | 175.92         |
| 3 Interest                                                         | 3.07            | 2.71           | 1.91           | 1.74           | 5.13           | 1.84           | 4.47           | 8.54           | 14.26          | 6.41           |
| 4 Depreciation                                                     | 37.92           | 34.62          | 26             | 25.14          | 25.30          | 20.92          | 19.01          | 14.77          | 8.99           | 6.25           |
| 5 Profit / (Loss) before extra ordinary items                      | 301.18          | 248.21         | 283.57         | 221.66         | 171.22         | 169.31         | 130.86         | 144.79         | 185.21         | 163.26         |
| 6 Extra - ordinary / Exceptional Items                             | 11.90           | -              | -              | 128.96         | 1.77           | (3.74)         | 2.44           | 6.96           | -              | -              |
| 7 Profit before Tax                                                | 313.08          | 248.21         | 283.57         | 350.62         | 172.99         | 165.57         | 133.30         | 151.75         | 185.20         | 163.26         |
| 8 Taxation Provision                                               | 77.94           | 49.70          | 93.26          | 93.75          | 29.99          | 50.75          | 40.98          | 39.96          | 52.11          | 49.88          |
| 9 Profit After Tax                                                 | 235.14          | 198.51         | 190.31         | 256.87         | 143.00         | 114.82         | 92.32          | 111.79         | 133.09         | 113.38         |
| 10 Other Comprehensive Income                                      | (0.21)          | (1.51)         | (0.51)         | 0.24           | (0.43)         | -              | -              | -              | -              | -              |
| 11 Total Comprehensive Income for the period                       | 234.93          | 197.00         | 189.80         | 257.11         | 142.57         | -              | -              | -              | -              | -              |
| 12 Dividend Proposed / Provision                                   | 69.30           | 27.72          | 41.58          | 34.66          | 31.34          | 31.43          | 25.61          | 23.28          | 19.85          | 16.98          |
| 13 Dividend Tax                                                    | -               | -              | 8.55           | 7.12           | 6.38           | 6.40           | 5.22           | 3.96           | 3.37           | 2.75           |
| 14 Dividend Declared %                                             | 500.00          | 200.00         | 300.00         | 300.00         | 270.00         | 270.00         | 220.00         | 200.00         | 175.00         | 150.00         |
| <b>Sources and Application of Funds</b>                            |                 |                |                |                |                |                |                |                |                |                |
| <b>Sources</b>                                                     |                 |                |                |                |                |                |                |                |                |                |
| 1 Share Capital                                                    | 13.86           | 13.86          | 11.56          | 11.56          | 11.66          | 11.65          | 11.65          | 11.65          | 11.35          | 11.33          |
| 2 Reserves & Surplus                                               | 1466.16         | 1286.68        | 1142.11        | 994.09         | 845.44         | 711.30         | 634.31         | 573.66         | 384.11         | 273.94         |
| 3 Loan Funds                                                       | -               | -              | -              | -              | -              | -              | -              | 26.90          | 115.11         | 79.41          |
| <b>Total</b>                                                       | <b>1,480.02</b> | <b>1300.54</b> | <b>1153.67</b> | <b>1005.65</b> | <b>857.10</b>  | <b>722.95</b>  | <b>645.96</b>  | <b>612.21</b>  | <b>510.57</b>  | <b>364.68</b>  |
| <b>Application</b>                                                 |                 |                |                |                |                |                |                |                |                |                |
| 4 Fixed Assets WDV incl assets kept for disposal                   | 442.43          | 433.64         | 392.48         | 362.55         | 395.84         | 359.13         | 362.92         | 363.92+        | 321.02         | 237.61         |
| 5 Investments                                                      | 192.76          | 173.58         | 155.45         | 110.01         | 97.11          | 0.02           | 0.02           | 0.02           | 0.02           | 0.02           |
| 6 Net Current Assets                                               | 879.42          | 725.6          | 649.43         | 574.07         | 402.16         | 392.95         | 309.01         | 268.80         | 199.65         | 133.86         |
| 7 Miscellaneous Expenses                                           | -               | -              | -              | -              | -              | -              | -              | -              | -              | -              |
| 8 Deferred Tax Asset (Liability)                                   | (34.59)         | (32.28)        | (43.69)        | (40.98)        | (38.01)        | (29.15)        | (25.99)        | (20.53)        | (10.12)        | (6.81)         |
| <b>Total</b>                                                       | <b>1,480.02</b> | <b>1300.54</b> | <b>1153.67</b> | <b>1005.65</b> | <b>857.10</b>  | <b>722.95</b>  | <b>645.96</b>  | <b>612.21</b>  | <b>510.57</b>  | <b>364.68</b>  |

