# **Driving Technology-led Transformation**



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# **Corporate Information**

#### **BOARD OF DIRECTORS**

**Directors** 

Mr. Laksh Vaaman Sehgal

Mr. Bimal Dhar

Ms. Lata Unnikrishnan

Mr. Ramesh Dhar (Independent Director)

Mr. Ravi Mathur (Independent Director)

Mr. Yuichi Shimizu

#### STATUTORY AUDITORS

S.R. Batliboi & Co. LLP **Chartered Accountants** 

(Firm Registration No.: 301003E/E300005

6th & 7th Floor, 67, Institutional Area, Sector-44, Gurugram,

Haryana - 122003, India

#### **BANKERS**

Axis Bank Limited

**HDFC Bank Limited** 

State Bank of India

ICICI Bank Limited

#### **REGISTERED OFFICE**

Unit 705, C wing, One BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Bandra (East), Mumbai, Mumbai-400051, Maharashtra, India

#### **GLOBAL PRESENCE**

Motherson Technology Services Limited (MTSL) C-26, Sector 62, NOIDA - 201309, Uttar Pradesh

Samvardhana Motherson Corporate Tower, Floor No. 7, Plot No. 01, Sector-127, Noida - 201301, Uttar Pradesh

#### **GERMANY**

Motherson Technology Services GmbH Schlossmattenstrasse 7a, D-79268 Boetzingen, Germany

#### **JAPAN**

Motherson Technology Service Kabushiki Gaisha 4F BPR Place, 16-4, 1-chome Marunouchi Naka-ku, Nagoya 460-0002, Japan

#### SINGAPORE

Motherson Technology SG Pte. Ltd.

Motherson Technology Services Spain S.L.U. Pol. Neg. Mas Blau, Calle Berguedá,12ª planta 08820 El Prat del Llobregat

#### UAF

Motherson Technology Mid East FZ-LLC Premises 105, 1st Floor, Building No. 15, Dubai Internet City, Dubai, United Arab Emirates

#### UK

Motherson Technology Services United Kingdom Limited Thames Valley Park, Office 205B, 400 Thames Valley Park Dr. Earley, Reading RG6 1PT, United Kingdom

#### **USA**

Motherson Technology Services USA Limited 1101 Perimeter Drive, Ste. 150, Schaumburg, IL 60173

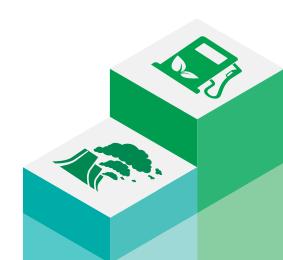
SMI Consulting Technologies Inc.

# Who Are We?

Motherson Technology Services Limited (MTSL) serves as the Technology and Industrial Solutions division of the globally respected Motherson Group, a recognised leader in automotive component manufacturing. The group offers a wide portfolio of auto ancillary products and services across international markets.

Established in 2000, MTSL was mandated to address the technology requirements of the Motherson Group, facilitating its digital advancement. Initial efforts were concentrated on developing tailored manufacturing systems and IT infrastructure solutions. As the group expanded its global presence, MTSL's service capabilities also scaled accordingly. Today, MTSL operates as a comprehensive IT services provider with a broad spectrum of digital and engineering offerings, underpinned by a commitment to customer centricity and innovation in delivery.

MTSL holds a CMMI Level 5 certification and has successfully delivered services to over 350+ customers across 44 countries. Our skilled workforce continues to deliver measurable outcomes across diverse business domains, reflecting the Motherson ethos of customer-aligned growth and continual improvement. As we progress, customer trust remains at the core of our operations, guiding every engagement and solution we build.



# What We Do?

As one of the leading Digital Engineering companies, MTSL integrates deep domain expertise in Manufacturing and Engineering with advanced technology solutions. Our objective is to support businesses in improving operational efficiency, accelerating growth, streamlining systems, and driving meaningful innovation. By crafting tailored, actionable technology roadmaps, we help enterprises align technology decisions with business priorities.

Our solutions serve a wide spectrum of industries including Automotive, Manufacturing, High-Tech, Financial Services, Life Sciences & Healthcare, and Logistics. MTSL's

technology-agnostic approach positions it uniquely to support transformation across sectors, using key enablers such as Industry 4.0, Cloud, Digital & Analytics, ERP Modernization, Core Engineering Solutions, and AI&ML.

Rather than functioning solely as a technology provider, MTSL acts as a long-term digital partner, contributing to strategic modernisation and enabling data-driven decision-making. Our focus is grounded in two core areas: advancing digital capability and generating business foresight through intelligent data solutions.

# **Our Network**

At Motherson Technology Services, we are dedicated to empowering our customers with technology-driven transformation, addressing their unique business challenges across 41+ locations worldwide. Our global presence is marked by offices strategically situated in 8 countries



With our expansive reach and diverse expertise, we are well-positioned to deliver innovative solutions and exceptional service on a global scale, ensuring our customers achieve their goals and thrive in today's dynamic business landscape.

# Strategic Focus Areas: AI/ML and Smart **Manufacturing**

To accelerate progress towards our long-term vision, MTSL is actively focused on three strategic growth areas: Artificial Intelligence & Machine Learning (AI/ML), Digital and Smart Manufacturing, and Digital Engineering.

#### **Artificial Intelligence & Machine** Learning

Al and ML are receiving significant attention globally, with enterprises across sectors adopting these technologies to create business value. At MTSL, we are strategically invested in these areas, not only embedding AI/ML practices within our operations but also equipping customers to apply these capabilities in a pragmatic and scalable manner.

AI includes technologies that simulate human cognitive functions such as language comprehension, data analysis, and decision-making. ML, a key subset of AI, involves algorithms that learn from data patterns to support predictive and autonomous outcomes.

MTSL's Centre of Excellence (CoE) is dedicated to strengthening AI/ML capabilities, with a clear focus on areas such as Cognitive Intelligence through GenAl, Predictive Modelling, Computer Vision, Intelligent Agents, and Co-Pilot solutions. We have successfully implemented a number of use cases across industry sectors, demonstrating measurable results in efficiency and insight generation.

#### **Digital and Smart Manufacturing**

Digital and Smart manufacturing continues to gain momentum as organisations prioritise digital integration within production environments. MTSL's in-house Manufacturing Execution System (MES), iDACS, has delivered strong value for global clients and earned recognition from analyst community.

iDACS supports the digital manufacturing journey through modular features, including IIoT-based asset connectivity, real-time production monitoring, traceability, material management, and analytics. With a flexible architecture, iDACS enables deployment both on-premises and on cloud, with security embedded by design through MTSL's cybersecurity practices.

In alignment with Industry 4.0+ imperatives, MTSL is actively evolving iDACS to integrate advanced analytics, cloud capabilities, and digital twin frameworks, ensuring that clients can build resilient, future-ready manufacturing systems.

# **Our Service Offerings**

#### Cloud

Enabling agility and scalability through
Cloud Consulting, Migration, and
Cloud-native Application Development.
MTSL also supports the deployment
and execution of AI/ML workloads in
secure cloud environments.

#### **Cyber Security**

Advanced security solutions focused on safeguarding digital operations, data, and infrastructure against emerging threats.

#### **Digital & Analytics**

End-to-end services from data engineering and lifecycle management to application development and advanced analytics.

This includes both traditional ML-based solutions and GenAl-driven conversational applications.



#### GBS & Digital Transformation

Delivering business support through data-driven, outsourced services for functions including Finance, HR, Procurement, Distribution, and Aftermarket Services.



#### Infrastructure

Modernising IT foundations with services focused on resilience, flexibility, and cost-efficiency, tailored to evolving business demands

#### **Design & Engineering**

Expertise across hardware, mechanical, and embedded software development. MTSL provides comprehensive product design, cost engineering, and full product lifecycle management.

#### Industry 4.0+

Support for digital transformation across the supply chain and factory operations, from planning and execution to logistics. Our flagship solution, iDACS, is central to enabling smart factory initiatives.

# **Our Flagship Product Suite**

#### **iDACS**

iDACS is an IoT-enabled. platform-agnostic, and modular smart manufacturing suite. iDACS is designed to capture real-time data from multiple sources in a manufacturing unit and provides customised production monitoring capabilities. It integrates seamlessly with 20+ ERP systems and is enabled with APIs for other integrations. In a manufacturing setting, it integrates 4 M (machine, materials, manpower, and method) under one platform for visibility and captures data for better decision-making.

#### MOTIF

A comprehensive big data and analytics solution suite that provides intelligent insights across the entire value chain, Factory Analytics, Spend Analytics, Finance Analytics, Sales Analytics, Audit Analytics, and People Analytics.

#### HRIS1

A complete human resource information system that enhances the employee experience by managing the entire employment journey from hire to retire.

# **MORANGO Ledger**

A smart warehouse management system powered by digital and analytics, ensuring end-to-end traceability of inventory with secure and transparent ownership transfer.

#### **eMPRO**

A secure, native ERP system that aligns various business processes with customer needs.

#### **Rollr Mini**

A versatile platform designed for managing mobile operations, applicable across multiple industries.

#### **Piper**

An intelligent customer data platform that aggregates data from multiple touchpoints to present a unified view of customers across channels.

#### **Business Application**

Focused on enhancing organisational productivity by streamlining processes and improving overall performance.

# **Our People and Culture**

MTSL fosters a work environment defined by inclusivity, open communication, and shared values. Peer and managerial relationships are built on mutual respect, guided by cultural tenets that shape decision-making and behaviour.

We invest in continuous learning, with structured training initiatives across technical, behavioural, and operational areas. Initiatives such as cloud certification (AWS, Google), domain academies, and boot camps for new joiners are part of our focused talent development strategy.

Diversity and inclusion are prioritised through recognition programmes like Women of Excellence and initiatives supporting women's wellbeing and professional growth. Our recruitment strategy includes targeted outreach to ensure representation across campuses and lateral roles.

These efforts form the foundation of an employee experience that supports both professional and personal growth, enabling our teams to contribute meaningfully and sustain long-term impact.

# **Empowering Tomorrow's Transformation: Introducing Motherson Technology Services Limited**

# **Message from Chief Executive Officer**

Dear Shareholders,

We are pleased to present the Annual Report of Motherson Technology Services Limited for the financial year "24-25". This report reflects not only our achievements and growth but also reaffirms our commitment to delivering technology-driven solutions rooted in trust, innovation, and excellence.

Our journey is underpinned by a strong conviction in the transformative impact of emerging technologies. By adopting a cutting age technology approach, we remain agile and responsive, effectively navigating the dynamic digital landscape and capitalizing on the new opportunities. As a full-spectrum IT service provider, we deliver secure, scalable solutions that enhance operational efficiency, generate new revenue streams, and drive continuous innovation

Trust remains the cornerstone of our organisation, fostering enduring relationships with clients, partners, and employees. This foundational trust fosters a collaborative environment where mutual success and long-term value thrive.

Guided by a customer-centric philosophy, we empower enterprises through fit-for-purpose solutions that enhance competitiveness and drive sustainable growth. We are grateful for your continued support as we work together to shape a future where technology, innovation, and strategic execution converge.

## **Strategic Direction**

Our strategic vision is closely aligned with the evolving demands of our customers, transformative nature of the technology sector, and our aspirations for growth. We are focused on building a profitable, digital and data first enterprise, driven by high-margin services and increased customer lifetime value through targeted cross-sell and upsell initiatives. We strongly believe that the impact of AI & ML is going to be significant in enterprise operation in a positive way and it will significantly improve efficiency and productivity and create avenues for operating cost optimization.

We see significant growth potential across our digital solutions powered by our deep engineering domain knowledge, data engineering solutions including AI and ML led offerings, digital infrastructure offerings fuelled by cloud and IIOT, and modernization initiatives across core enterprise applications. We also see a monumental growth in GCC business in India. To capture these opportunities, we are actively modernizing and scaling our solution offering, expanding our partner and OEM eco-system, and collaborating with our customers for co-creation and innovation. In addition, we will continue to pursue selective inorganic growth initiatives to accelerate our expansion.

We are confident that our investments in our existing products, e.g. iDACS (MES product) and Lipi (GenAI based BOT), modernization of our existing customer data platform, and Hire-Train-Deploy (HTD) model for GCC (Global Capability Center) business will continue to be key contributors of our growth. We have made further investments to capture the growing GCC (Global Capability Centers) market and establishing AI&ML COE. We have also trained a good number of associates on AI

& ML to support our customers. Our expanding partner eco-systems, e.g., Informatica, Confluent, Lobster, are supporting us significantly in accelerating our customer's digital transformation journey.

Guided by a commitment to innovation and customer centricity, we are well-position to create sustainable value for our customers.

# Performance Across Key Markets

In FY'25, MTSL reported robust growth, with total revenue reaching INR 11,362.6 million, an increase of 19.7% compared to FY'24. The India region continue to be a major revenue generator, contributing INR 9,679.8 million and recording a 28.4% year-on-year increase. USA and UAE region has shown significant growth.

While regions such UK, Singapore, and Japan encountered headwinds, they remain strategically important and are anticipated to yield improved performance in the coming year. The varied outcomes underscore the organization's resilience and strategic acumen, reinforcing our confidence in the trajectory of continued global growth expansion.

In FY 24-25, we have consolidated and expanded our client base to over 350+ global customers, welcoming 30+ new external clients and 12+ captive accounts. This growth was supported by the onboarding of 450+ professionals, reinforcing our service delivery capabilities.

## **Operational Highlights**

FY 24-25 marked a significant milestone for MTSL, with growth exceeding 19.7%. Notable progress was made across both group and external business segments, massive growth in external business, which now boasts a group wallet share of 40%+.

We streamlined our operations by aligning internal functions to regional needs, shortening sales cycles and enhancing delivery agility. Strategic alliances with technology leaders such as AWS, Qlik, Siemens, HPE, Dell, SAP, Oracle, Azure, Informatica, Confluent, etc further accelerated our success.

Revenue growth coupled with Cost-efficiency initiatives along with overheads optimization across various functions improved financial discipline, thereby increasing PBT to 4.5% of revenue in FY 2024-25. We have made good progress in co-innovation with our customers in AI&ML. We have successfully delivered several AI&ML use cases for our customers across supply chain, customer success, and these efforts led to sustain a 95% Customer Satisfaction Score (CSAT) and a 82% retention of our customers. Our Noida delivery hub continues to create tangible value for group entities, with its impact growing steadily.

We remain committed to innovation and excellence across diverse industries. including manufacturing, automotive, healthcare, BFSI, and logistics, equipping clients to navigate and thrive in the digital era.

### **Market Analysis**

Organisations today are redefining success by taking a holistic approach to technology, operations, and business impact. While customer experience continues to influence revenue growth, efficiencies in workforce and supply chains are increasingly pivotal for cost optimisation.

A wide array of technologies, including cloud computing, analytics, cybersecurity, ERP, IoT, and managed services, form the backbone of this transformation. The rise of industry-specific cloud solutions and higher level of adoption of AI&ML is set to reshape enterprise priorities across all sectors. We can clearly see that slowly and steadily market is moving from doing merely POCs in AI&ML to a production deployment stage.

As competition for digital expertise intensifies, strategic investments in skills development, talent retention, and workforce transformation will become increasingly essential. We also anticipate that Global Capability Centers (GCCs) in India will experience significant growth over the next 12 to 18 months.

While we remain cautiously optimistic, we are mindful of the demand cycle in some key markets, given the ongoing macroeconomic headwinds. Nonetheless, we firmly believe that organizations in these markets will continue to invest in large-scale core technology transformation initiatives and adopt solutions that deliver tangible operational cost savings.

# **Corporate Social Responsibility (CSR)**

At MTSL, we are proud of our long-standing commitment to social impact and environmental responsibility. Our corporate ethos is grounded in honesty, integrity, and fairness. We champion inclusivity, uplift marginalised communities, and engage employees in volunteerism to drive positive change at the grassroots.

We continue to partner with local NGOs and support groups to raise funds for community development and provide essential resources to those in need. CSR is embedded in our identity and drives our mission to deliver not only financial value, but also social and environmental progress.

We are committed to shaping a more equitable, sustainable future, where growth benefits all stakeholders.

## **Outlook & Opportunities**

Our forward-looking strategy focuses on innovation, agility, and resilience. We remain sharply attuned to macroeconomic factors and geopolitical uncertainties, and we are proactively preparing to mitigate risks.

Our future priorities include data modernization, cloud-native development, AI/ML integration, hyper-automation, and deep engineering design programs. We will concentrate on high-demand services with fewer SKUs to ensure focus and precision. GCC business expansion,

particularly in India, will be a key growth lever. We will continue to focus on growing business from existing clients, increasing digital transformation programs and footprints, and generating higher revenue USA geo.

We aim to penetrate high in the USA market, expand our digital offering portfolio, accelerate GCC business, and secure more engineering business. Al & ML is going to be part of all our core offerings. Al's potential in manufacturing is vast, and we are actively developing frameworks for efficiency improvement and cost optimisation leveraging digitization and AI&ML. For GCC business, our well established HTD model will be a central element of our talent strategy, enabling rapid deployment and scalability. Our efforts are geared toward delivering measurable impact through human-machine collaboration and streamlined operations.

Guided by a commitment to innovation, ethical growth, and stakeholder value, MTSL continues to redefine excellence in the digital era. As we look ahead, we remain confident in our strategy, inspired by our people, and grounded in our values, ready to build a sustainable, inclusive, and technologically empowered future for all.



#### **DIRECTORS' REPORT**

To the Members,

Your Directors have the pleasure in presenting to you the **40**<sup>th</sup> **Annual Report** together with the audited financial statements of the Company for the financial year ended March 31, 2025. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

#### FINANCIAL RESULTS

The summarized financial results for the year ended March 31, 2025 and for previous year ended March 31, 2024 are as follows.

(INR in Million)

Particulars	Stand	alone	Consol	lidated
	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2025	For the year ended March 31, 2024
Gross Revenue from contract with customers	9679.8	7539	11,362.6	9489.7
Net Revenue from operations	9679.8	7539	11,362.6	9489.7
Other Income	128.8	95.2	130.7	102.3
Profit before Interest, Depreciation and tax	706.6	236.2	856.4	206.9
Less: Depreciation	170.1	146.1	194.0	170.3
Less: Finance Costs	152.7	121.8	156.4	126.4
Profit/(loss) Before Tax	383.8	(31.7)	506.0	(89.8)
Less: Provision for Taxation	150.7	55.2	162.7	54.3
Profit after tax before other comprehensive income	233.1	(86.9)	343.3	(144.1)
Add: Other Comprehensive income	(33.8)	(23.4)	(60.0)	9.7
Profit for the year	199.3	(110.3)	283.3	(134.4)
Add: Balance brought forward	(168.7)	(58.4)	(863.2)	(709.3)
Net profit available for appreciation	30.6	(168.7)	(570.5)	(863.2)



#### Operations and Performance & State of the Company's Affairs

On standalone basis, your company achieved annual turnover of INR 9679.8 Million as compared to previous year's annual turnover of INR 7539.0 Million. The net profit was INR 233.1 Million during the year ended March 31, 2025 as compared to the net loss of INR 86.9 Million during the previous financial year ended March 31, 2024.

On a consolidated basis, the company has achieved an annual turnover of INR 11,362.6 Million as compared to previous year's annual turnover of INR 9489.7 Million. The net profit was INR 343.3 Million during the year ended March 31, 2025 as compared to the net loss of INR 144.1 Million during the previous financial year ended March 31, 2024.

#### DIVIDEND

The Directors do not recommend any dividend for the financial year ended March 31, 2025.

#### CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Indian Accounting standard (Ind AS) 110 on Consolidated Financial Statements read with Ind AS 28 on Accounting for Investments in Associates and Ind AS 31 on Financial Reporting of Interests in Joint Ventures in consolidated financial statements, your Directors have the pleasure in attaching the audited consolidated financial statement which forms a part of the Annual Report.

#### SUBSIDIARY COMPANIES, JOINT VENTURES, AND ASSOCIATE COMPANIES

In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement including the performance of the company's subsidiaries is attached in Form AOC-1 as **Annexure-A** and forms a part of the Annual Report.

#### Details of performance of subsidiaries of the Company is as under:

- Motherson Technology Services USA Limited: The USA region has experienced significant growth over the past
  year, driven by robust performance across key practices, including Digital & Analytics, Digital and Engineering
  Services, and Cloud services. We have successfully increased our customer base in the USA and expanded into new
  industry sectors. During the last year, we have grown along with some of our long-standing crown-jewel customers
  and during the process we have also acquired new competencies.
  - Client relationships have deepened considerably and expanded both horizontally as well as vertically. Many engagements that began within a single service line have now evolved into multi-practice engagements, demonstrating strong cross-sell success.
  - In alignment with growth ambitions, strategic industry verticals and high-potential business segments have been identified for focused expansion during the current fiscal year. The sales pipeline remains healthy and diversified, with a broad set of opportunities across various sectors, positioning the region for continued momentum and scalability.
- Motherson Technology Service Mid East FZ-LLC: The entity recorded a commendable revenue of ~ INR 218 mn, reflecting a blend of consolidation and expansion across key industry sectors. Notable progress was achieved in Banking, Retail, and Public Sector Undertakings (PSUs), where strategic initiatives have begun to yield tangible results. A long-standing client surpassed the INR 100 million revenue threshold, highlighting the strength of our client relationships and delivery excellence. Our capabilities in Oracle and Digital & Analytics have been instrumental in driving growth, acting as both enablers and differentiators in acquiring and expanding client engagements within this strategic market.



The past year also marked a breakthrough year in the BFSI sector, with multiple digital transformation programs launched for one of the largest banks in the Middle East, underscoring our depth in the transformation capabilities. We further expanded our global OEM partnerships in Security and Digital areas. Looking ahead, our regional strategy is anchored on two core pillars - Deepening engagement with existing large accounts and Expanding footprint through strategic relationship-building with targeted prospective clients.

- Motherson Technology Services United Kingdom Limited: The UK region has seen robust growth, led by our Analytics, EDI, Digital and Engineering Services, and IoT practices. New business wins have been complemented by the continued strength of existing engagements. Three new clients were onboarded during this fiscal year, including one with the potential to evolve into a flagship account for the European market. A long-term engagement with a leading cooling solutions provider has expanded across multiple practices, positioning MTS UK as a trusted global partner. The team has intensified efforts across partner ecosystems, sales channels, outreach, and leadership engagement to further reinforce its regional standing. Contribution margins have also improved year-on-year, driven by internal operational efficiencies.
- Motherson Technology Service SG Pte Ltd.: Singapore has emerged as a growth engine, with our Cloud, Digital and Engineering Services, and Digital & Analytics practices playing a pivotal role. The region added four new clients, each with significant long-term potential. The ongoing success of our Cloud and Analytics services has enhanced our credibility and market presence. A major partnership was established last year to support this expansion. Today, the Singapore entity functions as a central hub for the Southeast Asia region, driving our strategic growth agenda.
- Motherson Technology Service Kabushiki Gaisha- Despite encountering several macroeconomic and market
  challenges, the Japan entity delivered a respectable revenue of ~INR 50 mn. This outcome underscores both the
  resilience and adaptability of the team in navigating a dynamic operating environment. It also affirms the strategic
  relevance of the Japan market within the organisation's global portfolio. Most notably, it signals strong potential for
  continued growth and deeper regional engagement.
- Motherson Technology Services Gmbh- The Germany entity demonstrated exemplary execution and delivery,
  making a meaningful contribution to the group's overall performance. It achieved a revenue of ~INR 890 mn
  and continues to serve as the group's technology hub, underpinning expansion efforts with its technical depth
  and capability.
- Motherson Technology Services Spain S.L.U. (Formerly known as Motherson Information Technologies Spain S.L.U.) Spain continues to play a critical role in leading our technology operations across Europe. Renowned for its agility and operational excellence, the entity is a key driver of innovation and transformation within the group. As our European footprint grows, Spain remains integral to strengthening our technological foundation. Its consistent and resilient performance ensures scalable and seamless operations across the region. The entity achieved a revenue of ~INR 146 mn.

During the year under review, Samvardhana Motherson Virtual Analysis Limited has been striked off and dissolved effective from June 27, 2024 vide Notice of Strike off and Dissolution issued by Government of India, Ministry of Corporate Affairs.

#### INTERNAL CONTROL SYSTEMS

Your company has adopted various policies and procedures 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 accounting records and timely preparation of reliable financial information. The company has appointed Internal Auditors to carry out both the system and financial audit of its activities. The company has laid special emphasis by ensuring that such controls are not only adequate but are also operating effectively.



#### FIXED DEPOSITS

Your Company has neither invited nor accepted any Deposits covered under chapter V of the Companies Act, 2013 for the year ended on March 31, 2025. There is no unclaimed or unpaid deposit lying with the Company. There has been no default in repayment of deposits or payment of interest thereon during the year under review.

#### AUDITORS AND AUDITOR'S REPORT

#### **Statutory Auditors**

As per section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.-301003E/E300005), were appointed as Statutory Auditors of the Company to hold the office from the conclusion of 35th Annual General Meeting of the Company held in the year 2020 till the conclusion of 40th Annual General Meeting of the Company scheduled to be held in the year 2025.

The report given by M/s. S R Batliboi & Co. LLP, Statutory Auditors on the financial statement of the Company for the year 2024-25 is part of the Annual Report. The observations of the Auditors and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, during the year, in the course of the performance of their duties as auditor, no frauds were reported by them which they have reason to believe that an offence involving fraud has been committed against the Company by officers or employees of the Company.

Additionally, your directors recommend re-appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.-301003E/E300005) as Statutory Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting to be held in the year 2025 till the conclusion of the Annual General Meeting to be held in the year 2029. The Company has received a declaration from the Statutory Auditors stating that their appointment is in accordance with the provisions of Section 141 of the Companies Act, 2013.

During the Financial Year 2024-25, the Auditors have not reported any matter under Section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

#### **Cost Auditor**

Your Company is not covered under the provisions of Section 148 of the Companies Act, 2013. The Company is not required to conduct audit of its cost accounting records for the financial year 2024-25.

#### **Internal Auditor**

M/s. KPMG Assurance and Consulting Services LLP has performed the duties of Internal Auditor of the Company for the financial year 2024-25.

#### Secretarial Auditor

Pursuant to the provisions of Section 204 of The Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 your Directors appointed M/s. Sharma Vijay & Associates as Secretarial Auditor to conduct the Secretarial Audit for the Financial Year 2024-25.

The Secretarial Audit Report for the financial year ended March 31, 2025 forms part of the annual report. Further, during the year, in the course of the performance of their duties as auditor, no frauds were reported by them and they have no reason to believe that an offence involving fraud has been committed against the Company by officers or employees of the Company.



#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees or investments made by the Company in terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder along with the purpose for which loan or guarantee or security is proposed to be utilized by recipient, form part of the notes to the financial statements provided in this Annual Report.

#### **CHANGES IN SHARE CAPITAL**

During the year, there is no change in the Authorsied and paid up share capital of the Company.

#### RESERVES

For the financial year ended March 31, 2025, no amount has been transferred to reserves.

#### DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### **Directors**

Presently, the composition of the Board of Directors of the Company is as follows:

- Mr. Laksh Vaaman Sehgal (DIN: 00048584), Director
- Mr. Bimal Dhar (DIN: 00297938), Director
- Mr. Yuichi Shimizu (DIN: 10059731), Director (effective August 21, 2024)
- Ms. Lata Unnikrishnan (DIN: 08391470), Women Director
- Mr. Ravi Mathur (DIN: 08396353), Independent Director (effective May 27, 2025)
- Mr. Ramesh Dhar (DIN: 00085046), Independent Director (effective April 17, 2025)

Mr. Sanjay Kalia (DIN:03556087) ceased to be an Independent Director on the Board of Company effective March 31, 2025 pursuant to his completion of term as Independent Director of the Company. As per the provisions of the Companies Act, 2013, Mr. Laksh Vaaman Sehgal (DIN: 00048584), Director of the Company, is liable to retire by rotation in the ensuing Annual General Meeting.

Mr. Laksh Vaaman Sehgal, being eligible, seeks his re-appointment. Accordingly, the Board of Directors recommend the reappointment of Mr. Laksh Vaaman Sehgal to the members of the Company.

Mr. Ramesh Dhar(DIN:00085046) was appointed as a Non-Executive Additional cum Independent Director by the Board of Directors effective April 17, 2025 for a term of five years. Accordingly, the approval of Members is being sought at the forthcoming Annual General Meeting ('AGM') of your Company for the appointment of Mr. Ramesh Dhar as Non-Executive Independent Director of the Company.

Brief resume of the above directors, nature of their expertise in functional areas, name of public companies in which they hold directorship and the Chairmanship/Membership of the committees of Board are given as annexure to the notice convening the Annual General Meeting.

Mr. Shunichiro Nishimura (DIN: 08138608) and Mr. Isao Asai (DIN: 10299210) have ceased to be a Director from the Board of the Company effective from August 21, 2024. The Board, while accepting the resignation, placed on record their sincere appreciation for the contribution made by Mr. Shunichiro Nishimura and Mr. Isao Asai during their tenure as Directors of the Company.



#### **Kev Managerial Personnel**

In terms of the provisions of section 203 of the Companies Act, 2013, during the financial year and upto the date of report, the Company has following whole-time Key Managerial Personnels:

- 1. Mr. Rajesh Thakur, Manager designated as Chief Operating Officer
- 2. Mr. Ashish Bhagat, Chief Financial Officer
- 3. Ms. Surbhi Sehgal, Company Secretary

#### Statement of Declaration by Independent Directors

The Company has received declarations from Independent Directors confirming that they meet with the criteria of independence as prescribed under sub section (6) of section 149 of the Companies Act, 2013. The Board is of the opinion that they are the persons of integrity and possess relevant expertise and experience. During the year, Independent Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fee and reimbursement of expenses, if any, incurred by them for the purpose of attending the meetings of the Board of Director and Committee.

#### MEETINGS OF THE BOARD

During the financial year ended March 31, 2025, six (6) meetings of the Board of Directors were held on:

(i) May 27, 2024; (ii) July 03, 2024; (iii) August 21, 2024; (iv) October 25, 2024; (v) February 19, 2025 and (vi) March 20, 2025.

The intervening gap between the two consecutive meetings did not exceed 120 days, i.e. the time prescribed as per the Companies Act, 2013. The necessary quorum was present for all the meetings. The table for the attendance record of the Directors is as given below:

Name of the Director	No. of Board Meetings entitled to attend	No. of Board Meetings Attended	Attendance at last Annual General Meeting (Yes/No)
Mr. Laksh Vaaman Sehgal	6	1	No
Mr. Bimal Dhar	6	6	Yes
Mr. Sanjay Kalia	6	6	Yes
Mr. Shunichiro Nishimura	2	1	No
Ms. Lata Unnikrishnan	6	5	No
Mr. Isao Asai	2	1	No
Mr. Ravi Mathur	5	5	Yes
Mr. Yuichi Shimizu	4	4	Yes

#### **Audit Committee**

The Company has constituted an Audit Committee in terms of section 177 of the Companies Act, 2013. The Audit committee meetings were held on (i) May 27, 2024, (ii) October 25, 2024 and (iii) February 19, 2025. The necessary quorum was present for all the meetings.



The composition of the Committee and attendance of each member at the Audit Committee meetings held during the FY 2024-25 is as below:

Name of the member	Designation	No. of Audit Committee Meetings entitled to attend	No. of Audit Committee Meetings attended
Mr. Sanjay Kalia*	Chairman	3	3
Mr. Ravi Mathur	Member	2	2
Mr. Bimal Dhar	Member	3	3

<sup>\*</sup> Resigned as Director w.e.f. March 31, 2025 and ceased to be member w.e.f. March 31, 2025.

#### Corporate Social Responsibility (CSR)

In accordance with the requirements of section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility (CSR) Committee. The Company has also framed the Corporate social Responsibility (CSR) Policy in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. Such policy is also available on the website of the company at https://www.mothersontechnology.com/wp-content/uploads/2022/09/CORPORATE-SOCIAL-RESPONSIBILITY-POLICY.pdf

#### PERFORMANCE EVALUATION OF BOARD AND COMMITTEES

Your Company has formulated a Nomination and Remuneration Committee in terms of the Provisions of the Companies Act, 2013 and has done formal evaluation of Board, its committees and all of its Directors in terms of the provisions of Companies Act, 2013.

In a separate meeting of Independent Directors, performance of non-independent Directors, performance of Board as a whole and performance of Chairman was evaluated, taking into account the views of Executive and non-executive directors.

#### **Nomination and Remuneration Committee**

The Company has constituted Nomination and Remuneration committee in terms of section 178 of the Companies Act, 2013. As required under Section 178 of the Companies Act, 2013, the Board had, on the recommendation of the Nomination and Remuneration Committee ('NRC') framed a policy for selection and appointment of Directors, Key Managerial personnel and their remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters thereof. Such policy is also available on the website of the company and can be accessed through following link: https://www.mothersontechnology.com/wp-content/uploads/2022/09/NOMINATION-AND-REMUNERATION-POLICY.pdf

During the financial year 2024-25, 1 (One) meeting of this Committee was held on August 20, 2024 which was attended by all members of the Committee. The composition of the Committee and attendance of each member at the NRC Committee meetings held during the FY 2024-25 is as below:

Name of the member	Designation	No. of Committee	No. of Committee
		Meetings entitled to attend	Meetings attended
Mr. Sanjay Kalia*	Chairman	1	1
Mr. Ravi Mathur	Member	1	1
Mr. Bimal Dhar	Member	1	1

<sup>\*</sup> Resigned as Director w.e.f. March 31, 2025 and ceased to be member w.e.f. March 31, 2025. Mr. Ramesh Dhar, Independent Director appointed as Chairman w.e.f. April 17, 2025.

Mr. Ramesh Dhar, Independent Director appointed as Chairman w.e.f. April 17, 2025.



#### RISK MANAGEMENT

Your Company has Risk management policy in place which covers elements which in the opinion of the Board may threaten the existence of the company.

#### EXTRACT OF THE ANNUAL RETURN

In accordance with Section 92(3) of the Companies Act, 2013, a copy of annual return in form MGT-7 has been placed on the website of the Company and the same can be accessed through the link https://www.mothersontechnology.com/wp-content/uploads/2025/09/Draft-MGT\_7-MTSL.pdf

#### PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All contracts/ arrangements/ transactions entered by the Company during financial year with related parties were on arm's length basis and were in ordinary course of business. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material for which shareholders' approval is required. Thus provisions of Section 188 of the Companies Act, 2013 are not applicable to the Company.

The details of the transactions with related parties are provided in the note no.35 to accompanying Audited Standalone financial Statement.

The Company has formulated the policy on Related Party Transactions as approved by the Board (as amended from time to time) and is uploaded on the Company's website at https://www.mothersontechnology.com/wp-content/uploads/2023/08/Related-Party-transaction-policy.pdf

#### **HUMAN RESOURCES**

The relations with the employees and associates continued to remain cordial throughout the year. The Directors of your Company wish to place on record their appreciation for the excellent team spirit and dedication displayed by the employees of the Company.

#### STATEMENT ON COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

Your Company is committed to upholding the rights and welfare of all employees in accordance with applicable labour laws and statutory regulations. The Company fully complies with the provisions of the Maternity Benefit Act, 1961, as amended. All eligible women employees are entitled to maternity benefits, as prescribed under the Act. In addition, Company taken proactive steps to promote a supportive and inclusive work environment for expecting and new mothers by ensuring timely disbursal of maternity benefits and providing safe and hygienic workplaces. We remain committed to fostering employee well-being and ensuring that our policies and practices are aligned with both the letter and the spirit of the law.

#### PARTICULARS OF EMPLOYEES

The statement containing the names of employee as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 forms part of Directors Report and is enclosed as **Annexure-C**.

#### DIRECTORS' RESPONSIBILITY STATEMENT

As required under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 your Directors confirm:

1. In the preparation of the annual accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;



- 2. The directors had 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 March 31, 2025 and of the profit and loss of the company for that period;
- 3. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- 4. The directors had prepared the annual accounts on a going concern basis;
- 5. The directors have laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- 6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

Information under section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014 forms part of this Report and is annexed as **Annexure-D**.

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

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year 2024-25:

Number of complaints of sexual harassment received in the year	1
Number of complaints disposed of during the year	1
Number of cases pending for more than ninety days	0
Number of workshops or awareness programme against sexual harassment carried out	Four (4)
Nature of action taken by employer or district officer	Final Recommendation, finding and Inquiry report have been submitted and the matter is disposed off with consent of accused and complainant



#### GENERAL DISCLOSURES

Your Directors state that during the year ended March 31, 2025:

- There has been no change in the nature of business and name of the company.
- There are no other material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.
- There are no significant & material orders passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.
- There has been no issue of equity shares with differential rights as to dividend, voting or otherwise.
- No application has been made or proceeding is pending by or against the company under the Insolvency and Bankruptcy Code, 2016.
- There is no valuation required to be carried out by the company for any settlement with Banks as the same is not
  applicable to the company.
- Your Company has complied with the secretarial standards with respect to General and Board Meetings specified by
  the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980, and
  approved as such by the Central Government.

#### ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the wholehearted support and contributions made by all employees of the company, Bankers, Regulatory Bodies towards the conduct of efficient operations of the company.

The Board of Directors of the company also expresses their gratitude to the shareholders for their valuable and un-stinted support extended to the company throughout the year.

For and on behalf of the Board

For Motherson Technology Services Limited

Sd/- Sd/-

Laksh Vaaman Sehgal Lata Unnikrishnan

 Director
 Director

 DIN: 00048584
 DIN: 08391470

Place: Noida

Date: September 12, 2025

Annexure-A

A0C-1

(Statement containing silent features of the financial statements of subsidiaries/ associate/ joint ventures (Pursuant to first proviso to sub section (3) of section 129 of the Companies Act, 2013, read with rule 5 of the Companies (Accounts) Rules, 2014)

% of shareholding	100%	%001	%001	%12:58	%001	100%	100%	%001	100%
Proposed	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Profit/ (loss) after taxation	22,92,338	-3,64,96,777	3,61,55,869	-5,14,83,530	-57,27,949	-7,30,09,441	-2,13,83,556	-84,44,963	1,67,99,021
Provision for taxation	6,98,619	1,44,89,333	1,76,55,125	1,01,306	0	-2,43,36,481	-20,82,523		55,99,661
Profit/ (loss) before taxation	29,90,957	-2,20,07,444	5,38,10,994	-5,13,82,224	-57,27,949	10,35,84,315 -9,73,45,921	-2,34,66,079	-84,44,963	2,23,98,683
Turnover	52,09,93,478	6,59,34,463	89,00,45,672	5,01,33,499	0	10,35,84,315	21,82,06,608   -2,34,66,079	9,59,51,370	14,62,52,135 2,23,98,683
Investments	0	1,79,72,390	0	0	0	-	0	0	0
Total liabilities	29,12,71,750	32,03,03,234	31,14,31,955	47,75,11,293	14,51,07,868	72,01,30,298	26,51,88,684	7,78,21,450	4,48,10,495
Total assets			50,48,75,009	1,84,31,296	2,38,917	44,04,45,841	7,45,91,292	7,31,82,268	5,05,77,003 10,42,90,877 4,48,10,495
Reserve and surplus	-14,09,27,912 15,03,88,038	-39,15,05,405 1,48,59,346	19,12,71,669	1,96,00,000 -47,86,79,997	17,29,16,451	1,02,53,240 -28,99,37,697 44,04,45,841 72,01,30,298	-19,86,27,052	-30,47,39,182	5,05,77,003
Share capital Reserve and surplus	44,200	8,60,61,518	21,71,385	1,96,00,000	2,80,47,500 -17,29,16,451	1,02,53,240	80,29,660	30,01,00,000 -30,47,39,182	89,03,379
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	1 USD= 85.47 INR	1 SGD= 63.68 INR	1EURO = INR 92.45	1JPY= 0.57 INR	1USD= 85.47 INR	1GBP= 110.41 INR	1AED = 23.27 INR	NA	1EURO = INR 92.45
Financial period ended	March 31,2025	March 31,2025	March 31,2025	March 31,2025	March 31,2025	March 31,2025	March 31,2025	March 31,2025	March 31,2025
Name of the subsidiary	Motherson Technology Services USA Limited	Motherson Technology Service SG Pte Ltd.	Motherson Technology Services Gmbh	Motherson Technology Service Kabushiki Gaisha	SMI Consulting Technologies, Inc., USA	Motherson Technology Services United Kingdom Limited	Motherson Technology Service Mid East FZ-LLC	Samvardhana Motherson Health Solution Limited, India	Motherson Technology Services Spain S.L.U.



Annexure-B

#### THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Our Company Vision is to create long-term socio-economic values for communities in the locations where it operates. Our Commitment to CSR emanates from the business mission that guides us to set new standards in good corporate citizenship. Therefore, our CSR programs have been structured to be made sustainable, measurable, replicable and scalable which will enable us carve out a reputation for being one of the most socially and environmentally responsible companies. Company shall identify and undertake all its CSR programs/projects/activities under the following broader thrust areas of CSR:

- Promotion of education including vocational based education and skill development
- · Livelihood enhancement
- Waste Management and Sanitation
- Environment sustainability
- Women and youth empowerment
- Disaster relief
- National Missions
- Promoting Healthcare including preventive healthcare

#### 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. Arjun Puri	Chairman/Non-Executive Director	1	1
2.	Mr. Bimal Dhar	Member/Non-Executive Director	1	1
3.	Mr. Sanjay Kalia	Member/Non-Executive Director	1	1

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

https://www.mothersontechnology.com/investor-relations

- 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. Not Applicable
- 5. a) Average net profit of the company as per sub-section (5) of section 135: INR (102.66) Million
  - b) Two percent of average net profit of the Company as per section 135(5): INR (2.05) Million
  - c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NA
  - d) Amount required to be set off for the financial year, if any: NA
  - e) Total CSR obligation for the financial year [(b)+(c)-(d)]: Nil



- 6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Nil
  - b) Amount spent in administrative overheads: Nil
  - c) Amount spent on Impact Assessment, if applicable: Nil
  - d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Nil

CSR amount spent		Am	ount Unspent (in	Rs.)	
or unspent for the financial year: Total Amount Spent for the Financial Year (in Rs.)	Unspent CSR	transferred to Account as per of section 135	Schedule VII	erred to any fund as per second pi ion (5) of section	oviso to sub-
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Nil	NA	NA	NA	-	-

#### Excess amount for set off, if any:

Sl.	Particular	Amount (in Rs.)
No.		
(i)	Two percent of average net profit of the Company as per section 135(5)	(2.05) Million
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NA
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NA

#### 7. Details of Unspent CSR amount for the preceding three financial years:

SI. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	to a Fund a under Sch as per seco to subsect	ransferred as specified nedule VII and proviso tion (5) of 35, if any  Date of transfer	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency if any
1.	2023-24	NA	NA	NA	NA	NA	NA	NA
2.	2022-23	NA	NA	3.5 Millions	NA	NA	Nil	Nil
3.	2021-22	3.5 Millions	3.5 Millions	Nil	NA	NA	Nil	Nil
	Total	3.5 Millions	3.5 Millions	3.5 Millions	NA	NA	Nil	Nil



8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes No

If Yes, enter the number of Capital assets created/ acquired:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

complete address and location of the property]		
CSF Registra Numbe applica	ation er, if	Registered Address

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: NA

For Motherson Technology Services Limited

Sd/- Sd/-

Laksh Vaaman Sehgal Lata Unnikrishnan

 Director
 Director

 DIN: 00048584
 DIN: 08391470

Place: Noida

Date: September 12, 2025

Annexure-C

Information as per section 197 of the Companies Act, 2013 read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Employee Name	Designation	Designation Educational Qualification	Age	Experience (in years)	Date of Joining	Gross Previous Remuneration employment paid and (in INR Million) designation	Previous employment and designation	Previous Percentage Whether of and equity shares any director esignation held in the company manager of the company company	Whether relative of any director or manager of the company
Mr. Rajesh Thakur	Manager	EMBA	53	32	31/01/2020	31.06	HCL Technologies Limited	NIL	Designated as Manager under Companies Act, 2013
Mr. Ashish Bhagat	CFO	CA	48	25	15/04/2024 (Group Joining Date: 15/03/2021)	9.41	Cowrks India Pvt Ltd.	Nil	No

# For Motherson Technology Services Limited For & on behalf of the Board

Laksh Vaaman Sehgal (Director) DIN: 00048584

Lata Unnikrishnan (Director) DIN: 08391470

Place: Noida Date: September 12, 2025



Annexure-D

#### Energy conservation, technology absorption and foreign exchange earnings and outgo

Information under section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014 is as follows:

#### (A) Conservation of energy:

#### (i) Steps taken or impact on conservation of energy;

The Company has taken following steps for conservation of energy:

- a) Conversion of Diesel Generators into dual fuel (PNG-Diesel) PNG (Piped Natural Gas) kit fitted in Generators and working with IGL (Indraprastha Gas Limited) gas supply systems.
- b) Removing of traditional induction motor fans (wall mounting fans) and placing new BLDC (Brushless Direct Current) fans to save the electric units in phase manners.
- c) Annual Servicing of High Tension (HT), Low Tension (LT) and Transformer has been done to reduce the breakdown and losses, for efficient energy usages reducing power losses.
- d) Final discussion held with Solar power distribution agency for supply of Solar power through grid, terms and agreement signing awaited through corporate purchase.
- e) Use of STP (Sewer Treatment Plant) in horticulture.
- f) Annual servicing done for rain water harvesting (RWH).