## FORMAT FOR FURNISHING THE PAN AND BANK DETAILS

To  
KFin Technologies Private Limited  
Selenium, Tower B, Plot 31-32,  
Gachibowli, Financial District, Nanakramguda,  
Hyderabad - 500 032

Dear Sir,

### Unit: TTK PRESTIGE LIMITED

I/ We furnish below my/our folio details along with PAN and/or Bank account details for updation and confirmation of same in the records. I/we are enclosing the self-attested copies of PAN card(s) of all the holders, original cancelled cheque leaf showing the name of the account holder / original cancelled cheque along with self attested copy of the pass book first page or Bank account statement duly attested by the Bank, showing name of the account holder and address proof viz., self attested copy of Aadhaar cards of all the holders, as required for updation of the details:

|                                                                            |  |
|----------------------------------------------------------------------------|--|
| <b>Folio No.</b>                                                           |  |
| <b>Address of the first named shareholder as per the share certificate</b> |  |
| <b>Mobile No.</b>                                                          |  |
| <b>E-Mail id</b>                                                           |  |

| Bank Account Details : (for electronic credit of unpaid dividends and all future dividends) |               |  |  |                |  |  |                    |  |  |
|---------------------------------------------------------------------------------------------|---------------|--|--|----------------|--|--|--------------------|--|--|
| <b>Name of the Bank</b>                                                                     |               |  |  |                |  |  |                    |  |  |
| <b>Name of the Branch</b>                                                                   |               |  |  |                |  |  |                    |  |  |
| <b>Account Number (as appearing in your cheque book)</b>                                    |               |  |  |                |  |  |                    |  |  |
| <b>Account Type (Saving / Current / Cash Credit)</b>                                        | <b>Saving</b> |  |  | <b>Current</b> |  |  | <b>Cash Credit</b> |  |  |
|                                                                                             |               |  |  |                |  |  |                    |  |  |
| <b>9 Digit MICR Number (as appearing on the MICR cheque issued by the bank)</b>             |               |  |  |                |  |  |                    |  |  |
| <b>11 Digit IFSC Code</b>                                                                   |               |  |  |                |  |  |                    |  |  |

|                         | PAN No | Name | Signature |
|-------------------------|--------|------|-----------|
| <b>First Holder :</b>   |        |      |           |
| <b>Joint Holder 1 :</b> |        |      |           |
| <b>Joint Holder 2 :</b> |        |      |           |

Date:

Place:

Note:

1. Ensure that all the required details are filled in this form including folio no. and details of all joint-holder(s).
2. Ensure that supporting documents attached with the application are self-attested by respective holder(s).
3. Ensure that details filled in this form match with supporting documents provided.
4. Ensure that this form is signed by all the holder(s) of the share(s) as per folio.

This image shows a single page of white paper with horizontal ruling lines. The lines are evenly spaced and extend across the width of the page. There are no margins, text, or other markings on the paper.

## OUR LATEST STORE FORMAT

### PRESTIGE XCLUSIVE PRO STORES



# TTK Prestige LIMITED

CIN:L85110TZ1955PLC015049

Corporate Office: TTK Prestige Limited, 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore - 560 025.

Phone: 080 - 2221 7438/39 | Email: [customercare@ttkprestige.com](mailto:customercare@ttkprestige.com)

Registered Office: Plot No. 38, SIPCOT Industrial Complex, Hosur - 635 126, Tamil Nadu, India.

Email: [investorhelp@ttkprestige.com](mailto:investorhelp@ttkprestige.com)

[www.ttkprestige.com](http://www.ttkprestige.com)



Follow 'TTK Prestige' on



[www.ttkprestige.com](http://www.ttkprestige.com)