#### Practice:

- Laptops/Desktops configured with Hibernate mode (minimize the running hrs and save the electric units).
- Motion sensor lights installed (minimize the running hrs and save the electric units).
- Solar based road studs fixed in all driveways and vehicles parking areas.
- Restricted use of elevators: Only one elevator operational during office hours and weekends/holidays (minimize the running hrs and save the electric units).
- Installation of sensor-based booster pumps for automatic operation based on line pressure (minimize the running hrs and save the electric units).
- Installation of sensor-based water taps.
- Installation of sensor-based glass door (minimize the running hrs/operations and save the electric units).
- Installation of curtains on window glass to enhance the HVAC cooling / minimize the running hrs and save
  the electric units.
- Installation of hot and cold aisle in GDC(Global data centre) to enhance the HVAC cooling / minimize the running hrs. and save the electric units.

#### (ii) Steps proposed to be taken by the company for utilizing alternate source of energy;

 Final discussion with Solar power distribution company in process through corporate purchase for supply of solar power.

#### (iii) Capital investment on energy conservation equipment;

a) Final agreement in process for solar power supply



#### (B) Technology absorption, adaption and innovation:

#### (i) The efforts made towards technology absorption;

During the reporting period, the organisation has demonstrated a proactive and structured approach to adopting and integrating relevant technologies aimed at operational efficiency, scalability, and business growth. Key initiatives include.

- Strengthened data engineering service competencies by adding data discovery, lineage analysis, data quality and governance and MDM competencies
- CI/CD pipelines integrated with code quality tools
- Enabled shift-left security with SonarQube & Snyk

#### AI-Enabled Innovations:

- o Generated quarterly financial summaries using GenAI models via Amazon Bedrock.
- Applied AWS WAF for enhanced web and API protection, achieving threat mitigation without altering application code.
- o Standardised IAM through KeyCloak for both legacy and modern applications.
- o Built the proprietary *LiPi* platform to facilitate GenAI use cases across business domains.
- o Applied Vision AI for automated product quality checks and defect identification.
- o Enabled AI-based demand forecasting and inventory planning across supply chains.

#### Data Platform Optimisation:

- Migrated enterprise data warehouse from Google BigQuery to Amazon Redshift, improving performance and cost-efficiency.
- o Introduced *SageMaker in a Box*, an accelerator framework to streamline the development and deployment of machine learning models.

#### Product and Process Enhancements:

- Devised Intelligent Document Processing (IDP) for Revenue Cycle Management in the US healthcare sector.
- o Automated the Purchase Order lifecycle using UiPath in conjunction with IDP.
- o Turnkey design & tool manufacturing for DVT pump enclosure assembly.
- o Design and prototyping of electronic controller hardware and mechanical gear mechanism

#### Modern Engineering Practices:

- o Integrated CI/CD pipelines with embedded code quality assurance tools.
- Adopted shift-left security practices leveraging SonarQube and Snyk for early detection of vulnerabilities.
- Transitioned to an API-first development methodology to support modular and scalable application architecture.
- o Design and develop a centralized Network Management System (NMS) that offers real-time train monitoring, alerting, and analytics



- Adaptive EC2 Rightsizing: Designed and implemented a dynamic model for EC2 instance rightsizing, resulting in optimised infrastructure utilisation and measurable cost savings.
- Automated Volume Management: Deployed an EBS volume sweeper to identify and decommission unused storage volumes, enabling more efficient allocation of cloud resources.
- Migration Acceleration with AWS: Scaled the existing migration acceleration programme in collaboration with Amazon Web Services, expediting enterprise transitions to the cloud.
- RPA automations- automated all rule-based actions for high volume processes like AP and AR
- Modern day ticketing system for managing vendor queries thereby eliminating duplication
- Strategic Alliances: Forged partnerships with regional third-party vendors to strengthen market reach and
  enhance localised service delivery.
- Internal upskilling of talent to work across multiple technologies and adapt to tech. upgrades within practices

# ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

The usage of above-mentioned technologies have helped our customers realize the following benefits:

#### Market Reach and Diversification

By enhancing its core offerings and extending them into previously untapped markets, the organisation has gained access to new customer segments. This approach supports long-term growth and aligns with the shifting technological expectations of global industries.

#### Operational Differentiation

The development of tailored, technology-led solutions has reinforced the organisation's ability to meet industry-specific demands. This differentiation strengthens its competitive position by delivering measurable business outcomes to clients.

#### • Brand Positioning

Consistent delivery of forward-looking solutions has bolstered the organisation's brand image as a technology-driven partner with a strong focus on real-world business needs.

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

(a) The details of technology imported; Not applicable.

if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; - Not Applicable

- (b) The year of import;-Not Applicable
- (c) Whether the technology been fully absorbed; Not Applicable
- (d) The expenditure incurred on Research and Development.: Nil



#### (C) Foreign exchange earnings and Outgo: (In Rupees)

Foreign Exchange earnings and outgo during the year ended March 31, 2025 are:

#### (i) Foreign Exchange earnings:

(Amount in INR Million)

FOB value of exports	5,562.0
Total Foreign Exchange earnings	5,562.0

#### (ii) Foreign Exchange Outgo:

#### (Amount in INR Million)

Business Promotion	0.63
Expense Payable	-
Prepaid Expenses	-
Travel	54.6
Trading	11.86
Communication	74.54
Design & Development	110.62
Others	20.2
Total Foreign Exchange Outgo	272.45

#### For and on behalf of the Board For Motherson Technology Services Limited

Sd/- Sd/-

Laksh Vaaman Sehgal Lata Unnikrishnan

(Director) (Director) DIN: 00048584 DIN: 08391470

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Place: Noida

Date: September 12, 2025



#### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2025

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

To.

The Members

#### **Motherson Technology Services Limited**

I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, for the compliance of the applicable Statutory Provisions and the adherence to good corporate practices by **Motherson Technology Services Limited** (hereinafter called as "the Company") a company duly incorporated under the provisions of Companies Act, 1956 and bearing CIN **U67120MH1985PLC429692**. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts statutory compliances and expressing our opinion thereon.

- 1. Based on my verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information provided by the management and according to the examinations carried out by me and explanations furnished and representations made to me 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 31stMarch, 2025 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.
- 2. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Motherson Technology Services Limited** (hereinafter called as "the Company") for the financial year commencing from 1st April, 2024 and ended on 31st March, 2025 ("Audit Period") according to the provisions of:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. \*The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. \*Foreign exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and External Commercial Borrowings.
  - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) \*The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) \*The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) \*The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - \*The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - (e) \*The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- (f) \*The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) \*The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) \*The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - \*Not applicable on the Company during the audit period.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

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

Based on information received & records maintained, I further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors, if applicable. There was no change made in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance or at Shorter notice wherever applicable, 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.

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

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

For Sharma Vijay & Associates (Company Secretaries)

Place: - Gurugram

Date: - September 12, 2025

CS Vijay Sharma (Proprietor) ACS No. 45793, CP No. 19035 UDIN: A045793G001288331 Peer Review No. 2166/2022

This Report is to be read with our letter of even date which is annexed as **Annexure-I** and forms an integral part of this report.



'Annexure I'

To,

The Members,

#### **Motherson Technology Services Limited**

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

- Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. 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 our opinion.
- 3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever 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 management. Our examination was limited to the verification of procedure on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sharma Vijay & Associates (Company Secretaries)

Place: - Gurugram

Date: - September 12, 2025

CS Vijay Sharma (Proprietor) ACS No. 45793, CP No. 19035



## INDEPENDENT AUDITOR'S REPORT

To the Members of Motherson Technology Services Limited

## Report on the Audit of the Standalone Financial Statements

#### **Opinion**

We have audited the standalone financial statements of Motherson Technology Services Limited ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

## **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 audit opinion on the standalone financial statements.

## **Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the standalone financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Director's report, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

## Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified



under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 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 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 is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud
  or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient
  and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from
  fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,
  misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to 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 financial statements or, if such
  disclosures are
- inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the
  disclosures, and whether the standalone financial statements represent the underlying transactions and events in a
  manner that achieves fair presentation.



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

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

#### Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by Section 143(3) of the Act, 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;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);
  - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive loss, the Cash Flow Statement and 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g).
  - (g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements Refer Note 40 to the standalone financial statements;
    - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There has been no significant delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company



- iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 43 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 43 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. Based on our examination which included test checks, the Company has used two accounting software(s) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and wherever enabled ,the same has operated throughout the year for all relevant transactions, except for one of the application where audit trail at the database level was enabled from February 10, 2025, as described in note 45 to the standalone financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of accounting software.

Additionally, the audit trail has been preserved by the Company as per statutory requirements for record retention to the extend it was enabled from prior years.

#### For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

## per Sonika Loganey

Partner

Membership Number: 502220 UDIN: 25502220BMLHVY6850 Place of Signature: Gurugram

Date: May 27, 2025



Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

#### Re: Motherson Technology Services Limited ('the Company')

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (i) (b) All Property, Plant and Equipment were physically verified by the management during the year in accordance with a planned programme of verifying them once in every two years which is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (i) (c) The lease deeds for properties in respect of which the Company is a lessee have been executed in favour of the Company. Further, the Company has constructed a building on a lease hold land where the lease deed has been executed in favour of the Company.
- (i) (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.
- (i) (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed on such physical verification.
- (ii) (b) As disclosed in note 17 to the standalone financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the unaudited books of accounts of the Company.
- (iii) (a) During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships except loans to subsidiaries which is as follows:

Particulars	Loans (Amount in INR Millions)	Guarantee (Amount in INR Millions)
Aggregate amount granted/ provided during the year – Subsidiaries	85.47*	-
Balance outstanding as at balance sheet date in respect of above cases – Subsidiaries	667.24	-

<sup>\*</sup>excludes loans renewed during the year referred in clause (iii)(e)

(iii) (b) During the year, the Company has not provided guarantees, provided security and granted advances in the nature of loans to Companies, firms, Limited Liability Partnerships. The Company has made investments and granted loans to the subsidiaries and the terms and conditions of the grant of all loans and investment to subsidiaries are not prejudicial to the Company's interest.



- (iii) (c) The Company has granted loans during the year to subsidiaries where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (iii) (d) There are no amounts of loans granted to subsidiaries which are overdue for more than ninety days.
- (iii) (e) The Company had granted loans to subsidiaries, which had fallen due during the year and the Company had renewed loans during the year to the respective parties to settle the dues of the existing loans.

  The aggregate amount of such dues renewed and the percentage of the aggregate to the total loans or advances.

The aggregate amount of such dues renewed and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year are as follows:

Name of Parties	Aggregate amount of loans or advances in the nature of loans granted during the year	Aggregate amount of overdues of existing loans renewed or extended or settled by fresh loans	Percentage of the aggregate to the total loans or ad- vances in the nature of loans granted during the year
Samvardhana Motherson Health Solution Limited	INR 29.50 million	INR 29.50 million	100%
Motherson Technology Services United Kingdom Limited	INR 562.11 million	INR 476.64 million	84.79%
Motherson Technology Service Mid East FZ-LLC	INR 75.63 million	INR 75.63 million	100%

- (iii) (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act, 2013 in respect of loans and advances given and investments made have been complied with by the Company. There are no loans in respect of which provisions of section 185 of the Companies Act, 2013 are applicable and hence no commented upon.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. The provisions of service tax, duty of excise and value added tax are not applicable to the Company.
- (vii) (b) The dues of income-tax and duty of custom have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of the	Amount in INR million (Net	Period to which	Forum where the dispute is
	dues	of amount paid under protest)	amount relates	pending
Custom Act, 1962	Custom Duty	1.5	FY 2017-2018	Commissioner of Customs (Appeals)
Income Tax Act, 1961	Transfer Pricing	57.0	AY 2018-2019	Commissioner of Income Tax
				(Appeals)
Income Tax Act, 1961	Transfer Pricing	26.0	AY 2020-2021	Commissioner of Income Tax
				(Appeals)



There are no dues of goods and services tax, provident fund, employees' state insurance, cess, and other statutory dues which have not been deposited on account of any dispute. The provisions of service tax, duty of excise and value added tax are not applicable to the Company.

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (ix) (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) Term loans were applied for the purpose for which the loans were obtained.
- (ix) (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (ix) (e) On an overall examination of the financial statements of the Company, the Company has taken funds from following company to meet the obligations of its subsidiary, as per details below:

Nature of fund taken	Name of lender	Amount involved (INR million)	Name of the subsidiary	Relation	Nature of transaction for which funds utilized
Loan	Motherson Health & System Medical Limited	90	Samvardhana Motherson Health Solutions Limited	, ,	Investment in Subsidiary

The Company does not have any associate or joint venture.

- (ix) (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3 (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3 (x)(a) of the Order is not applicable to the Company.
- (x) (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.
- (xi) (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (xi) (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) (a), 3(xii) (b) & 3(xii) (c) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.



- (xiv) (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3 (xvi)(a) of the Order is not applicable to the Company.
- (xvi) (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.
- (xvi) (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (xvi) (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 42 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.
- (xx) (b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

#### For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sonika Loganey

Partner

Membership Number: 502220 UDIN: 25502220BMLHVY6850 Place of Signature: Gurugram

Date: May 27, 2025



# ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF MOTHERSON TECHNOLOGY SERVICES LIMITED

# Report on the Internal Financial Controls 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 Motherson Technology Services Limited ("the Company") as of March 31, 2025, 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone 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, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. 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 these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

## Meaning of Internal Financial Controls With reference to these standalone financial statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone 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 standalone 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 Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone 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 standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sonika Loganey

Partner

Membership Number: 502220 UDIN: 25502220BMLHVY6850 Place of Signature: Gurugram

Date: May 27, 2025



# STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

	Note	As at	As at
	Note	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3.	611.4	600.7
Capital work in progress	3.	1,450.9	677.0
Right-of-use assets	39.(a)	872.1	637.2
Intangible assets	4.	44.7	36.2
Investment in subsidiaries	5.	33.0	33.0
Financial assets			
i. Other financial assets	6.	84.9	83.5
Deferred tax assets (net)	7.	128.2	102.1
Non-current tax assets (net)	8.	195.5	307.2
Other non-current assets	9.	89.5	90.1
Total non-current assets		3,510.2	2,567.0
Current assets			
Inventories	10.	15.2	10.1
Financial assets			
i. Trade receivables	11.	1,652.7	1,703.2
ii. Cash and cash equivalents	12.(a)	9.7	29.4
iii. Bank balances other than (ii) above	12.(b)	0.1	0.1
iv. Loans	13.	427.4	408.1
v. Other Financial Assets	6.	301.6	237.7
Other current assets	14.	425.9	372.7
Total current assets		2,832.6	2,761.3
Total assets		6,342.8	5,328.3
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	15.	1,116.5	1,116.5
Other Equity	13.	1,110.3	1,110.3
Reserves and surplus	16.	1,165.0	965.7
Total equity	10.	2,281.5	2,082.2
Liabilities			2,082.2
Non current liabilities			
Financial Liabilities			
i. Borrowings	17.(a)	890.4	558.0
ia. Lease liabilities	39.(b)	343.6	158.4
ii. Other financial liabilities	39.(b) 21.	58.7	26.1
	18.	437.9	334.7
Employee benefit obligations Other non-current liabilities	16. 19.	86.5	82.3
Total non-current liabilities	17.		
Total non-current hadmities		1,817.1	1,159.5



(All amounts in INR Million, unless otherwise stated)

		,	,
	Note	As at March 31, 2025	As at March 31, 2024
Current liabilities			
Financial Liabilities			
i. Borrowings	17.(b)	260.8	464.7
ia. Lease liabilities	39.(b)	64.9	16.8
ii. Trade payables	20.		
total outstanding dues of micro enterprises and		59.6	73.9
small enterprises total outstanding dues of creditors other than micro enterprises and small enterprises		1,203.8	906.5
iii. Employee related payables		278.9	259.3
iv. Other financial liabilities	21.	69.7	89.5
Provisions	22.	25.9	22.2
Employee benefit obligations	18.	37.1	20.1
Other current liabilities	19.	230.7	220.8
Current Tax Liabilities		12.8	12.8
Total current liabilities		2,244.2	2,086.6
Total liabilities		4,061.3	3,246.1
Total equity and liabilities		6,342.8	5,328.3
Summary of material accounting policies	2.1		

## The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date

For and on behalf of the Board of

**Motherson Technology Services Limited** 

CIN: U67120MH1985PLC429692

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E / E300005

Laksh Vaaman Sehgal Lata Unnikrishnan Rajesh Thakur Director

DIN 08391470

Chief Executive Officer

PAN ACSPT8411E

per Sonika Loganey

Partner

Membership No: 502220

Chief Financial Officer PAN AFIPB5613D

Surbhi Sehgal Company Secretary

PAN CJOPK2696F

Place: Gurugram Date: May 27, 2025 Place: Noida

Director

DIN 00048584

Ashish Bhagat

Date: May 27, 2025



## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue		March 51, 2025	William 31, 2021
Revenue from contracts with customers	23.(a)	9,679.8	7,539.0
Total revenue from operations		9,679.8	7,539.0
Other income	24.	128.8	95.2
Total income		9,808.6	7,634.2
Expenses			
Purchase of stock-in-trade	25.(a)	662.7	721.7
Changes in inventory of stock in trade	25.(b)	(5.1)	(5.6)
Employee benefits expense	26.	3,563.3	2,988.9
Finance costs	28.	152.7	121.8
Depreciation and amortization expense	27.	170.1	146.1
Impairment/(reversal) of non current investments/loans		164.7	82.4
Other expenses	29.	4,716.4	3,610.6
Total expenses		9,424.8	7,665.9
Profit/ (loss) before tax		383.8	(31.7)
Tax expenses	30.		, ,
-Current tax		159.4	3.7
-Adjustment of current tax relating to earlier periods		6.1	-
-Deferred tax expense /(credit)		(14.8)	51.5
Total tax expense /(credit)		150.7	55.2
Profit/ (loss) for the year		233.1	(86.9)
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss			
in subsequent periods			
Net movement on Effective portion of Cash Flow Hedges		(9.6)	-
Income tax effect		2.4	-
Other comprehensive income not to be reclassified to profit or			
loss in subsequent periods			
Remeasurements gains/ (losses) on post-employment benefit	18.	(35.6)	(31.3)
obligations			
Deferred tax credit on remeasurements gains/ (losses) on post-		9.0	7.9
employment benefit obligations			
Other comprehensive income/ (loss) for the year, net of tax		(33.8)	(23.4)
Total comprehensive income/ (loss) for the year, net of tax		199.3	(110.3)
Earnings/ (loss) per share			
Nominal value per share: INR 10/- (Previous year : INR 10/-)			
Basic (INR per share)	31.(a)	2.1	(1.3)
Diluted (INR per share)	31.(b)	2.1	(1.3)
Summary of material accounting policies	2.1		

#### The accompanying notes form an integral part of the Standalone Financial Statements

For and on behalf of the Board of As per our report of even date

Motherson Technology Services Limited

CIN: U67120MH1985PLC429692

Chartered Accountants

Firm registration number: 301003E / E300005

per Sonika Loganey

Membership No: 502220

For S. R. Batliboi & Co. LLP

Place: Gurugram Date: May 27, 2025

Laksh Vaaman Sehgal Director

DIN 00048584

Ashish Bhagat Chief Financial Officer PAN AFIPB5613D

Place: Noida Date: May 27, 2025 Lata Unnikrishnan Director DIN 08391470

Surbhi Sehgal Company Secretary PAN CJOPK2696F Rajesh Thakur Chief Executive Officer PAN ACSPT8411E



## STANDALONE STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

#### A. Equity share capital

For the year ended March 31, 2025

Equity shares of INR 10/- each issued, subscribed and fully paid	Notes	Numbers	Amount
At April 01, 2024		111,648,653	1,116.5
Issue of share capital	15.	-	-
At March 31, 2025	_	111,648,653	1,116.5

#### For the year ended March 31, 2024

Equity shares of INR 10/- each issued, subscribed and fully paid	Notes	Numbers	Amount
At April 01, 2023		68,519,062	685.2
Changes in Equity Share capital		-	-
Issue of share capital	15.	43,129,591	431.3
At March 31, 2024		111,648,653	1,116.5

For the year ended March 31, 2025

#### В. Other equity

	Reserves and surplus					Total	
	Note	Securities premium	Reserve on amalgamation		Cash flow hedge	Retained Earnings	
		reserve		reserve			
At April 01, 2024		1,054.3	0.1	80.0	-	(168.7)	965.7
Profit for the year	16.	-	-	-	-	233.1	233.1
Other comprehensive loss		-	-	-	(7.2)	(26.6)	(33.8)
Total comprehensive income for the year		1,054.3	0.1	80.0	(7.2)	37.8	1,165.0
Issue of equity shares		-	-	-	-	-	-
At March 31, 2025		1,054.3	0.1	80.0	(7.2)	37.8	1,165.0

For the year ended March 31, 2024

#### B. Other equity

			Reserve	es and surplu	s	1		
	Note	Securities premium	Reserve on amalgamation		Cash flow hedge	Retained Earnings		
		reserve		reserve				
At April 01, 2023	16.	758.0	0.1	80.0	_	(58.4)	779.7	
loss for the year		-	-	-	-	(86.9)	(86.9)	
Other comprehensive loss (Refer note 18)		-	-	-	-	(23.4)	(23.4)	
Total comprehensive income for the year		758.0	0.1	80.0	-	(168.7)	669.4	
Issue of equity shares		296.3	-	-	-	-	296.3	
At April 01, 2024		1,054.3	0.1	80.0	-	(168.7)	965.7	

## The accompanying notes form an integral part of the Standalone Financial Statements

For and on behalf of the Board of As per our report of even date

Motherson Technology Services Limited

CIN: U67120MH1985PLC429692 Lata Unnikrishnan

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E / E300005

per Sonika Loganey

Membership No: 502220

Place: Gurugram Date: May 27, 2025 Laksh Vaaman Sehgal

Director DIN 00048584

Ashish Bhagat

Chief Financial Officer PAN AFIPB5613D

Place: Noida Date: May 27, 2025 Company Secretary PAN CJOPK2696F

DIN 08391470 PAN ACSPT8411E Surbhi Sehgal

Rajesh Thakur

Chief Executive Officer

Director



## STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

		(All amounts in INR Million, unless otherwise stated)			
	Particulars	For the	For the		
		year ended	Year ended		
		31 March, 2025	31 March, 2024		
A	Cash flow from operating activities:				
	Profit/ (loss) before tax	383.8	(31.7)		
	Adjustments to reconcile profit before tax to net cash flows:				
	Depreciation of property, plant and equipment and right-of-	151.4	126.4		
	use assets	151.4	136.4		
	Amortisation expense of intangible assets	18.8	9.8		
	Unrealised foreign exchange (gain)/loss	(13.1)	8.1		
	Provision for impairment of investment	90.0	210.0		
	Provision for expected credit loss on loans receivables	74.7	73.7		
	Provision for expected credit loss on interest receivable	-	1.8		
	(Gain)/loss on disposal of property, plant & equipment (net)	(0.3)	(0.2)		
	Provision for old deposit and advances	4.0	9.6		
	Provisions written back to the extent no longer required	(24.7)	(213.2)		
	Interest income	(60.0)	(53.2)		
	MTM Gain on forward contracts	<u>-</u>	(30.1)		
	Finance cost	152.7	121.8		
	Operating profit before working capital changes	777.3	242.8		
	Working capital adjustments:				
	Increase/(Decrease) in trade payables	313.3	373.4		
	Increase/(Decrease) in other financial liabilities	12.0	263.4		
	Increase/(Decrease) in provisions	88.2	41.0		
	Increase/(Decrease) in other liabilities	14.1	53.7		
	(Increase)/Decrease in trade Receivables	62.4	(344.8)		
	(Increase)/Decrease in inventories	(5.1)	(5.6)		
	(Increase)/Decrease in financial assets	(74.0)	(31.7)		
	(Increase)/Decrease in other non-current Assets	0.6	(4.3)		
	(Increase)/Decrease in other current Assets	(53.3)	(47.1)		
		1,135.5	540.8		
	- Income Tax paid (net of refund)	(53.8)	(115.3)		
	Net cash generated from/ (used in) operations	1,081.7	425.5		
В.	Cash flow from Investing activities:				
	Purchase of property, plant and equipment, CWIP	(880.7)	(657.7)		
	Purchase of intangible assets	(27.3)	(35.6)		
	Proceeds from sale of property, plant & equipment	0.4	0.6		
	Investment in subsidiary	(90.0)	(210.0)		
	Proceeds from maturity of deposits (net) (maturity > 3m)	0.1	222.1		
	Loan given to related parties	(82.1)	(313.9)		
	Loan repaid by related parties	-	175.6		
	Interest received (finance income)	60.0	51.4		
	Net cash used in investing activities	(1,019.6)	(767.5)		



(All amounts in INR Millio	on, unless otherwise stated)
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Particulars		For the	For the
		year ended	Year ended
		31 March, 2025	31 March, 2024
C. Cash flow from financing activities:			
Unpaid dividend transferred to Investor Education		(0.1)	(0.1)
Provident Fund		(0.1)	(0.1)
Repayments of long term borrowings		-	(263.5)
Proceeds from long term borrowings		294.4	-
Repayment of short term borrowings (net)		(379.0)	(253.0)
Interest paid		(125.5)	(107.8)
Loan taken from related parties		680.0	1,420.0
Loan (repaid) to related parties		(467.0)	(1,110.0)
Payment of principal portion of lease liabilities		(84.1)	(52.5)
Proceeds from share allotment		0.0	727.6
Net cash flows from financing activities		(81.3)	360.7
Net increase/(decrease) in cash & cash equivalents		(19.2)	18.7
Net foreign exchange difference		(0.5)	0.8
Cash and cash equivalents at the beginning of the ye	ear	29.4	9.9
Cash and cash equivalents at year end		9.7	29.4
Cash and cash equivalents comprise of the following	<b>;:</b>		
Cash on hand	12.(a)	0.1	0.1
Funds in transit	12.(a)	4.2	-
Balances with banks	12.(a)	5.4	29.3
Cash and cash equivalents as per balance sheet		9.7	29.4
Summary of material accounting policies	2.1		

#### Notes:

## The accompanying notes form an integral part of the Standalone Financial Statements

As per our report of even date

For and on behalf of the Board of

Motherson Technology Services Limited

CIN: U67120MH1985PLC429692

For S. R. Batliboi & Co. LLP Lata Unnikrishnan Rajesh Thakur Laksh Vaaman Sehgal Chartered Accountants Director Director Chief Executive Officer Firm registration number: 301003E / E300005 DIN 00048584 DIN 08391470 PAN ACSPT8411E per Sonika Loganey Ashish Bhagat Surbhi Sehgal Chief Financial Officer Partner Company Secretary Membership No: 502220 PAN AFIPB5613D PAN CJOPK2696F

Place: Gurugram Place: Noida
Date: May 27, 2025 Date: May 27, 2025

The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

ii) Figures in brackets indicate cash outflow.



#### 1 Corporate Information

Motherson Technology Services Limited was incorporated and domiciled in India on 15th April 1985 and specializes in Software Development, Engineering & Design. The address of its registered office is unit 705, C wing, One BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Bandra (East), Mumbai, Mumbai - 400051, Maharashtra, India. The company is an IT and Engineering Design Services company with a global footprint providing Consulting and Outsourcing services.

The name of the Company has been changed form "MothersonSumi Infotech & Designs Limited" to "Motherson Technology Services Limited" w.e.f. May 19, 2022.

The standalone financial statements were authorized for issue in accordance with resolution of the Board of Directors on May 27, 2025.

## 2.1 Material accounting policies

#### (a) Basis of preparation

Compliance with Ind AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statement.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments (refer note 33)
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments) Note 32 and
- Defined benefit pension plans plan assets measured at fair value (Note 18)"

The financial statements are presented in INR and all values are rounded to million with one decimal, except when otherwise indicated.

New and amended standards and interpretations

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2023.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023.

## (i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

These amendments have no significant impact on the financial statements of the Company.

#### (ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing



the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

## (iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Company previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Company has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2023.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34.

#### (b) Presentation of financial statements

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- i) The normal course of business
- ii) The event of default
- iii) The event of insolvency or bankruptcy of the company

## (c) Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or



 There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

## (d) Foreign currencies

Functional and presentation currency

The Company's functional currency is Indian Rupee and the financial statements are presented in Indian Rupee.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in other comprehensive income if they relate to qualifying cash flow hedges.

Foreign exchange differences regarded as an adjustment to borrowing cost are presented in the Statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

#### (e) Revenue recognition and Other income

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 2.2.

However, Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

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

#### Trading of hardware and software

Revenue from trading of hardware and software is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the product.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the



sale of hardware and software, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

The revenue from support services associated with the sale of hardware and software, which forms a separate performance obligation than the sale of hardware and software itself, is recognised by the Company over the period of time as and when the services are rendered to the customers.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognised at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognised over the access period.

#### Variable consideration

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Contracts for the sale of hardware and software provide customers with a customary right of return in case of defects, quality issues etc. The rights of return give rise to variable consideration."

#### Rendering of services

Revenue from sale of services are recognised over the period of time to the extent the related services are rendered as per the respective agreements as and when the customer consumed the benefits provided to them.

Revenue on time-and-material and unit of work-based contracts, are recognized as the related services are performed. Fixed-price maintenance revenue is recognized ratably either on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using a percentage-of completion method when the pattern of benefits from the services rendered to the customer and Company's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage-of-completion method. The revenue from the last invoicing to the report date is recognised as unbilled revenue. Efforts or costs expended are used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contracts and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

In arrangements for bundled contracts, the company has applied the revenue recognition criteria for each distinct performance obligation. The arrangements with the customers generally meet the criteria for considering goods and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of the contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where it is unable to determine the standalone selling price, the Company uses the expected cost plus margin approach in estimating the standalone selling price.



#### Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component; if it expects at contract inception that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be less than one year.

#### Warranty obligations

The Company typically has to re-work over the delivered services if required by the customers or deliveries don't need the specifications of the customers. These are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

## Principal versus agent considerations

In instances when revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Company is a principal to the transaction and net of costs when the Company is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the Company is a principal or an agent, most notably being company control the goods or service before it is transferred to customer, latitude in deciding the price being charged to customer. Revenue is recognized net of discounts and allowances, value- added and service taxes, and includes reimbursement of out-of-pocket expenses, with the corresponding out-of-pocket expenses included in cost of revenues.

#### Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

## Contract assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

#### Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

#### **Impairment**

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for



the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

#### (f) Other income

#### Interest

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised 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.

#### Dividend

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

#### Other items of income

- Income from scrips are recognised on grant of authorisation on market/recoverable value.
- Other items of income are accounted as and when the right to receive arises."

#### (g) Income tax

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

#### Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment."

#### Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is calculated using tax rates on the basis of tax laws that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.



Deferred tax assets and liabilities are offset when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to off set and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

#### (h) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration is considered as lease.

#### As a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Assets type	Years
Land	90 Years
Vehicles	4-5 Years
Building	3-6 Years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (i) Impairment of non-financial assets.

#### Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Lease liabilities, which separately shown in the financial statement are measured initially at the present value of the lease payments. Subsequent measurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing (while affecting other comprehensive income) the carrying



amount to reflect the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

#### Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

#### As a Lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate the lessor for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their respective nature.

## (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 unit's (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 or groups of assets. 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.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used. Impairment losses including impairment on inventories, are recognised in the statement of profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset



does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Intangible assets with indefinite useful lives are tested for impairment annually at the end of the financial year at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

The Company assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount, These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

#### (i) Cash and cash equivalents

Cash and cash equivalent includes cash on hand, cash at banks and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

#### (k) Inventories

Stock in trade are stated at the lower of cost and net realisable value. Cost of traded goods comprise cost of purchase and is determined after rebate and discounts. Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are determined on first-in-first out basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale."

#### (l) Financial instruments

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

#### Financial assets

## Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss."

With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (e) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

## Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:



- Debt instruments at amortised cost
- Debt instruments and derivatives at fair value through profit or loss (FVTPL)
- Equity instruments at cost"

#### Debt instruments at amortised cost

This category is the most relevant to the Company. A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables."

#### Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income in statement of profit and loss using the EIR method.

#### Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss."

#### Equity investments at cost

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103



applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. The Company elected to classify irrevocably its non-listed equity investments under this category.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

#### (m) Impairment of financial assets

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

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- Lease receivables under Ind AS 116

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;
- Loan receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:



Financial assets measured as at amortised cost, contractual revenue receivables and loan receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

#### (n) Financial liabilities

## Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives as appropriate.

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

#### Subsequent measurement

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

## Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings and other payables.



## Derecognition

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

#### 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 equity instruments and financial liabilities. 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 model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## Offsetting of financial instruments

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

#### (o) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. 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, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets and liabilities, if any. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

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.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (Note 2.2, 32)
- Quantitative disclosures of fair value measurement hierarchy (Note 32)
- Investment properties
- Financial instruments (including those carried at amortised cost) (Note 6, 11, 12, 13, 17, 20, 21, 32, 39)

## (p) Derivative financial instruments

#### Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit and loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.



#### (q) Property, Plant and equipment

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost, net of accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the items and the cost of replacing part of the plant and equipment and borrowing costs on qualifying assets if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

#### Depreciation methods and useful lives

Depreciation is calculated using the straight-line method over estimated useful lives of the assets:

Assets	Useful life considered by the company
Leasehold improvements	Over the period of lease or useful life, whichever is lower
Vehicles*	4 years
Plant and machinery	10 years
Office equipment	5 years
Buildings	30 years
Computers hardware*	3 years
Computers network*	3 years
Furniture & fixtures*	6 years

<sup>\*</sup> Useful life of these assets are different from the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on an assessment performed by the management of expected usage of these assets

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

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

#### (r) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated a amortisation and accumulated impairment losses. The useful live of intangible assets is 3 years. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation 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 amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

## Intangible (Software) costs

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

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- · Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at costless any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually."

#### (s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

#### (t) Provisions and contingent liabilities

#### **Provisions**

Provisions for legal claims and services rework are recognised when the Company has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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 recognised as a finance cost.



#### **Provision for onerous contracts**

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The Company at the end of every reporting period conducts the onerous contract test per the provisions of Ind AS 37 by comparing the remaining costs to be incurred under the contract with the related revenue of the contract. Where the costs of a contract exceed the related revenue of the contract, the Company makes a provision for the difference."

#### **Contingent Liabilities**

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

#### (u) Employee benefits

## **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### **Provident Fund & Employee State Insurance**

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis. The company recognizes contribution payable to the provident fund scheme as expenditure in the statement of profit and loss, when an employee renders the related service.

#### Gratuity

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

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit or loss.



#### **Compensated Absences**

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit or loss.

## (v) Dividends

The Company recognises a liability to pay dividend to equity holders when the amount of dividend is declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

## (w) Earnings per share

## (i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

## (i) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax eff etc of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

#### 2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, 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 amount of assets or liabilities affected in future periods.

## Judgements

In the process of applying the Company's accounting policies, there are no significant judgements established by the management.



#### **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 change or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

## (i) Useful life of property, plant and equipment and intangible assets

The Company uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

#### (ii) Defined benefit plans

The cost of the defined benefit gratuity plan is determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about gratuity obligations are given in Note 18.

#### (iii) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

## (iv) Percentage completion of recognition of revenue

The Company uses the percentage-of-completion method in accounting for 'unbilled revenue' from contract with customers. Use of the percentage-of-completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

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



## 3. Property, plant and equipment

(All amounts in INR Million, unless otherwise stated)

Particulars	Leasehold	Buildings	Plant &	Furniture	Office	Computer	Computer	Total	Capital
	Improvements		Machinery	& fixtures	equipments	hardware	network		work-in-
									progress
Gross block									
At April 01, 2023	1.0	532.7	60.3	36.3	94.7	283.4	84.8	1,093.2	57.1
Additions	-	-	3.6	1.6	2.5	15.3	15.2	38.2	657.9
Disposals/ deletion	-	-	-	(0.1)	(0.3)	(11.8)	-	(12.2)	-
At March 31, 2024	1.0	532.7	63.9	37.8	96.9	286.9	100.0	1,119.2	677.0
Additions	-	-	3.0	7.7	6.2	65.0	25.0	106.9	880.7
Disposals/ deletion	-	-	-	-	-	(0.3)	-	(0.3)	(106.8)
At March 31, 2025	1.0	532.7	66.9	45.5	103.1	351.6	125.0	1,225.8	1,450.9
Depreciation and impairment									
At April 01, 2023	1.0	58.3	20.1	20.7	47.1	211.7	62.4	421.3	-
Depreciation charge for the year	-	19.0	5.5	4.6	17.2	47.0	15.8	109.1	-
Disposals/ deletion	-	-	-	(0.1)	(0.3)	(11.5)	-	(11.9)	-
At March 31, 2024	1.0	77.3	25.6	25.2	64.0	247.2	78.2	518.5	-
Depreciation charge for the year	-	19.0	6.1	4.8	12.8	36.3	17.1	96.1	-
Disposals/ deletion	-	-	-	-	-	(0.2)	-	(0.2)	-
At March 31, 2025	1.0	96.3	31.7	30.0	76.8	283.3	95.3	614.4	-
Net book value									
At March 31, 2025	-	436.4	35.2	15.5	26.3	68.3	29.7	611.4	1,450.9
At March 31, 2024	-	455.4	38.3	12.6	32.9	39.7	21.8	600.7	677.0

- Property plant & equipment pledged as security: refer note 37 for information on property, plant and equipment pledged as security by the company.
- (ii) Contractual obligations: Refer to note 38 (ii) for disclosure on contractual commitments for the acquisition of property, plant and equipment.
- (iii) During the year ended March 31, 2025, the Company has capitalised borrowing cost amounting to INR 6.46 millions (March 31, 2024: INR 15.30 millions) in qualifying asset. Borrowing cost were capitalised at weighted average rate of 8.26 % (March 31, 2024: 8.68%).

Net book value	March 31, 2025	March 31, 2024
Property, plant and equipment	611.4	600.7
Capital work-in-progress	1,450.9	677.0

#### Capital work in progress (CWIP) ageing schedule

#### As at March 31, 2025

Description		Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	789.2	612.2	36.1	13.4	1,450.9
Projects temporarily suspended	-	-	-	-	-
Total	789.2	612.2	36.1	13.4	1,450.9

#### Details of CWIP whose completion is overdue or exceeded the cost compared to its original plan as at March 31, 2025

On account of various changes in designs, delay in approvals from governmental authorities and various restrictions due to COVID-19 over the past 4 years, the management estimates that the completion of construction of the building at sector 156 Noida will be completed by March 2026. As per Lease agreement with Noida Authority project was to be completed by March 2024. The Company has filed for an extension with Noida Authority in April 2025.

#### As at March 31, 2024

Description		Amount in CWIP for a period of			Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	627.5	36.1	13.4	-	677.0
Projects temporarily suspended	-	-	-	-	-
Total	627.5	36.1	13.4	ı	677.0

#### Details of CWIP whose completion is overdue or exceeded the cost compared to its original plan as at March 31, 2024

On account of various changes in designs, delay in approvals from governmental authorities and various restrictions due to COVID-19 over the past 3 years, the management estimates that the completion of construction of the building at sector 156 Noida will be completed by March 2026. As per Lease agreement with Noida Authority project was to be completed by March 2024. The Company has filed for an extension with Noida Authority in February 2024 and received extension upto March 2025.



Notes to the standalone financial statements for the year ended March 31, 2025

# 4. Intangible assets

(All amounts in INR Million, unless otherwise stated)

Particulars	Software*
Gross block	
At April 01, 2023	199.4
Additions	35.6
Disposal/ deletion/ write off	-
At March 31, 2024	235.0
Additions	27.3
Disposals/ deletion	-
At March 31, 2025	262.3
Amortisation	
At April 01, 2023	189.0
Amortisation for the year	9.8
At March 31, 2024	198.8
Amortisation for the year	18.8
At March 31, 2025	217.6
Net book value	
At March 31, 2025	44.7
At March 31, 2024	36.2

<sup>\*</sup> Represents purchased intangible assets

Net book value	March 31, 2025	March 31, 2024
Software*	44.7	36.2



Notes to the standalone financial statements for the year ended March 31, 2025

# 5. Non-Current investments - Investment in subsidiaries

		As at March 31, 2025	As at 31 March, 2024
Un	equoted investment valued at cost, unless otherwise stated		
	otherson Technology Service SG Pte Ltd. (formerly known as othersonSumi INfotech and Designs SG Pte. Ltd.)	86.1	86.1
	795,000 equity shares (March 31, 2024: 1,795,000) of SGD 1/- each ly paid up		
Sa	mvardhana Motherson Virtual Analysis Limited, India	-	12.1
	Tarch 31, 2024: 2,098,642) of INR 10/- each fully paid up (refer note below)		
SM	AI Consulting Technologies, Inc., USA	6.9	6.9
	0,000 equity shares (March 31, 2024: 100,000) of USD 1/- each fully id up		
Sa	mvardhana Motherson Health Solution Limited, India	300.1	210.1
	0,10,000 equity shares (March 31, 2024: 21,010,000) of INR 10/- each ly paid up (refer note (iii) below)		
	otherson Technology Services Gmbh (Formerly known as othersonSumi Infotekk And Design GmbH, Germany)	2.2	2.2
	,000 equity shares (March 31, 2024: 25,000) of EUR 1/- each fully id up		
	otherson Technology Services USA Limited (formerly known as SID U.S. Inc., USA)	0.0	0.0
10	0 equity shares (March 31, 2024: 100) of USD 10/- each fully paid up		
	otherson Technology Service Mid East FZ-LLC (Formerly known Motherson Infotek Designs Mis East FZ-LLC)	8.0	8.0
	0 equity shares (March 31, 2024: 400) of AED 1,000 /- each fully id up		
	otherson Technology Services United Kingdom Limited (Formerly nown as Motherson Infotech and Solutions UK Limited)	13.9	13.9
	0,000 equity shares (March 31, 2024: 100,000) of GBP 1 /- each fully id up		
	otherson Technology Services Spain S.L.U. (Formerly known as otherson Information Technologies Spain S.L.U.)	8.9	8.9



	As at March 31, 2025	As at 31 March, 2024
100,000 equity shares (March 31, 2024: 100,000) of EUR 1 /- each fully paid up		
Total (a)	426.1	348.2
Less: Impairment allowance (refer note (i) below)	393.1	315.2
Total Investment in subsidiaries	33.0	33.0
TOTAL	33.0	33.0
Aggregate amount of unquoted investments	426.1	348.2
Aggregate amount of impairment in the value of investments	393.1	315.2
(i) Impairment allowance of investments	As at March 31, 2025	As a March 31, 2024
<ul> <li>Motherson Technology Service SG Pte Ltd.</li> <li>(formerly known a+A92s MothersonSumi INfotech and Designs SG Pte. Ltd.)+A92</li> </ul>	86.1	86.1
b) Samvardhana Motherson Virtual Analysis Limited, India	-	12.1
c) SMI Consulting Technologies, Inc., USA	6.9	6.9
d) Samvardhana Motherson Health Solution Limited, India	300.1	210.
e) Motherson Auto Engineering Service Limited, India	-	
	393.1	315.2
(ii) During the year ended March 31, 2025 Samvardhana Motherson Virtual Analysis Limited was struck off w.e.f. June 27, 2024.		
(iii) During the year ended March 31, 2025, investment in Equity shares of Samvardhana Motherson Health Solution Limited were provided through statement of Profit & loss account on account of impairment amounting to INR 90 million (March 31, 2024 : INR 210 million).		



## 6. Other Financial assets

ı	ancial instruments at amortised cost less otherwise stated)	As at March 31, 2025		As at March 31, 2024	
		Current	Non-current	Current	Non-current
a)	Security deposits - Considered good, unsecured				
	- with related parties (refer note 35)	38.2	35.1	14.1	59.8
	- with others	0.4	40.8	2.6	9.9
	- considered doubtful	-	-	-	2.2
	Less: Provision for doubtful deposits	-	-	-	(2.2)
b)	Other financials assets at amortised cost (unless otherwise stated), considered good				
	Unbilled Revenue	256.6	-	203.3	-
	Derivative assets*	3.2	-	12.8	-
	Deposits with bank held as margin for issue of guarantees	-	9.0	-	13.8
	Interest receivable	0.0	-	0.1	-
	Others	12.3	-	10.0	-
	Less: Provision	(9.1)	-	(5.2)	-
	Total	301.6	84.9	237.7	83.5

<sup>\*</sup> Derivative assets measured at fair value through Other comprehensive income.

# Unbilled revenue ageing schedule

# As at March 31, 2025

Description	A	of	Total			
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Unbilled revenue	256.6	-	-	-	-	256.6
Total	256.6	-	-	-	-	256.6

# As at March 31, 2024

Description	A	Amount of unbilled revenue for a period of					
	Not due Less than 1 1-2 years 2-3 years More than 3 years						
Unbilled revenue	203.3	-	-	-	-	203.3	
Total	203.3	-	-	-	-	203.3	



# 7. Deferred tax assets (net)

	As at April 01, 2024	Charge/ (credit) to Statement of	Charge / (credit) to Other comprehensive	As at March 31, 2025
	2021	Profit and Loss	income	2028
Property, plant and equipment and intangible assets	(11.6)	6.2	-	(17.8)
Derivative Liability	(3.2)	-	(2.4)	(0.8)
Total deferred tax liabilities	(14.8)	6.2	(2.4)	(18.6)
Set-off of deferred tax assets pursuant to set-off				
provisions				
Allowance for doubtful debts - trade receivables	25.2	2.5	-	22.7
Finance lease assets (net of finance lease obligation)	(3.2)	1.9	-	(5.1)
Security deposits	4.5	(3.6)	-	8.1
Employee benefit obligations	88.0	(20.8)	(9.0)	117.7
Provision for old deposit and advances	2.4	(1.0)	-	3.4
Total deferred tax assets	116.9	(21.0)	(9.0)	146.8
Net deferred tax assets	102.1	(14.8)	(11.4)	128.2

	As at April 01, 2023	Charge / (credit) to Statement of	Charge / (credit) to Other comprehensive	As at March 31, 2024
		<b>Profit and Loss</b>	income	
Property, plant and equipment and intangible assets	(10.1)	1.5	-	(11.6)
Derivative Liability	-	3.2	-	(3.2)
Total deferred tax liabilities	(10.1)	4.7	-	(14.8)
Set-off of deferred tax assets pursuant to set-off provisions				
Allowance for doubtful debts - trade receivables	31.7	6.5	-	25.2
Finance lease assets (net of finance lease obligation)	0.4	3.6	-	(3.2)
Security deposits	0.7	(3.8)	-	4.5
Employee benefit provisions	67.4	(12.7)	(7.9)	88.0
Derivatives	4.3	4.3	-	-
Provision for old deposit and advances	-	(2.4)	-	2.4
Brought forward losses	51.3	51.3	-	-
Total deferred tax assets	155.8	46.8	(7.9)	116.9
Net deferred tax assets	145.7	51.5	(7.9)	102.1

#### Note:

- 1. Deferred tax assets and deferred tax liabilities have been offset to the extent they relate to the same governing taxation laws.
- 2. In view of the Company's past financial performance and future profit projections, the Company expects that it shall generate sufficient future taxable income to fully recover the deferred tax assets.



## Expiry dates of unused tax losses:

Period/	As of 31 March 2025	As of 31 March 2025	As of 31 March 2024	As of 31 March 2024
Year ending		tax impact		tax impact
		@ 25.168%		@ 25.168%
2024-25	-	-	-	-
2025-26	_	_	1.9*	0.5
2026-27	-	_	-	-
2027-28	-	-	-	-
2028-29	-	-	-	-
2029-30	-	_	-	-
2030-31	-	-	-	-
2031-32	-	_	-	-
2032-33	-	_		
Total	-	-	1.9	0.5

<sup>\*</sup>Pertains to long term capital loss for the financial year 2017-18, not available to carry forward on account of Section 79 of the Income Tax Act, 1960 applicable on the company for change in shareholding of more than 51% during the PY.

## 8. Non-current tax Assets (Net)

	As at	As at
	March 31, 2025	March 31, 2024
Opening balance*	307.2	195.6
Less: Current tax payable for the year	159.4	3.7
Less: Adjustment of current tax relating to earlier periods	6.1	-
Add: Advance tax paid / Tax deducted at source**	148.8	115.3
Less: Refund received for prior periods	95.0	-
Total	195.5	307.2

<sup>\*</sup> Includes INR 16.9 million interest on income tax refund , which is withheld by income tax department on account of stay of demand for assessment year 2016-17 & also Includes INR 14.3 million paid on account of stay of demand order for assessment year 2018-19.

#### 9. Other non-current assets

(Unsecured, considered good, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Prepaid expenses	89.5	90.1
Total	89.5	90.1

# 10. Inventories

	As at March 31, 2025	As at March 31, 2024
Stock-in-trade (in respect of goods acquired for trading)	15.2	10.1
(at lower of cost and net realisable value)*		
Total	15.2	10.1

<sup>\*</sup>includes computer equipments and hardware.

<sup>\*\*</sup> Includes INR 6.51 million paid on account of stay of demand order for assessment year 2020-21.



#### 11. Trade receivables

	As at	As at
	March 31, 2025	March 31, 2024
Considered good - Unsecured		
- Related Parties (refer note 35)	1,314.9	1,362.5
- Others	337.8	340.7
Trade Receivables – Credit impaired	89.9	99.9
Sub-Total	1,742.6	1,803.1
Less: Allowance for expected credit losses	(89.9)	(99.9)
Total Trade Receivables	1,652.7	1,703.2

The receivables are also due from private companies respectively in which any director is a partner, a director or a member amounting INR 28.39 million (March 31, 2024: INR 121.10 million). Trade receivables are non-interest bearing and are generally on terms of 30 to 60 days.

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

# (a) Trade Receivables ageing schedule

## As at March 31, 2025

Description	Current	Outstandin	Outstanding for following periods from due date of payment				Total
_	but not due	Less than	6 months -	1-2 years	2-3 years	More than	
		6 months	1 year	-	-	3 years	
(i) Undisputed Trade receivables – considered good	904.6	728.7	19.1	0.1	0.2	-	1,652.7
(ii) Undisputed Trade	-	-	-	-	-	-	-
Receivables – which have significant increase in credit risk							
(iii) Undisputed Trade Receivables – credit impaired	-	-	11.6	20.1	11.2	29.1	72.0
(iv) Disputed Trade Receivables—	-	-	-	-	-	-	-
considered good (v) Disputed Trade Receivables – which have significant	-	-	-	-	-	-	-
increase in credit risk (vi) Disputed Trade Receivables – credit impaired	-	-	0.1	1.5	14.9	1.5	18.0
Total	904.6	728.7	30.8	21.7	26.3	30.6	1,742.6



# As at March 31, 2024

Description	Current	Outstandin	g for followi	ng periods fr	om due date	of payment	Total
	but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	834.5	822.1	46.7	(0.2)	-	0.1	1,703.2
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	29.0	22.8	4.7	20.0	76.5
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	14.1	0.6	8.7	23.4
Total	834.5	822.1	75.7	36.7	5.3	28.8	1,803.1

# b) Movement in the allowance for expected credit losses

	As at	As at
	March 31, 2025	March 31, 2024
At the beginning of the year	99.9	125.9
Provision for expected credit losses (refer note 24)		
Addition during the year	20.2	36.1
Bad debt during the year	-	(15.9)
Deletion during the year	(30.3)	(46.2)
At the end of the year	89.8	99.9



# 12. (a) Cash and cash equivalents\*

	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- in current accounts	0.0	2.4
- in Cash Credit accounts	5.4	26.9
Funds in transit	4.2	-
Cash on hand	0.1	0.1
Total	9.7	29.4

<sup>\*</sup>There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting year and previous year. For assets pledged, refer note 37.

# Changes in liabilities arising from financing activities

Particulars	April 01, 2024	Cash flows	New leases	Other	March 31, 2025
Current borrowings	464.7	(204.0)	-	-	260.8
Non- current borrowings	558.0	332.4	-	-	890.4
Lease liabilities (note 39)	175.2	(61.7)	270.9	24.1	408.5
Total liabilities from financing activities	1,198.0	66.7	270.9	24.1	1,559.7

Particulars	April 01, 2023	Cash flows	New leases	Other	March 31, 2024
Current borrowings	1,024.8	(560.0)	-	-	464.7
Non- current borrowings	204.5	353.5	-	-	558.0
Lease liabilities (note 39)	143.0	(30.7)	51.7	11.2	175.2
Total liabilities from financing activities	1,372.3	(237.2)	51.7	11.2	1,198.0

## 12. (b) Other bank balances

	As at March 31, 2025	As at March 31, 2024
Unpaid dividend account	0.1	0.1
Total	0.1	0.1



#### 13. Non-Current Loans

	As at 31 March, 2025	As at 31 March, 2024
Loan to related parties		
Loans to Subsidiaries		
Loan receivables - Considered good, unsecured* (refer note 35)	427.4	408.1
Loan Receivables - credit impaired, unsecured*	239.8	159.1
	667.2	567.2
Less: Allowance for credit loss	(239.8)	(159.1)
Total	427.4	408.1

<sup>\*</sup> During the year, the company has granted intercorporate deposit (ICD) amounting to INR 85.5 million .(March 31, 2024: INR 140.2 million)

The Company has no loan which are repayable on demand or are without specifying any term or period of repayment.

# Disclosure required under Sec 186(4) of the Companies Act 2013

Included in loans and advance are certain intercorporate deposits the particulars of which are disclosed below as required by Sec 186(4) of the Companies Act 2013

Name of the loanee	Rate of Interest	Due date	Secured/ Unsecured	31-Mar-25	31-Mar-24
Samvardhana Motherson Health Solution Limited	9.25%	3/31/2025	Unsecured	25.0	25.0
Samvardhana Motherson Health Solution Limited	9.25%	3/31/2025	Unsecured	4.5	4.5
Motherson Technology Service Mid East FZ-LLC	7.18%	3/31/2026	Unsecured	75.6	73.8
Motherson Technology Services United Kingdom Limited	SOFR+1.58%	12/31/2025	Unsecured	53.6	52.3
Motherson Technology Services United Kingdom Limited	7.25%	3/31/2026	Unsecured	41.7	39.8
Motherson Technology Services United Kingdom Limited	5.76%	3/31/2026	Unsecured	13.8	13.2
Motherson Technology Services United Kingdom Limited	SOFR+2.61%	3/31/2026	Unsecured	307.7	300.2
Motherson Technology Services United Kingdom Limited	SOFR+1.52%	3/20/2026	Unsecured	59.9	58.4
Motherson Technology Services United Kingdom Limited	SOFR+1.85%	7/4/2025	Unsecured	42.7	-
Motherson Technology Services United Kingdom Limited	6.10%	11/25/2025	Unsecured	42.7	-
Total				667.2	567.2



#### 14. Other current assets

(Unsecured, considered good, unless otherwise stated)

	As at	As at
	31 March, 2025	31 March, 2024
Advances recoverable		
Related parties (refer note 35)	0.7	0.4
Others	29.8	32.5
considered doubtful	2.2	2.2
Less: Provision for doubtful Loan & Advances	(2.2)	(2.2)
Prepaid expenses	320.6	272.6
Balances with government authorities	74.8	67.2
Total	425.9	372.7

#### 15. Share Capital

	As at	As at
	31 March, 2025	31 March, 2024
Authorised:		
134,000,000 (March 31, 2024: 134,000,000) Equity shares of INR 10/- each	1,340.0	1,340.0
8,000,000 (March 31, 2024: 8,000,000) Preference Shares of INR 10/- each	80.0	80.0
Issued, Subscribed and fully Paid up:		
111,648,653 (March 31, 2024: 111,648,653) Equity shares of INR 10/- each	1,116.5	1,116.5
Total	1,116.5	1,116.5
a. Movement in equity share capital		
	Numbers	Amount
At April 01, 2023	68,519,062	685.2
Issued during the year*	43,129,591	431.3
At March 31, 2024	111,648,653	1,116.5
Issued during the year	-	-
At March 31, 2025	111,648,653	1,116.5

<sup>&</sup>quot;\*During the Previous year, the company has issued right shares to its existing shareholders.

#### b. Rights, preferences and restrictions attached to equity shares

The company currently has only one class of equity shares having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend, if proposed by the board of directors, is subject to the approval of the shareholders in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### c. Issue of shares on rights issue basis

On February 09 2024, the Board of Directors of the company approved the issue of equity shares on rights basis to the existing equity shareholders of the Company whose name stands in the Register of Members as on February 09, 2024, in proportion to their existing shareholding.



On March 28, 2024 the Board of Directors approved the allotment of 4,31,29,591 (Four Crore Thirty One Lac Twenty-Nine Thousand Five Hundred and Ninety-One) Equity Shares of face value of INR 10/- each, at a premium of INR 6.87/- per share, aggregating to INR 727.6 million against the receipt of Share Application money from the shareholders.

# d. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

	March 31, 2025	March 31, 2024
	Amount	Amount
Samvardhana Motherson International limited	1,037.9	1,037.9
10,37,90,051 (March 31, 2024 : 10,37,90,051) equity shares		

## e. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at March 31, 2025		As at Mar	ch 31, 2024
	Nos.	%	Nos.	%
Equity shares of Rs. 10 each fully paid up:				
Samvardhana Motherson International limited	103,790,051	92.96%	103,790,051	92.96%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## f. Details of shares held by the promoters

## As at March 31, 2025

S.	Promoter Name	No. of	Change	No. of the	% of	% change
No.		shares	during the	shares at	total	during the
		at the	year	the year end	shares	year
		beginning of				
		the year				
1	Samvardhana Motherson International	103,790,051	-	103,790,051	92.96%	-
	limited					
2	Vivek Chaand Sehgal	1,653,173	-	1,653,173	1.5%	-
3	Laksh Vaaman Sehgal	1,271,733	-	1,271,733	1.1%	-
4	Geeta Soni	71,453	-	71,453	0.1%	-
5	Sumitomo Wiring systems Limited	2,639,535	-	2,639,535	2.4%	-
	Japan					
6	HK Wiring Systems Limited	1,196,005	-	1,196,005	1.1%	-
7	Radha Rani Holdings Pte. Ltd.	537,495	-	537,495	0.5%	-
8	Systematic Conscom Limited	100	-	100	0.0%	-
	Total	111,159,545	-	111,159,545	99.7%	-



# As at March 31, 2024

S. No.	Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of the shares at the year end	% of total shares	% change during the year
1	Samvardhana Motherson International limited	61,972,008	41,818,043	103,790,051	92.96%	67.5%
2	Vivek Chaand Sehgal	987,093	666,080	1,653,173	1.5%	67.5%
3	Laksh Vaaman Sehgal	759,339	512,394	1,271,733	1.1%	67.5%
4	Geeta Soni	71,453	_	71,453	0.1%	0.0%
5	Sumitomo Wiring systems Limited Japan	2,639,535	_	2,639,535	2.4%	0.0%
6	HK Wiring Systems Limited	1,196,005	-	1,196,005	1.1%	0.0%
7	Radha Rani Holdings Pte. Ltd.	537,495	-	537,495	0.5%	0.0%
8	Systematic Conscom Limited	100	-	100	0.0%	0.0%
	Total	68,163,028	42,996,517	111,159,545	99.7%	63.1%

**g.** There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date.

# 16. Other Equity

	As at March 31, 2025	As at March 31, 2024
Reserves and surplus		
Reserve on amalgamation	0.1	0.1
Securities premium	1,054.3	1,054.3
Capital redemption reserve	80.0	80.0
Retained earnings	37.8	(168.7)
Cash flow hedge	(7.2)	-
Total reserves and surplus	1,165.0	965.7

# (i) Reserve on amalgamation

	As at March 31, 2025	As at March 31, 2024
Opening balance	0.1	0.1
Closing balance	0.1	0.1



## (ii) Securities premium

	As at March 31, 2025	As at March 31, 2024
Opening balance	1,054.3	758.0
Issuance of share capital	-	296.3
Closing balance	1,054.3	1,054.3

#### (iii) Capital redemption reserve

	As at March 31, 2025	As at March 31, 2024
Opening balance	80.0	80.0
Closing balance	80.0	80.0

# (iv) Retained earnings

	As at March 31, 2025	As at March 31, 2024
Opening balance	(168.7)	(58.4)
Profit/ (loss) for the year	233.1	(86.9)
Remeasurements of post-employment benefit obligation, net of tax	(26.6)	(23.4)
Closing balance	37.8	(168.7)

## Nature and purpose of reserves:

## Reserve on amalgamation

This reserve was created at the time of amalgamation and mergers carried out in earlier years. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

## Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

#### Retained earnings

Retained earnings represents cumulative profits of the Company. The reserve can be utilised in accordance with the provisions of Companies Act, 2013.

# Capital redemption reserve

Capital Redemption Reserve is created at the time of redemption of preference share to either replenish the capital by issuing fresh shares in lieu of the redeemed or bought back shares or to transfer their funds to an account.



## 17. Borrowings

# 17. (a) Non current borrowings

	Effective	Maturity	As at	As at
	interest rate		March 31,	March 31,
			2025	2024
Term Loan (refer note (i) below)				
From Bank				
INR 2,300 Mn bank loan (secured)	8.05%	30-Oct-34	294.4	-
From related parties (refer note (ii) below)				
Loan related party (unsecured)	9.50%	28-Nov-26	-	300.0
Loan related party (unsecured)	9.50%	31-Jul-26	-	115.0
Loan related party (unsecured)	9.25%	30-Nov-27	91.0	143.0
Loan related party (unsecured)	9.35%	9-Jul-27	90.0	-
Loan related party (unsecured)	9.25%	30-Nov-26	415.0	-
Total non-current borrowings			890.4	558.0

# (i) Nature of Security and terms of repayment for secured borrowings:

Nature of Security	Principal Terms and Conditions
Indian rupee loan from HDFC bank for capital expenditure	Repayable in 10 years including moratorium
amounting to INR 294.4 million (March 31, 2024: nil) (sanctioned	period of 36 months with 28 equal quarterly
limit - INR 2,300.0 million) which is secured by exclusive charge	repayments of the utilised loan commencing
over the entire immovable property, plant and equipment of the	from October 2027 carrying interest rate at
company's property at situated at C-26, Sector 62, Noida with	repo + 1.8% spread.
minimum fixed asset coverage ratio of 1.25x.	

# (ii) Nature of borrowing and terms of repayment for unsecured borrowings:

Particulars	Principal Terms and Conditions
Borrowings	
Loan taken by Company by way of Inter corporate deposit (ICD) of nil, from Samvardhana Motherson International limited (Formerly Motherson Sumi Systems Limited) (March 31, 2024: INR 415 million)	Repayable in 3 years commencing from draw down date, carrying interest rate at 9.5% per annum.
Loan taken by Company by way of Inter corporate deposit (ICD) of INR 143 million, from Motherson Techno Tools Limited (March 31, 2024: INR 195 million)	Repayable in 15 equal quaterly installments of INR 13 million starting from May 31, 2024, carrying interest rate at Repo + 3% per annum per month.
Loan taken by Company by way of Inter corporate deposit (ICD) of INR 90 million, from Motherson Health and Medical Systems Limited (March 31, 2024: nil)	Repayable in 3 years commencing from draw down date, carrying interest rate at Repo + 3.1% Per annum per month.
Loan taken by Company by way of Inter corporate deposit (ICD) of INR 415 million, from Motherson Auto Solutions Limited (March 31, 2024: nil)	Repayable by/on Nov 30, 2026, carrying interest rate at Repo + 3% per annum per month.
The Company has taken borrowings from banks on the statements of current assets filed by the Company with	basis of security of current assets; quarterly returns or the banks are in agreement with the books of accounts.



## 17. (b) Current borrowings

(All amounts in INR Million, unless otherwise stated)

	Effective interest rate	Maturity	As at March 31, 2025	As at March 31, 2024
Loan repayable on demand (from bank)				
Working capital loans repayable on demand- from	6 Month	On	9.1	58.2
banks (secured) (refer note (i) below)	MCLR +0.85%	demand		
Working capital loans repayable on demand- from	3 Month	On	7.2	138.8
banks (secured) (refer note (i) below)	MCLR +0.55%	demand		
Working capital loans repayable on demand- from	Repo +3.25%	On	-	-
banks (secured) (refer note (i) below)		demand		
Working capital loans repayable on demand- from	6 Month	On	14.5	149.1
banks (secured) (refer note (i) below)	MCLR +0.25%	demand		
Bank Overdraft (Unsecured) (refer note (ii) below)	6 Month	On	3.0	66.6
	MCLR +0.25%	demand		
From related parties				
Loan related party (unsecured) (refer note (ii) below)	9.25%	30-Apr-25	175.0	-
Loan related party (unsecured) (refer note (ii) below)	9.25%	30-Nov-27	52.0	52.0
Current maturity of long term borrowing)				
Total current borrowings			260.8	464.7

### (i) Secured loans

Nature of Security	Rate of Interest
Credit facilities from State Bank of India amounting to	The rate of interest is 6 months Marginal Cost of
INR 9.1 million (March 31, 2024 : INR 58.2 million), by	Funds based Lending Rate (MCLR) plus spread of
way of Fund based working capital, LC/Buyers credit,	0.85% per annum.
BG, Forward contract limit, stand by limit against first	
exclusive charge by way of hypothecation of entire	
current assets of the Company, both present and future.	
Credit facilities from HDFC bank amounting to INR	The rate of interest is 3 month Marginal Cost of
7.2 million (March 31, 2024 : INR 138.8 million), by	Funds based Lending Rate (MCLR) plus spread of
way of Fund based working capital, LC/Buyers credit,	0.55% per annum.
BG, Forward contract limit, stand by limit by way of	
paripassu first charge of entire current assets of the	
Company, both present and future.	
Credit facilities from ICICI bank amounting to INR 14.5	The rate of interest is 6 month Marginal Cost of
million (March 31, 2024 : INR 149.1 million), by way	Funds based Lending Rate (MCLR) + spread of
of Fund based working capital, LC/Buyers credit, BG,	0.25%
Forward contract limit, stand by limit against first pari	
passu security interest on the entire movable assets and	
current assets of the company.	
The Company has taken borrowings from banks on the b	asis of security of current assets: quarterly returns or

The Company has taken borrowings from banks on the basis of security of current assets; quarterly returns or statements of current assets filed by the Company with the banks are in agreement with the books of accounts.



## (ii) Unsecured loans

Nature of Security	Rate of Interest	
Credit facilities from ICICI Bank Limited amounting	The rate of interest at Marginal Cost of Funds based	
to INR 3 million (March 31, 2024: INR 66.6 million	Lending Rate (MCLR) 6 months plus 0.25% Spread	
), by way of Fund based Overdraft, Line of Credit and		
Non Fund based BG and Letter of Credit.		
During the year, Company has taken loan from	Repayable by/on 30th April 2025, carrying interest	
Motherson Auto Solutions Limited by way of Inter	er rate at Repo + 3% per annum per month.	
corporate deposit (ICD) of INR 175 million (March		
31, 2024: nil).		
Current maturities of long term borrowing taken by		
Company by way of Inter corporate deposit (ICD) of	INR 13 million starting from May 31, 2024,	
INR 143 Mn, from Motherson Techno Tools Limited	carrying interest rate at Repo + 3% per annum	
(March 31, 2024: INR 195 Mn)	per month.	

	As at March 31, 2025	As at March 31, 2024
Aggregate of secured loans	325.2	346.2
Aggregate of unsecured loans	826.0	676.6

# 18. Employee benefit obligations

	As at March 31, 2025			s at 31, 2024
	Current	Non-Current	Current	Non-Current
Gratuity	19.0	319.2	8.5	240.4
Compensated absences	18.1	118.7	11.6	94.3
Total	37.1	437.9	20.1	334.7

The long term defined employee benefits and contribution schemes of the Company are as under:

#### A. Defined Benefit Schemes

#### Gratuity

The Company operates a gratuity plan administered through SBI Life Insurance Co. Limited and Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme. Every employee is entitled to a benefit equivalent to fifteen days' salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Company pays contribution to SBI Life Insurance Co. Limited and Life Insurance Corporation of India (LIC) to fund its plan.



The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

# (i) Present Value of Defined Benefit Obligation

	For the year ended		
	March 31, 2025	March 31, 2024	
Obligations at year beginning	269.4	203.1	
Service Cost - Current	48.7	36.2	
Interest expense	19.5	15.0	
Amount recognised in profit or loss	68.2	51.3	
Remeasurements			
Actuarial (gain) / loss from change in financial assumption	7.6	3.9	
Experience (gains)/losses	28.3	27.0	
Amount recognised in other comprehensive income	36.0	30.9	
Payment from plan:			
Benefit payments	(12.0)	(6.4)	
Acquisition adjustments	(0.2)	(9.4)	
Addition due to transfer of employee	-	-	
Obligations at year end	361.4	269.5	

## (ii) Fair Value of Plan Assets

	For the year ended	
	March 31, 2025	March 31, 2024
Plan assets at year beginning	20.5	19.8
Interest income	1.5	1.5
Amount recognised in profit or loss	1.5	1.5
Remeasurements		
Return on plan assets, excluding amount included in interest income	0.4	(0.4)
Amount recognised in other comprehensive income	0.4	(0.4)
Payment from plan:		
Benefit payments	-	(0.4)
Contributions:		
Employers	1.0	-
Plan assets at year end, at fair value	23.4	20.5



## (iii) Assets and Liabilities recognized in the Balance Sheet

	For the year ended  March 31, 2025 March 31, 2024		
Present Value of the defined benefit obligations	361.4	269.5	
Fair value of the plan assets	23.4	20.5	
Amount recognized as Liability	338.0	249.0	

# (iv) Defined benefit obligations cost for the year:

	For the year ended		
	March 31, 2025	March 31, 2024	
Service Cost - Current	48.7	36.2	
Interest Cost	18.0	13.5	
Contribution to fund	(1.0)	-	
Expected return on plan assets	-	-	
Actuarial (gain) / loss	35.6	31.3	
Net defined benefit obligations cost	101.4	81.0	

#### (v) Investment details of Plan Assets

The details of investments of plan assets are as follows:

	For the year ended  March 31, 2025 March 31, 2024		
SBI Life insurance Co. Limited	98%	98%	
LIC of India	2%	2%	
Total	100%	100%	

**Note:** In respect of Employees Gratuity Fund, composition of plan assets is not readily available from SBI Life Insurance Co. Limited and Life Insurance Corporation of India (LIC). The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.



#### (vi) Actuarial assumptions:

	March 31, 2025	March 31, 2024
Discount Rate per annum	7.04%	7.25%
Future salary increases	6.5%	6.5%
Retirement Age (years)	58	58
Mortality rate	100 % of IALM (2012 - 14)	100 % of IALM (2012 - 14)
Attrition rate		
Up to 30 Years	3.0%	3.0%
From 31 to 44 years	2.0%	2.0%
Above 44 years	1.0%	1.0%

**Note:** Estimate of future increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

## (vii) Expected Contribution to the Fund in the next year

	For the ye	ear ended	
	March 31, 2025 March 31, 2024		
Gratuity	84.4	63.5	

# (viii) Sensitivity Analysis

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

		nge in nption	Impact	Increase in Assumption		Impact	Decre Assun	ase in iption
	March 31, 2025	March 31, 2024		March 31, 2025	March 31, 2024		March 31, 2025	March 31, 2024
Discount Rate per annum	0.50%	0.50%	Decrease by	(18.3)	(13.9)	Increase by	19.9	15.0
Future salary increases	0.50%	0.50%	Increase by	19.9	15.1	Decrease by	(18.5)	(14.0)

The above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.



## ix) Risk exposure

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability, voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

- (a) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield fall, the defined benefit obligation will tend to increase.
- (b) Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
- (c) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to long career employee.

## x) Defined benefit liability and employer contributions

Weighted average duration of the defined benefit obligation is 18.98 years (March 31, 2024: 18.98 years) Expected benefit payments are as follows:

	Less than	Between	Between	Over 5	Total
	a year	1-2 years	2-5 years	years	
March 31, 2025	19.0	10.6	49.0	282.9	361.5
Defined benefit obligation (gratuity)					
March 31, 2024	8.5	12.2	30.5	218.1	269.3
Defined benefit obligation (gratuity)					

## **B.** Defined Contribution Schemes

The Company deposits an amount determined at a fixed percentage of basic pay every month to the State administered Provident Fund, NPS and Employee State Insurance (ESI) for the benefit of the employees.

#### Amount recognised in the Statement of Profit & Loss is as follows (refer note 26):

	For the year ended		
	March 31, 2025 March 31, 20		
Provident fund paid to the authorities	148.2	115.1	
NPS contribution	10.1	7.3	
Employee state insurance paid to the authorities	0.1	0.2	
	158.4	122.6	



## 19. Other liabilities

	As at	As at
	March 31, 2025	March 31, 2024
Non-current		
Deferred revenue	86.5	82.3
	86.5	82.3
Current		
Statutory dues	118.7	101.0
Advances from customers	11.0	7.6
Deferred revenue	101.0	112.2
Total	230.7	220.8

# 20. Trade payables

	As at	As at
	March 31, 2025	March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (refer note 41)		
- Related Parties (refer note 35)	-	6.4
- Others	59.6	67.5
Total outstanding dues of creditors other than micro enterprises and small		
enterprises		
- Related Parties (refer note 35)	80.6	27.9
- Others	1,123.2	878.6
Total	1,263.4	980.4

# Trade payables ageing schedule

# As at March 31, 2025

Particulars	Current but not	Outstanding for following periods from due date of payment			Total	
	due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	59.0	0.6	-	-	-	59.6
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,118.3	85.5	-	-	-	1,203.8
Disputed dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	1177.3	86.1	-	-	-	1263.4



# As at March 31, 2024

Particulars	Current but not		Outstanding for following periods from due date of payment			Total
	due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	67.2	6.7	-	-	-	73.9
Total outstanding dues of creditors other than micro enterprises and small enterprises	794.0	110.9	-	1.6	-	906.5
Disputed dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	861.2	117.6	0.0	1.6	-	980.4

#### 21. Other financial liabilities

at amortised cost (unless otherwise stated)

	As at	As at
	March 31, 2025	March 31, 2024
Non-current Non-current		
Retention Money	58.7	26.1
	58.7	26.1
Current		
Unpaid dividends*	0.1	0.1
Security deposit received		
Related parties (refer note 35)	-	-
Others	0.4	0.4
Creditors for capital goods		
Related parties (refer note 35)	5.0	26.9
Others**	14.1	21.8
Advance recovery from employees against vehicle scheme	50.1	40.1
Share Application money	0.0	0.1
Total	69.7	89.5

<sup>\*</sup> There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.

<sup>\*\*</sup> include payable to micro enterprises and small enterprises of INR 4.3 million (March 31, 2024: INR 14.7 million)



## 22. Provisions

	As at March 31, 2025	As at March 31, 2024
	Current	Current
For re-work/warranties	25.9	22.2
Total	25.9	22.2

#### Rework

Provision for re-work relates to the estimated outflow in respect of re-work for services rendered by the Company.

The Company has following provisions in the books of account as at year end:

	As at	As at
	March 31, 2025	March 31, 2024
Opening balance	22.2	32.1
Additions during the year	3.7	-
Utilised / Reversed during the year	-	(9.9)
Closing balance	25.9	22.2

#### 23. Revenue from contracts with customers

	For the year ended		
	March 31, 2025	March 31, 2024	
23. a Sale of services			
Within India			
Software development and support*	3,342.3	2,740.6	
Business support	54.9	50.5	
Designing	2.5	-	
Outside India			
Software development and support*	4,849.0	3,502.0	
Business support	377.7	168.9	
Designing	323.2	288.5	
Sale of products			
Within India			
Traded goods	687.5	776.3	
Others	30.6	10.0	
Outside India			
Traded goods	10.2	0.5	
Others	1.9	1.7	
Total revenue from operations	9,679.8	7,539.0	

<sup>\*</sup>include unbilled revenue of INR 53.21 million (March 31, 2024: INR 38.15 million)



# 23. (a) Disaggregated revenue information

	For the year ended	
	March 31, 2025	March 31, 2024
Revenue by major product lines		
Software development and support	8,191.4	6,242.6
Business support	432.5	219.4
Designing	325.7	288.5
Traded goods	697.7	776.8
Others	32.5	11.7
Total revenue from contract with customers	9,679.8	7,539.0
Revenue by Geography		
Europe	4,275.8	2,999.1
Americas	660.0	568.7
Asia	4,554.4	3,824.9
Others	189.6	146.3
Total revenue from contract with customers	9,679.8	7,539.0
Timing of revenue recognition		
Goods transferred at point in time	2,044.6	1,686.5
Services transferred over time	7,635.2	5,852.5
Total revenue from contract with customers	9,679.8	7,539.0
Revenue		
External customers	2,281.8	2,123.8
Group customers	7,398.0	5,415.2
Total revenue from contract with customers	9,679.8	7,539.0



#### (b) Contract balance

	March 31, 2025	March 31, 2024
Trade Receivables (Unconditional right to consideration) (refer note 11)	1,652.7	1,703.2
Contract assets (refer note (i) below) (refer note 6)	256.6	203.3
Contract liabilities (refer note (ii) below) :		
Advance from Customer (Note 19)	11.0	7.6
Deferred revenue (Note 19)	187.5	194.5

#### Note:

- (i) The contract assets primarily relate to the Company's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to the receivables when the rights become unconditional.
- (ii) Contract liability relates to payments received in advance of performance (including deferred revenue) under the contract. Contract liabilities are recognised as revenue as (or when) we perform under the contract.

#### (c) Performance obligations

The transaction price allocated to the remaining performance obligations related to the unbilled revenue of cloud services, licenses and others.

	March 31, 2025	March 31, 2024
Within one year	256.6	203.3
More than one year	-	-
Total	256.6	203.3

## (d) Revenue from contracts with customers

	N	March 31, 2025	March 31, 2024
Amounts included in contract liabilities at the beginning	of the year	119.8	69.4



## 24. Other income

	For the year ended	
	March 31, 2025	March 31, 2024
Foreign Exchange fluctuation (net)	35.7	-
Provisions written back to the extent no longer required	24.7	10.0
Interest income from financial assets at amortised cost		
Bank deposits	6.1	6.1
Security deposits	7.6	5.9
Interest on Income tax refund	4.8	-
Interest on Inter company deposits	46.3	41.2
MTM Gain on forward contracts	-	30.1
Net gain on disposal of property, plant and equipment	0.3	0.2
Miscellaneous income	3.3	1.6
Total	128.8	95.2

<sup>\*</sup> relates to foreign exchange forward contracts (derivatives)

# 25. (a) Purchase of stock-in-trade

For the year ended	
March 31, 2025	March 31, 2024
662.7	721.7

# 25. (b) Changes in inventory of stock in trade

	For the year ended	
	March 31, 2025	March 31, 2024
(Increase)/ decrease in stocks		
Stock at the opening of the year:		
Stock in trade	10.1	4.5
Total A	10.1	4.5
Stock at the end of the year:		
Stock in trade	15.2	10.1
Total B	15.2	10.1
(Increase)/ decrease in stocks (A-B)	(5.1)	(5.6)



## 26. Employee benefits expense

	For the year ended	
	March 31, 2025	March 31, 2024
Salaries, wages and bonus	3,264.8	2,771.2
Contribution to provident & other funds (refer note 18)	158.4	122.6
Gratuity (refer note 18)	65.8	49.8
Staff welfare expenses	74.3	45.3
Total	3,563.3	2,988.9

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the Company believes the impact of the change will not be significant.

## 27. Depreciation and amortization expense

	For the year ended	
	March 31, 2025	March 31, 2024
Depreciation of property, plant and equipment (refer note 3)	96.1	109.1
Depreciation of right-of-use assets (refer note 39)	55.2	27.2
Amortization of intangible assets (refer note 4)	18.8	9.8
Total	170.1	146.1

#### 28. Finance Cost

	For the year ended	
	March 31, 2025	March 31, 2024
Interest and finance charges on financial liabilities not at fair value through profit or loss		
Term loan	63.4	47.7
Working capital loan	62.1	58.1
Lease liabilities (refer note 39)	27.2	16.0
Total	152.7	121.8



# 29. Other expenses

	For the year ended	
	March 31, 2025	March 31, 2024
Software license and development charges	4,042.1	2,862.8
Leaseline and web hosting charges	116.4	130.7
Consultancy charges	121.9	63.0
Annual maintenance contracts (hardware and software)	25.9	27.4
Travelling and conveyance	61.4	51.9
Power and fuel	40.0	36.9
Office expense	61.5	49.4
Lease rentals (refer note 39)	76.9	76.0
Repairs and maintenance:		
Plant & Machinery	1.5	0.9
Building	3.0	10.2
Others	4.0	2.4
Business promotion	13.2	10.7
Communication expenses	0.8	1.3
Rates and taxes	32.7	160.8
Insurance	4.9	2.9
Recruitment expenses	27.0	23.3
Training and seminar expenses	10.4	5.1
Donation	0.4	0.4
Provision for old deposit and advances	4.0	9.6
Bank charges	4.6	7.2
Payment to auditor (refer note (a) below)	4.3	3.5
Legal and professional fees	49.3	62.7
Foreign exchange fluctuation (net)	-	6.3
Miscellaneous expenses	10.2	5.2
Total	4,716.4	3,610.6



# (a) Payment to auditors:

	For the year ended	
	March 31, 2025	March 31, 2024
As Auditor:		
Statutory Audit fees	2.1	2.0
Group reporting fees	0.9	0.8
Tax audit fees	-	0.1
Certification services	1.2	0.6
Total	4.3	3.5

# 30. Tax expense

# (a) Tax expense

	For the year ended		
	March 31, 2025	March 31, 2024	
Current tax			
Current tax on profit for the year	159.4	3.7	
Adjustment of current tax relating to earlier periods	6.1	-	
Total current tax expense	165.5	3.7	
Deferred tax (refer note 7)			
Decrease / (increase) in deferred tax assets	(21.0)	50.2	
Tax relating to earlier year (deferred tax)	-	(3.4)	
(Decrease) / increase in deferred tax liabilities	6.2	4.7	
Total deferred tax expense / (benefit)	(14.8)	51.5	
Income tax expense/ (credit)	150.7	55.2	

# (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	For the year ended		
	March 31, 2025	March 31, 2024	
Profit/ (loss) before tax	383.8	(31.7)	
Tax at India's tax rate of 25.168% (March 31, 2024: 25.168%)	96.6	(8.0)	
Tax effect of amounts which are not deductible in calculating	47.7	59.8	
taxable income			
Adjustment of tax relating to earlier periods (deferred tax)	6.1	-	
Other adjustment	0.4	3.4	
Income tax expense/ (credit)	150.7	55.2	



# 31. Earnings per share

		March 31, 2025	March 31, 2024
a)	Basic		
	Profit/ (loss) attributable to equity shareholders	233.1	(86.9)
	Weighted average number of equity shares for basic earnings per share	111,648,653	68,990,424
	Basic earnings/(loss) per share (INR)*	2.1	(1.3)
b)	Diluted (refer note (i) below)		
	Weighted average number of Equity Shares for diluted earnings per shares	111,648,653	68,990,424
	Diluted earnings/ (loss) per share (INR)	2.1	(1.3)

<sup>\*</sup> During Current year, the Company has issued nil rights share at a value of INR nil per share (March 31, 2024 : the Company has issued 43,129,591 rights share at a value of INR 16.87 per share).

## 32. Fair value measurements

## Financial instruments by category

	March 31, 2025		March 31, 2024		24	
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial assets						
Loans	-	-	427.4	-	-	408.1
Deposits and other financial assets	-	3.2	383.3	12.8	-	308.4
Trade receivables	-	-	1,652.7	-	-	1,703.2
Cash and cash equivalents	-	-	9.7	-	-	29.4
Other Bank Balance	-	-	0.1	-	-	0.1
Total financial assets	-	3.2	2,473.1	12.8	-	2,449.2
Financial Liabilities						
Borrowings	-	-	1,151.2	-	-	1,022.7
Lease liabilities	-	-	408.5	-	-	175.2
Trade payable	-	-	1,263.4	-	-	980.4
Employee related payable	-	-	278.9	-	-	259.3
Other financial liabilities	-	-	128.4	-	-	115.5
Total financial liabilities	-	-	3,230.4	-	-	2,553.2

<sup>(</sup>i) The Company does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains same.



#### i. Fair value hierarchy

There are no Financial assets and liabilities which are measured at fair value - recurring fair value measurements except forward contracts recognised at fair value through other comprehensive income.

Non current assets and liabilities which are measured at amortised cost for which fair values are disclosed:

	March 31, 2025		M	arch 31, 202	24	
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Security deposits	-	-	75.9	-	-	69.7
Other financial assets	-	-	9.0	-	-	13.8
Total financial assets	-	-	84.9	-	-	83.5
Total financial assets	-	-	83.5	-	-	91.0
Financial liabilities						
Borrowings	-	-	890.4	-	-	558.0
Lease liabilities	-	-	343.6	-	-	158.4
Total financial liabilities	-	-	1,234.0	-	_	716.4

The carrying amounts of trade receivables, cash and bank balances, loans, other receivables, short term borrowings, security deposits received, trade payables, creditors for capital goods and other current financial assets and liabilities are considered to be the same as fair value due to their short term maturities.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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



#### ii. Fair value of non current financial assets and liabilities measured at amortised cost

	March 31, 2025		March 31, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Security deposits	75.9	75.9	69.7	69.7
Other financial assets	9.0	9.0	13.8	13.8
	84.9	84.9	83.5	83.5
Financial liabilities				
Borrowings	890.4	890.4	558.0	558.0
Lease liabilities	343.6	343.6	158.4	158.4
	1,234.0	1,234.0	716.4	716.4

The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

**Note:** The carrying amounts of current financial assets and current financial liabilities i.e. trade receivables, loans, other financial assets, trade payables, short term borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

#### 33. Financial risk management

The Company, is an internationally SEI CMMI level 5 IT services company which expose its business and products to various market risks, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. Below notes explain the sources of risks in which the Company is exposed to and how it manages the risks:

## A Foreign currency risk:

The Company's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in Euros and U.S. Dollars). A significant portion of the Company's revenues are in these foreign currencies, while a significant portion of its costs are in Indian Rupees. As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Company's revenues measured in Rupees may decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company uses derivative financial instrument- foreign exchange forward contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.



Notes to the standalone Ind AS financial statements for the year ended March 31, 2025 (All amounts in INR Million, unless otherwise stated)

The derivative instruments and unhedged foreign currency exposure is as follows:

## (i) Derivatives outstanding as at the reporting date

Particulars/ Purpose	Currency	As at March 31, 2025		As at March	31, 2024
		Amount in Foreign currency	Amount in INR	Amount in Foreign currency	Amount in INR
Forward contracts	EUR:INR	11.3	1,084.7	12.5	1,177.2
Forward contracts	USD:INR	0.5	42.4	2.8	231.6

# (ii) Particular of unhedged foreign exposure as at the reporting date (Net exposure to foreign currency risk)

	As at Marc	ch 31, 2025	As at March 31, 2024		
Currency	(Payable) /	Receivable	(Payable) / Receivable		
	Amount in Foreign currency in million	Amount in INR million	Amount in Foreign currency in million	Amount in INR million	
USD	7.6	650.3	6.4	533.5	
JPY	4.2	2.4	86.7	47.7	
AED	3.3	75.6	3.5	79.1	
AUD	0.0	0.3	0.0	0.6	
EUR	7.6	700.1	8.5	769.0	
GBP	0.6	64.2	0.7	72.1	
SGD	0.2	10.5	0.1	8.8	
ZAR	1.7	7.9	1.3	5.5	

# Foreign currency sensitivity on unhedged exposure

5% increase / decrease in foreign exchange rates will have the following impact on profit before tax:

	Impact on profit before tax		
Particulars/ Purpose	March 31, 2025 March 31, 2		
Increase by 5% in forex rate	75.6	75.8	
Decrease by 5% in forex rate	(75.6)	(75.8)	

## (iii) Mark to market losses / (gain) on forward contracts

	For the year ended		
Particulars/ Purpose	ose March 31, 2024 March 31, 20		
Mark to Market losses / (gain) on forward contracts	9.6	(30.1)	



# (iv) Particular of unhedged foreign exposure as at the reporting date (Gross exposure to foreign currency risk)

	Currency	As at March 31, 2025 (Payable) / Receivable		As at March (Payable) / R	
		Amount in Foreign currency	Amount in INR	Amount in Foreign currency	Amount in INR
Trade receivables	USD	1.9	158.6	1.6	135.7
	JPY	4.2	2.4	86.7	47.7
	AED	0.0	0.0	0.2	5.3
	AUD	0.0	0.3	0.0	0.6
	EUR	7.6	706.6	8.5	766.8
	GBP	0.1	10.0	0.2	20.2
	SGD	0.2	10.5	0.1	8.8
	ZAR	1.7	7.9	1.3	5.5
Trade payables	USD	(0.2)	(15.0)	(0.2)	(13.3)
	EUR	(0.1)	(6.5)	(0.0)	(0.3)
	GBP	0.0	(1.3)	(0.0)	(1.1)
Advance to suppliers	USD	0.0	0.1	0.0	0.0
	EUR	0.0	0.0	0.0	0.4
	JPY	0.0	0.0	0.0	0.0
	GBP	-	-	-	-
	AED	-	-	-	-
Balances with banks	USD	-	-	0.0	0.2
(natural hedge)	EUR	-	-	0.0	2.1
	JPY	-	-	-	-
Loan to related party	USD	5.93	506.57	4.9	410.9
	GBP	0.50	55.54	0.5	53.0
	AED	3.25	75.63	3.3	73.8



## (v) Sensitivity

The following tables demonstrate the sensitivity on unhedged foreign currency exposures to a reasonably possible change in foreign exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities:

	Change in exchange rate	Effect on profit before tax
March 31, 2025		
USD against INR	+5%	(32.5)
	-5%	32.5
EUR against INR	+5%	(35.0)
	-5%	35.0
JPY against INR	+5%	(0.1)
	-5%	0.1
March 31, 2024		
USD against INR	+5%	(26.7)
	-5%	26.7
EUR against INR	+5%	(38.5)
	-5%	38.5
JPY against INR	+5%	(2.4)
	-5%	2.4

The sensitivity on unhedged currency exposures in other currencies is not significant, hence not disclosed.

#### B Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company's main interest rate risk arises from long-term borrowings with variable interest rates, which exposes the company to cash flow interest rate risk. All the company's borrowings at variable rate are denominated in INR



#### (i) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

	March 31, 2025	March 31, 2024
Variable rate borrowings	294.4	-
Fixed rate borrowings	823.0	610.0
Total borrowings	1,117.4	610.0

An analysis by maturities is provided in Note (D) (ii) Maturities of financial liabilities below.

## (ii) Sensitivity analysis

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

	Impact on pr	ofit after tax
	March 31, 2025	March 31, 2024
Interest rates-increase by 50 basis points*	(1.1)	-
Interest rates-decrease by 50 basis points*	1.1	-

<sup>\*</sup> Holding all other variables constant

#### C Credit risk:

The credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Company and arises principally from the Company's receivables from customers and deposits with banking institutions. The maximum amount of the credit exposure is equal to the carrying amounts of these receivables.

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's majority customers are Motherson group companies which have good credit ratings. Non-Motherson clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default.

## D Liquidity risk:

The liquidity risk encompasses any risk that the Company cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating divisions of the Company and aggregated by Company finance. The Company's finance monitors rolling forecasts of the Company's liquidity requirements to ensure that it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.



## (i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period.

	March 31, 2025	March 31, 2024
Floating rate		
- Expiring within one year (cash credit and other credit facilities)	1,100.4	686.9

## (ii) Maturities of financial liabilities

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

Year Ended March 31, 2025	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	260.8	890.4	-	1,151.1
Lease liabilities	65.0	243.2	100.2	408.4
Trade payables	1,263.4	-	-	1,263.4
Employee related payable	278.9	-	-	278.9
Other financial liabilities	69.7	58.7	-	128.4
Total non-derivative liabilities	1,937.7	1,192.3	100.2	3,230.2
Derivatives (net settled)				
Foreign exchange forward contracts	-	-	-	-
Total derivative liabilities	-	-	-	-

Year Ended March 31, 2024	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Short-term borrowings	464.7	558.0	-	1,022.7
Lease liabilities	16.8	58.0	100.5	175.3
Trade payables	980.4	-	-	980.4
Employee related payable	259.3	-	-	259.3
Other financial liabilities	89.5	26.1	-	115.5
Total non-derivative liabilities	1,810.7	642.1	100.5	2,553.2
<b>Derivatives (net settled)</b>				
Foreign exchange forward contracts	-	-	-	-
Total derivative liabilities	-	_	-	-



#### 34. Capital management

## (a) Risk management

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, lease liabilities, less cash and cash equivalents.

	March 31, 2025	March 31, 2024
Borrowings other than convertible preference shares	1,559.7	1,198.0
Less: cash and cash equivalents (Note 12.a)	(9.7)	(29.4)
Net Debt	1,550.0	1,168.6
Equity	2,281.5	2,082.2
Total Capital	2,281.5	2,082.2
Capital and net debt	3,831.5	3,250.8
Gearing ratio	40.5%	35.9%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

## (b) Dividends

\* There is nil dividend declared and paid by the Company during the year ended March 31, 2025 (March 31, 2024: Nil).

#### 35. Related Parties

#### I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

## A. Relationships where control exists:

#### i) Holding Company

Samvardhana Motherson International Limited

#### ii) Subsidiaries:

Samvardhana Motherson Virtual Analysis Limited (strike off and dissolved effective from June 27, 2024)

Motherson Technology Services USA Limited

Motherson Technology Services GmbH

Motherson Technology Service Kabushiki Gaisha



Motherson Technology SG Pte. Ltd.

Samvardhana Motherson Health Solutions Limited

SMI Consulting Technologies Inc.

Motherson Technology Service Mid East FZ-LLC (UAE)

Motherson Technology Services United Kingdom Limited

Motherson Technology Services Spain S.L.U.

#### iii) Fellow subsidiaries

MSSL Mauritius Holdings Limited

Motherson Electrical Wires Lanka Pvt. Ltd.

MSSL Mideast (FZE)

MSSL (S) Pte Ltd.

Motherson Innovations Tech Limited

MSSL (GB) Limited

Motherson Wiring System Ltd. (FZE)

MSSL GmbH

MSSL Tooling (FZE)

MSSL Advanced Polymers s.r.o

MSSL s.r.l Unipersonale

Motherson Techno Precision México, S.A. de C.V

MSSL Ireland Pvt. Ltd.

Global Environment Management (FZE)

MSSL Global RSA Module Engineering Limited

MSSL Japan Limited

MSSL México, S.A. De C.V.

MSSL WH System (Thailand) Co., Ltd

MSSL Korea WH Limited

MSSL Consolidated Inc., USA

MSSL Wiring System Inc., USA

Alphabet de Mexico, S.A. de C.V.

Alphabet de Mexico de Monclova, S.A. de C.V.



Alphabet de Saltillo, S.A. de C.V.

MSSL Wirings Juarez S.A. de C.V.

Motherson Air Travel Pvt. Ltd., Ireland

MSSL Estonia WH OÜ

Samvardhana Motherson Global Holdings Ltd.

Samvardhana Motherson Automotive Systems Group B.V.

"Motherson Germany Holding GmbH

(formerly Samvardhana Motherson Peguform GmbH) "

SMP Automotive Interiors (Beijing) Co. Ltd

SMP Deutschland GmbH

SMP Logistik Service GmbH

SMP Automotive Solutions Slovakia s.r.o

SMP Automotive Technology Iberica S.L

"Motherson SAS Barcelona S.L.U.

(formerly Samvardhana Motherson Peguform Barcelona S.L.U.) "

SMP Automotive Technologies Teruel Sociedad Limitada

Samvardhana Motherson Peguform Automotive Technology Portugal S.A

SMP Automotive Systems Mexico S.A. de C.V

SMP Automotive Produtos Automotivos do Brasil Ltda.

SMP Automotive Exterior GmbH

Samvardhana Motherson Innovative Autosystems B.V. & Co. KG

SM Real Estate GmbH

PKC Group Oy

PKC Wiring Systems Oy

PKC Group Poland Sp. z o.o.

PKC Wiring Systems Llc

PKC Group APAC Limited

PKC Group Canada Inc.

PKC Group USA Inc.

PKC Group Mexico S.A. de C.V.

Project del Holding S.a.r.l.



PK Cables do Brasil Ltda

PKC Eesti AS

TKV-sarjat Oy

PKC SEGU Systemelektrik GmbH

Groclin Luxembourg S.à r.l.

PKC Vehicle Technology (Suzhou) Co., Ltd.

AEES Inc.

PKC Group Lithuania UAB

PKC Group Poland Holding Sp. z o.o.

OOO AEK

Kabel-Technik-Polska Sp. z o.o.

AEES Power Systems Limited partnership

T.I.C.S. Corporation

Fortitude Industries Inc.

AEES Manufactuera, S. De R.L de C.V.

Cableados del Norte II, S. de R.L de C.V.

Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V.

Arneses y Accesorios de México, S. de R.L de C.V.

Asesoria Mexicana Empresarial, S. de R.L de C.V.

Arneses de Ciudad Juarez, S. de R.L de C.V.

PKC Group de Piedras Negras, S. de R.L. de C.V.

PKC Group AEES Commercial S. de R.L de C.V.

Motherson Global Investments B.V.

(formerly SMRC Automotive Holdings Netherlands B.V.)

Name changed with effect from 10.02.2025

Motherson Global Holdings Company B.V.

(formerly SMRC Automotives Techno Minority Holdings B.V.)

Name changed with effect from 10.02.2025

SMRC Automotive Modules France SAS

Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U.

SMRC Automotive Interiors Spain S.L.U.

SMRC Automotive Interior Modules Croatia d.o.o



Samvardhana Motherson Reydel Autotecc Morocco SAS

SMRC Automotive Technology RU LLC

SMRC Smart Interior Systems Germany GmbH

SMRC Automotive Solutions Slovakia s.r.o.

SMRC Automotive Holding South America B.V.

SMRC Automotive Modules South America Minority Holdings B.V.

SMRC Automotive Tech Argentina S.A.

SMRC Fabricação e Comércio de Produtos Automotivos do Brasil Ltda

SMRC Automotive Products India Limited

SMRC Automotive Smart Interior Tech (Thailand) Ltd.

SMRC Automotive Interiors Japan Ltd.

Shanghai SMRC Automotive Interiors Tech Consulting Co. Ltd.

PT SMRC Automotive Technology Indonesia

Motherson PKC Harness Systems FZ-LLC

Wisetime Oy

SMP Automotive Interior Modules d.o.o. Cuprija, Serbia

Samvardhana Motherson Finance Service Cyprus Limited

Samvardhana Motherson Holding (M) Private Limited

Samvardhana Motherson Auto Component Private Limited

Motherson Health and Medical System Limited

(formerly Samvardhana Motherson Maadhyam International Limited)

Samvardhana Motherson Global Carriers Limited (SMGCL)

Samvardhana Motherson Innovative Solutions Limited (SMISL)

Samvardhana Motherson Refrigeration Product Limited (Subsidiary through SMISL)

Motherson Machinery and Automations Limited (Subsidiary through SMISL)

Samvardhana Motherson Auto System Private Limited (Subsidiary through SMISL)

Motherson Sintermetal Technology B.V. (Subsidiary through SMISL)

Motherson Air Travel Agency GmbH

Samvardhana Motherson Reflectec Group Holdings Limited

SMR Automotive Technology Holding Cyprus Ltd.

SMR Automotive Mirror Parts and Holdings UK Ltd.



SMR Automotive Holding Hong Kong Limited

SMR Automotive Systems India Limited

SMR Automotive System Solutions France SAS (formerly SMR Automotive Systems France S.A)

SMR Automotive Mirror Technology Holding Hungary Kft

SMR Patents S.aR.L.

SMR Automotive Technology Valencia S.A.U.

SMR Automotive Mirrors UK Limited

SMR Automotive Mirror International USA Inc.

SMR Automotive Systems USA Inc.

SMR Automotive Yancheng Co. Limited

SMR Automotive Mirror Systems Holding Deutschland GmbH

SMR Holding Australia Pty Limited

SMR Automotive Australia Pty Limited

SMR Automotive Mirror Technology Hungary Bt

SMR Automotive Modules Korea Ltd

Motherson DRSC Deutschland GmbH

(formerly SMR Automotive Beteiligungen Deutschland GmbH)

SMR Hyosang Automotive Ltd.

SMR Automotive Mirrors Stuttgart GmbH

SMR Automotive Systems Spain S.A.U.

SMR Automotive Vision Systems Mexico S.A. de C.V.

SMR Automotive Brasil LTDA

SMR Automotive System (Thailand) Limited

SMR Automotives Systems Macedonia Dooel Skopje

SMR Automotive Operations Japan K.K.

SMR Automotive (Langfang) Co. Ltd.

SMR Automotive Vision System Operations USA INC

SMR Mirror UK Limited

Samvardhana Motherson Innovative Autosystems Holding Company BV

Samvardhana Motherson Innovative Autosystems de México, S.A. de C.V



SMP Automotive Systems Alabama Inc.

Motherson Innovations Company Limited, U.K.

Motherson Innovations Deutschland GmbH

Samvardhana Motherson Global (FZE)

SMR Automotive Industries RUS Limited Liability Company

Motherson Business Service Hungary Kft.

Fritzmeier Motherson Cabin Engineering Private Limited

Motherson Electronic Components Private Limited

MSSL Germany Real Estate B.V. & Co. KG

SMP Automotive Ex Real Estate B.V. & Co. KG

SMP D Real Estates B.V. & Co. KG

Motherson Rolling Stocks S. de R.L. de C.V.

Samvardhana Motherson Corp Management Shanghai Co Ltd.

Rollon Hydraulics Private Limited

Motherson Sequencing and Assembly Services GmbH (MSAS)

Motherson Sequencing and Assembly Services Global Group GmbH

Motherson SAS Automotive Service and Module Systems Rennes S.A.S.U

Motherson SAS Automotive Service France S.A.S.U.

Motherson SAS Automotive Service Czechia s.r.o.

Motherson SAS Automotive Systems and Technologies Slovakia s.r.o.

Motherson SAS Automotive Modules De Portugal Unipessoal, Lda.

Motherson SAS Automotive Services Spain, S.A

Motherson SAS Automotive Module Solutions (Shanghai) CO., LTD (formerly SAS Automotive Systems (Shanghai) Co., Ltd.)

Motherson DRSC Modules USA Inc.

(formerly Dr. Schneider Automotive Systems, Inc.)

Motherson SAS Automotive Modules and Services Argentina S.A. (formerly SAS Automotriz Argentina S.A.)

SAS Automotive do Brazil Ltda.

SAS Automotive Systems S.A. de C.V.

Motherson SAS Turkey Otomotiv Servis Ticaret Limited Sirketi (formerly SAS Otosistem Teknik Sanayi ve Ticaret Limited Şirketi)



Misato Industries Co. Ltd., Japan

Motherson Electroplating US LLC

Motherson DRSC Modules S.A.U.

Centro especial de empleo de Motherson DRSC Picassent, S.L.U.

Motherson DRSC Automotive Product Trading (Shanghai) Co. Ltd., China (formarly Dr. Sahnaidar Automotiva Trading (Shanghai) Co. Ltd.)

(formerly Dr. Schneider Automotive Trading (Shanghai) Co. Ltd.)

Motherson DRSC Automotive Systems (Liaoyang) Co. Ltd.

(formerly Dr. Schneider Automotive Parts (Liaoyang) Co. Ltd.) China

Motherson DRSC Automotive Poland Sp.z.o.o.

(formerly Dr. Schneider Automotive Polska Sp. zo.o., Poland)

Motherson SAS Automotive Services USA Inc.

(formerly SAS Automotive USA, Inc.)

Motherson Group Investments USA Inc., USA

Samvardhana Motherson Electric Vehicles L.L.C, Abu Dhabi

PKC Real Estate Germany B.V. & Co. KG

SM Real Estates Germany B.V. & Co. KG

SMR Real Estate Deutschland B.V. & Co. KG

Motherson Deltacarb Advanced Metal Solutions SA

Samvardhana Motherson Adsys Tech Limited

Samvardhana Motherson International Leasing IFSC Limited

Motherson SAS Automotive Parts and Modules Foshan Co., Ltd., China

Yachiyo India Manufacturing Private Limited (Subsidiary through MSSL ME)

Prysm Displays (India) Private Limited

Motherson Lumen Global Holdings Pty Limited

(formerly Lumen International Holdings Pty Ltd.) (Lumen)

(Acquired on April 8, 2024 by SMR Holding Australia Pty. Ltd.)

Motherson Lumen Innovative Solutions Pty Limited (Australia)

(formerly Motherson Lumen Innovations Australia Pty Limited)

(subsidiary through Lumen)

Lumen Engineering Solutions Pty Ltd.

(subsidiary through Lumen)

Lumen Special Conversions Pty Ltd.

(subsidiary through Lumen)



Motherson Lumen New Zealand Limited, New Zealand (formerly Lumen New Zealand Ltd.) (subsidiary through Lumen)

Motherson Lumen (Thailand) Limited (formerly Lumen Thailand Ltd.) (subsidiary through Lumen)

Motherson Lumen International Investments Limited (Hongkong) (formerly Lumen International Investments Ltd.) (subsidiary through Lumen)

Motherson Lumen Holding Limited, Hongkong (formerly Lumen International (Hongkong) Holding Ltd.)

Motherson Lumen North America INC. (USA) (formerly Lumen North America, Inc.) (subsidiary through Lumern)

Lumen Europe Sp. z.o.o. (subsidiary through Lumern)

Motherson Aerospace Top Holding Co SAS ("MAS") (formerly SSCP Aero TopCo SAS) (Acquired on May 13, 2024 by SMRC Automotive Holdings Netherlands B.V.)

Motherson Aerospace Mid Holdings Company SAS (formerly SCP Aero MidCo SAS) (subsidiary through MAS)

Motherson Aerospace Holding Company SAS (formerly SSCP Aero BidCo SAS) (subsidiary through MAS)

Motherson Aerospace SAS (formerly AD Industrie (SAS)) (subsidiary through MAS)

SCI AD Industrie La Chassagne, France (subsidiary through MAS)

MS Composites (SAS), France (subsidiary through MAS)

ADI Composites Medical (SAS), France (subsidiary through MAS)

MS Composites Maroc (SA), Morocco (subsidiary through MAS)

Societe Nouvelle D'exploitation Deshors Aeronautique defense ET industrie, France (subsidiary through MAS)



ADI Kalfa (SAS), France (subsidiary through MAS)

AD Industrie Tunisie (SARL), Tunisia (subsidiary through MAS)

Exameca (SAS), France (subsidiary through MAS)

Exameca Mesure (SAS), France (subsidiary through MAS)

ADI Aerotube (SAS), France (subsidiary through MAS)

Micro Mecanique Pyreneenne (SAS), France (subsidiary through MAS)

Adima Aerospace (SARL), Morocco (subsidiary through MAS)

GIE Groupe AD (under liquidation) (subsidiary through MAS)

Motherson Auto Solutions Limited (through SMISL)

Motherson Electro Components Limited

(formerly Samvardhana Motherson Advanced Innovations Limited)

(Incorporated on July 23, 2024 as WOS of SMISL. Change the name of company on April 07, 2025)

Motherson Strategic Systems Mideast Limited, Dubai (incorporated on August 15, 2024 as WOS of MSSL ME)

Motherson International Limited, Abu Dhabi (incorporated on August 16, 2024 as WOS of SMRC Automotive Holdings Netherlands B.V.)

Motherson Prysm Inc.

(Incorporated on January 22, 2025 as WOS of MSSL Consolidated Inc.)

Prysm Middle East DMCC, UAE

(acquired on January 30, 2025 as WOS of Motherson Prysm Inc.)

Prysm Hong Kong Limited

(acquired on January 30, 2025 as WOS of Motherson Prysm Inc.

Motherson Treasury Strategy Limited, Abu Dhabi

(Incorporated on February 19, 2025 as WOS of the Company)

Global Tech Machinery FZ-LLC

(Incorporated on March 27, 2025 as WOS of Motherson Global Investments B.V.)

MSSL Australia Pty Ltd

Vacuform 2000 (Proprietary) Limited.



SMR Grundbesitz GmbH & Co. KG

Changchun Peguform Automotive Plastics Technology Co. Ltd

Foshan Peguform Automotive Plastics Technology Co. Ltd.

Celulosa Fabril S.A.

Modulos Ribera Alta S.L.U.

Tianjin SMP Automotive Component Company Limited

Yujin SMRC Automotive Techno Corp.

SMRC Automotives Technology Phil Inc.

Motherson Elastomers Pty Limited

Motherson Investments Pty Limited

Jiangsu Huakai-PKC Wire Harness Co., Ltd.

Shanjdong Huakai-PKC Wireharness Co. Ltd.

Fuyang PKC Vehicle Technology Co., Ltd.

PKC Vechicle Technology (Hefei) Co, Ltd.

Jilin Huakai PKC Wire Harness Co. Ltd.

Re-time Pty Limited

Shenyang SMP Automotive Trim Co., Ltd., China

SMR Plast Met Automotive Tec Turkey Plastik imalat Anonim Sirketi (Turkey)

SMR Plast Met Molds and Tools Turkey Kalip imalat Anonim Sirketi (Turkey)

Motherson Molds and Diecasting Limited

SAKS Ancillaries Limited (Subsidiary through SMISL)

Motherson Techno Tools Limited (Subsidiary through SMISL)

Motherson Techno Tools Mideast FZE (Subsidiary through SMISL)

Motherson Air Travel Agencies Limited

Samvardhana Motherson Hamakyorex Engineered Logistics Limited (Subsidiary through SMGCL)

CIM Tools Private Limited

Aero Treatments Private Limited

Motherson Automotive Giken Industries Corp Ltd., Japan

Zhaoqing SMP Automotive Components Co., Ltd.

Youngshin Motherson Auto Tech Limited



Saddles International Automotive and Aviation Interiors Private Limited

CEFA Poland s.p.Z.o.o.

(100% held by Celulosa Fabril (Cefa) S.A.)

Motherson Yachiyo Automotive Systems Co. Ltd.

(formerly Yachiyo Industry Co., Ltd.) Japan (Yachiyo)

Motherson Yachiyo Automotive Tech Products of America, Inc.

(formerly Yachiyo of America Inc.)

(Subsidiary through Yachiyo)

Yachiyo of Ontario Manufacturing, Inc.

(Subsidiary through Yachiyo)

Yachiyo Mexico Manufacturing S.A. de C.V.

(Subsidiary through Yachiyo)

Yachiyo Germany GmbH (Subsidiary through Yachiyo)

Siam Yachiyo Co., Ltd. (Subsidiary through Yachiyo)

PT. Yachiyo Trimitra Indonesia (Subsidiary through Yachiyo)

Yachiyo Zhongshan Manufacturing Co., Ltd. (Subsidiary through Yachiyo)

Yachiyo Wuhan Manufacturing Co., Ltd. (Subsidiary through Yachiyo)

Yachiyo Do Brasil Industria E Comercio De Pecas Ltda. (Subsidiary through Yachiyo)

Motherson Yachiyo US Automotive Systems, Inc.

(formerly US Yachiyo, Inc.)

(Subsidiary through Yachiyo)

Motherson Yachiyo Automotive Tech Manufacturing of America, LLC

(formerly Yachiyo Manufacturing of America, LLC)

(Subsidiary through Yachiyo)

Motherson Yachiyo AY Manufacturing Ltd., USA

(formerly AY Manufacturing Ltd.)

(Subsidiary through Yachiyo)

Motherson Lumen Systems South Africa (Pty) Ltd. (South Africa)

(formerly Lumen Special Cables (Pty) Ltd.)

(subsidiary through Lumern effective from April 8, 2024)

Irillic Private Limited

(Acquired on April 27, 2024)

SMGCL Co Ltd., Japan

(Incorporated on February 3, 2025 as subsidiary of SAHN B.V. – 51%)

Atsumitec Co., Ltd., Japan

(acquired on March 26, 2025 by Motherson Global Investments B.V.) ("Atsumitec")



ADA Technologies Inc., USA (subsidiary through Atsumitec)

ADA Technologies Inc.

(subsidiary through Atsumitec)

PT. Atsumitec Indonesia (subsidiary through Atsumitec)

Green Charge Co., Ltd., Japan (subsidiary through Atsumitec)

Atsumitec (Thailand) Co., Ltd. (subsidiary through Atsumitec)

Atsumitec & Hayashi (Thailand) Co., Ltd. (subsidiary through Atsumitec)

Atsumitec Vietnam Co., Ltd. (subsidiary through Atsumitec)

Atsumitec Auto Parts (Foshan) Co., Ltd., China (subsidiary through Atsumitec)

Atsumitec Import and Export Trading (Foshan) Co., Ltd., China (subsidiary through Atsumitec)

Atsumitec (HK) Co., Ltd., Hong Kong (subsidiary through Atsumitec)

#### B. Other related parties

#### i) Joint Ventures:

Sumitomo Wiring Systems Limited, Japan

H.K. Wiring Systems Limited

## ii) Companies in which Key Managerial Personnel or their relatives have control/ significant influence:

Motherson Engineering Research and Integrated Technologies Limited

A Basic Concepts Design Pty Limited

ATAR Mauritius Private Limited

SCCL Infra Projects Limited, Cyprus

SCCL Global Project (FZE)

Spirited Auto Cars (I) Limited

Motherson Lease Solution Limited

Systematic Conscom Limited

Advanced Technologies and Auto Resources Pte. Ltd.

Edcol Global Pte. Limited

Motherson Innovative Technologies and Research

Radha Rani Holdings Pte Ltd

JSSR Holdings (M) Pvt. Ltd.

JBJ Development Inc



Nirvana Foods GmbH

FDO Holidays Private Limited

Motherson Spirited Auto Retails India Limited

Prime Auto Cars Limited

Spirited Motor Vehicles Limited

Adventure Auto Car India Limited

Bima Leap Insurance Broker Limited

Adventure Automotives Limited

Spirited Carcare Works Limited

Salo Tech Motherson Solar Energy India Private Limited (incorporated on June 19, 2024 – WOS of MLS)

REE Automotive Ltd. (Israel)

Son Grows System Limited, Dubai

SON GROWN MATERIAL FOODS TRADING L.L.C. (incorporated on July 17, 2024)

BOH Pte. Ltd.

J.B.J Australia Pty Ltd

BOH LLC

Fullmind (iTutor.com Inc)

Vernons Financial Limited

Noval S.A.

JBJK Growth Trust

Astral Lite Trust

Swarn Lata Motherson Dhenu Sewarth Trust

Swarnlata Motherson Trust

Samvardhana Employees Welfare Trust

Sehgal Family Trust

Renu Sehgal Trust

Motherson Sumi Wiring India Limited

Hubei Zhengao PKC Automotive Wiring Company Ltd

AES (India) Engineering Limited



Kyungshin Industrial Motherson Pvt. Ltd.

Highly Marelli Motherson Thermal Solutions Private Limited (formerly Calsonic Kansei Motherson Auto Products Pvt. Ltd.) (Name changed w.e.f March 6, 2025)

Ningbo SMR Huaxiang Automotive Mirrors Co. Limited

Chongqing SMR Huaxiang Automotive Products Limited

Eissmann SMP Automotive interieur Slovakia s.r.o.

Tianjin SMR Huaxiang Automotive Parts Co., Ltd.

Nanchang JMCG SMR Huaxiang Mirror Co. Ltd.

CTM India Limited

Anest Iwata Motherson Private Limited (through SMISL)

Spheros Motherson Thermal System Limited (formerly Valeo Motherson Thermal Commercial Vehicles India Limited)

Matsui Technologies India Limited

Frigel Intelligent Cooling Systems India Private Limited

Nissin Advanced Coating Indo Co. Private Limited (through SMISL)

Motherson Bergstrom HVAC Solutions Private Limited

Marelli Motherson Automotive Lighting India Private Ltd.

Marelli Motherson Auto Suspension Parts Pvt Ltd.

Wuxi SMR Huaxiang Automotive Component Company Limited (formerly Wuxi SMR Automotive Parts Company Limited)

SWS India Management Support And Services Pvt. Ltd

Renu Farms Private Limited

Advantedge Technology Partners Private Limited

Moon Meadows Private Limited

Nirvana Niche Products Private Limited

Shri Sehgals Trustee Company Private Limited

SISBRO Motor & Workshop Private Limited

Field Motor Private Limited

Southcity Motors Private Limited

Advantedge Incubators Private Limited

Motherson Auto Limited



## iii) Firm in which a director or his relative is a partner

Motherson (Partnership Firm)

Vaaman Auto Industry (Partnership Firm)

Ganpati Auto Industries (Partnership Firm)

### iv) Key Managerial Personnel

## a) Board of Directors

Mr. Laksh Vaaman Sehgal

Mr. Bimal Dhar

Mr. Sanjay Kalia

(Independent Director) till March 31, 2025

Mr. Shunichiro Nishimura

(till August 21, 2024)

Mr. Isao Asai

(till August 21, 2024)

Ms. Lata Unnikrishnan

Mr. Ramesh Dhar

(Indpendent Director w.e.f. April 17, 2025)

Mr. Ravi Mathur

(Independent Director w.e.f. May 27, 2024)

Mr. Yuichi Shimizu (w.e.f. August 21, 2024)

#### b) Other KMP

Mr. Rajesh Thakur, Chief Executive Officer

Mr. Ashish Bhagat, Chief Financial Officer

Ms. Surbhi Sehgal, Company Secretary

## vii) Relatives of Key Managerial Personnel

Mr. Vivek Chaand Sehgal

Late Smt. Renu Alka Sehgal (Demise on May 4, 2024)

Ms. Vidhi Sehgal

Mrs. Samriddhi Sehgal

Master Sidh Vaasav Sehgal

Master Ganan Yuvaan Sehgal

Master Kushaan Samarth Sehgal



II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in note 35 (I) above:

## (a) Key management personnel compensation

	March 31, 2025	March 31, 2024
Short-term employee benefits	40.6	50.5
Post-employment benefits	0.7	0.6
Long-term employee benefits	0.2	-
Total compensation	41.5	51.1



<b>e</b>	Transactions with related parties	ted parti	es										
No.	Particulars	Holding	Holding company	Subsidiary & Fellow Subsidiary Companies	Subsidiary & Ilow Subsidiary Companies	Joint v	Joint ventures	Other rela	Other related parties		Key Management personnel	Total	la.
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
-	Sales of goods	181.9	178.6	158.5	238.8	-	-	229.0	147.3	-	-	569.4	564.7
7	Services rendered	766.6	531.2	5,542.5	4,034.0	0.1	-	474.0	310.2	-	-	6,783.2	4,875.4
3	Script sale	1	1	-	1	-	1	1	-	1	1	1	1
4	Purchase of fixed assets	0.3	-	-	1	-	1	779.2	602.4	-	-	779.5	602.4
S	Payment of salaries	1	-	-	-	-	-	1	-	41.5	51.1	41.5	51.1
9	Sales of assets	1	•	1	1	-	1	1	0.2	1	-	1	0.2
7	Other expenses:												
в	Legal & professional expenses	17.8	57.4	18.9	1	-	-	-	-	-	-	36.7	57.4
٩	Business Promotion	1	1.3	3.5	7.6	-	-	-	-	-	1	3.5	8.9
ပ	Consultancy charges	-	-	0.5	-	-	-	-	-	-	-	0.5	-
ပ	Corporate social responsibility (CSR) activities	'	1	1	1	'	1		ı	-	•	-	ı
р	Electricity, water and fuel	-	-	-	-	-	-	7.7	-	-	-	7.7	-
ပ	Staff welfare	-	-	11.0	_	-	-	-	-	_	-	11.0	-
J	Communication expenses	-	-	-	-	-	-	-	-	-	-	-	-
50	Lease rent	_	0.0	7.2	-	-	-	104.6	88.4	-	-	111.8	88.4
h	Miscellaneous	-	8.0	1.2	2.8	-	1.3	-	16.4	_	-	1.2	21.3
·ī	Repairs and maintenance: Building	-	-	1.5	-	-	-	11.3	0.1	-	-	12.9	0.1
·Ľ	Software license and development charges	-	10.2	6.2	10.9	1.1	-	0.1	-	-	-	7.3	21.1
k	Travelling and Conveyance	-	-	22.1	24.1	-	-	-	-	-	-	22.1	24.1
-	Insurance	-	-	-	-	-	-	-	-	-	-	-	-
Ħ	Training & seminar expenses	0.0	1	5.4	-	-	-	1	-	_	'	5.4	1
п	Leaseline & web hosting charges	,	'	'	1	'	1	'	1	1	•	'	1
Ь	Outsourcing expenses	-	•	-	-	•	-	1	-	-	'	,	•
'n	Annual maintenance contracts (hardware and software)	•	1	-	1	,	1	0.7	1	•	•	0.7	1



Notes to the standalone Ind AS financial statements for the year ended March 31, 2025

(All amounts in INR Rupee, unless otherwise stated)

S S	S. Particulars No.	Holding company	company	Subsic Fellow St Comp	Subsidiary & Fellow Subsidiary Companies	Joint v	Joint ventures	Other rela	Other related parties	Key Management personnel	nagement nnel	Total	tal
		March 31, 2025	March 31, March 31, 2025	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March March 31, 31, 2025	March 31, 2025	March 31, 2024
∞	Sitting fees to Directors	-	-	-	-	-	-	-	-	0.5	-	0.5	-
6	Reimbursements received	2.8	2.3	143.5	95.4	-	-	3.2	4.9	-	-	149.5	102.6
10	Reimbursements paid	0.3	1.3	117.1	103.0	-	•	-	9.5	-	-	117.5	113.8
11	11 ICD obtained	-	925.0	0.089	495.0	-	-	-	-	-	-	0.089	1,420.0
12	ICD repaid	415.0	510.0	52.0	0.009	-	-	-	-	•	-	467.0	1,110.0
13	Interest on ICD obtained	35.6	23.4	27.9	19.6	-	-	-	-	-	-	63.4	43.0
14	ICD given	-	-	83.9	139.9	-	-	-	-	-	-	83.9	139.9
15	ICD Impaired	-	-	-	-	-	-	-	-	-	-	-	-
16	16 Interest on ICD given	-	-	46.3	41.2	-	-	-	-	-	-	46.3	41.2
17	17 Interest on ICD given Impaired	-	-	-	-	-	-	-	-	-	-	-	-
18	ICD received back	-	-	-	175.6	-	-	-	-	-	-	-	175.6
19	Investment in subsidiary	-	-	90.0	-	-	-	-	-	-	-	90.0	-
20	Security deposits given	-	-	-	-	-	-	35.9	18.1	-	-	35.9	18.1
21	Security deposits refund received	-	-	-	-	-	-	20.7	7.5	-	-	20.7	7.5
22	Deferred Revenue (net)	(5.1)	(3.1)	7.1	(56.1)	-	-	(5.9)	(2.1)	-	-	(4.0)	(61.3)
23	Investment impaired	-	•	-	•	•	•	•	•	•	•	•	'



So.	Particulars	Holding	Holding company	Subsid Fellow S	Subsidiary & Fellow Subsidiary Companies	Joint	Joint ventures	Other rela	Other related parties		Key Management personnel	To	Total
		March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Trade receivables (gross)	199.0	149.4	952.7	1,088.8	'	-	166.3	142.5	'	'	1,318.0	1,380.7
	Trade payables	'	11.9	10.5	6.3	'	0.3	0.7	15.8	'	'	11.1	34.3
	Creditors for capital goods	'	'	•	26.5	'	•	5.0	0.4	'	'	5.0	26.9
	Security deposits (given)			-	•			105.8	90.1			105.8	90.1
	Security deposits received			-	•	-					'	-	
9	Borrowing payable	'	415.0	823.0	195.0	•		•	•	'	'	823.0	610.0
	Interest accrued on Borrowing payable	•	'	•	'	•	-	•	-	•	•	-	
	Loan receivable (excluding provision for impairment)	'	,	667.2	567.2	1	1	'	•	1	'	667.2	567.2
6	Interest accrued on Loan receivable	•	'	•	'	,	1	'	'	'	•	-	
01	Investments (excluding provision for diminution)	'	,	426.0	348.2	'	1	'	'	1	'	426.0	348.2
=	Advances recoverable	'	'	0.2	0.4	-	'	0.5	'	'	'	0.7	0.4
12	Advances from customers	2.4	0.2	-	0.1	-		0.5	-	-	-	2.9	0.3
13	Advances to creditors for capital goods	-	-	-	-	-	-	•	-	-	-	-	
13	Employee expenses payable	-	-	-		-	-		-	11.8	7.0	11.8	7.0
4	Employee expenses receivable	•	'		•		•	•	•	•	'	-	
15	Expenses payable	-	-	69.5	'	-	-	-	-	-	-	69.5	
16	Retention money	-						287	1 20			L 03	1 76

Note (i): The Company has given letters of support to its subsidiaries, refer note 38 (i).



## **36.** Segment Information:

### Description of segments and principal activities

The Company is primarily an IT and engineering design services Company with a global footprint providing consulting and outsourcing services

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments examines the Company's performance categorised in to following segments:

#### Information about geographical areas:

The following information discloses revenue based on geographical areas:

	March 31, 2025	March 31, 2024
i) Revenue from operations		
India (Note 23)	4,117.8	3,579.1
Outside India (Note 23)	5,562.0	3,959.9
	9,679.8	7,539.0

## ii) Segment Assets

Total of non-current assets other than financial instruments, investment in subsidiaries and income tax assets broken down by location of the assets, is shown below:

	March 31, 2025	March 31, 2024
India	3,068.5	2,041.2
Outside India	-	-
	3,068.5	2,041.2

## iii) Revenues from transactions with a customer amounting to 10 per cent or more of the Company's revenues is as follows:

	March 31, 2025	March 31, 2024
SMP Deutschland GMBH	1,243.5	1,110.5



## 37. Assets pledged as security

The carrying amount of assets pledged as security for current and non-current borrowings are as follows:

	March 31, 2025	March 31, 2024
Current:		
First charge		
Inventory	15.2	10.1
Financial assets		
Trade receivables	1,652.7	1,703.2
Cash and cash equivalents	9.7	29.4
Other bank balances	-	-
Deposits	38.6	16.7
Other financial assets	262.9	221.0
Other current assets	425.9	372.7
Total current assets pledged as security	2,405.1	2,353.1
Non-current:		
First charge		
Leasehold land*	85.2	85.2
Buildings*	532.7	532.7
Movable fixed assets	692.1	585.6
Total non-current assets pledged as security	1,310.0	1,203.5
Total assets pledged as security	3,715.0	3,556.5

<sup>\*</sup> Charge on Indian rupee term loan from HDFC bank for capital expenditure is pending to be created with registrar of Companies at the end of March 31, 2025.



#### 38. Capital and other commitments

## (i) Letter of Support

The Company has given letters of support to following group companies to enable the said companies to continue their operations:

#### March 31, 2025

- a) Motherson Technology Services United Kingdom Limited (Formerly Known as Motherson Infotech and Solutions UK Limited)
- b) Motherson Technology Service SG Pte Ltd. (formerly known as MothersonSumi INfotech and Designs SG Pte. Ltd.)
- c) Motherson Technology Services Kabushiki Gaisha

## March 31, 2024

- a) Motherson Technology Services United Kingdom Limited (Formerly Known as Motherson Infotech and Solutions UK Limited)
- b) Motherson Technology Service SG Pte Ltd. (formerly known as MothersonSumi INfotech and Designs SG Pte. Ltd.)
- c) Motherson Technology Services Gmbh (Formerly known as MothersonSumi Infotekk And Design GmbH, Germany) (for FY 2022-23)
- (ii) Capital expenditure contracted at the end of the reporting period but not recognised as liabilities is as follows:

	March 31, 2025	March 31, 2024
Property, plant and equipment		
Estimated value of contracts in capital account remaining to be executed.	879.1	1,552.1
Total	879.1	1,552.1
Other commitments		
Bank guarantee	8.8	37.7
Estimated value of contracts other than capital account remaining to be executed.	3,001.2	3,088.2
Total	3,010.0	3,125.9



#### 39. Leases

#### As a lessee

The company has lease contracts for various items of land, vehicles and building used in its operations. Leases of land generally have lease terms of 90 years, vehicles generally have lease terms of 4-5 years and building generally have lease terms of 3-6 years. The company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the company is restricted from assigning and subleasing the leased assets.

The company also has certain leases of building with lease terms of 12 months or less and leases of other equipment with low value. The company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases respectively.

# Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

## Right-of-use assets

Particulars	Leasehold Land	Buildings	Vehicles	Total
Gross carrying amount				
as at April 01, 2023	584.1	4.2	93.2	681.5
Additions during the year*	-	-	72.8	72.8
Disposals	-	-	(4.2)	(4.2)
as at April 01, 2024	584.1	4.2	161.8	750.1
Addition during the year*	-	189.5	103.4	292.9
Disposals	-	-	(2.9)	(2.9)
as at March 31, 2025	584.1	193.7	262.3	1,040.1
Accumulated depreciation				
as at April 01, 2023	28.2	4.2	53.6	86.0
Depreciation charge during the year	6.8	-	20.4	27.2
Disposals	-	-	(0.3)	(0.3)
as at April 01, 2024	35.0	4.2	73.7	112.9
Depreciation charge during the year	6.7	17.5	31.1	55.3
Disposals	-	-	(0.2)	(0.2)
as at March 31, 2025	41.7	21.7	104.6	168.0
Net carrying amount as at March 31, 2025	542.4	172.0	157.7	872.1
Net carrying amount as at March 31, 2024	549.1	0.0	88.1	637.2

<sup>\*</sup> During the year ended March 31, 2025, the company has capitalised borrowing costs amounting to nil as qualifying assets (March 31, 2024 : nil).



# b) Set out below are the carrying amounts of lease liabilities and the movements during the period: Lease liabilities

Particulars	Leasehold	Buildings	Vehicles	Total
	Land			
Recognised as at April 01, 2023	100.1	-	42.8	142.9
Additions	-	-	51.7	51.7
Accretion of interest	11.1	-	4.9	16.0
Deletion	-	-	(4.7)	(4.7)
Payments	(11.1)	-	(19.6)	(30.7)
Recognised as at April 01, 2024	100.1	-	75.1	175.2
Additions	-	189.5	81.4	270.9
Accretion of interest*	11.1	6.8	9.6	27.5
Payments	(11.1)	(20.2)	(30.5)	(61.8)
Deletion	0.0	(0.0)	(3.3)	(3.3)
Lease liabilities as at March 31, 2025	100.1	176.1	132.2	408.6
Classification of Lease liabilities as at March 31, 2025				
Current	0.0	34.8	30.1	64.9
Non-current	100.1	141.3	102.1	343.6
Classification of Lease liabilities as at March 31, 2024				
Current	0.0	-	16.8	16.8
Non-current	100.1	-	58.3	158.4

The company had total cash outflows for leases of INR 138.6 million in March 31, 2025 (includes cash outflows of INR 76.7 million relating to short term leases and low value assets) (March 31, 2024: INR 106.6 Million).

The maturity analysis of lease liabilities is disclosed in Note 33.

The weighted average incremental borrowing rate applied to lease liabilities is 11.0 %

## c) The following are the amounts recognised in profit or loss:

	For the year ended	
	March 31, 2025	March 31, 2024
Depreciation expense of right-of-use assets	55.3	27.2
Interest expense on lease liabilities* (Note 28)	27.2	16.0
Expense relating to short-term leases (included in other expenses)	76.9	76.0
(Note 29)		
Total amount recognised in profit or loss	159.4	119.2

<sup>\*</sup> interest expense net of borrowing cost capitalised during the year March 31, 2025 is nil (March 31, 2024: nil).



#### 40. Contingent liabilities:

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

	March 31, 2025	March 31, 2024
Claims against the Company not acknowledged as debts		
Income tax matters*	218.7	218.7
Custom matter	1.5	1.5
Sales tax matters	0.1	0.1

<sup>\*</sup>This includes transfer pricing matters amounting to INR 32.55 million pertaining to AY 2020-21, INR 71.27 million pertaining to AY 2018-19 and INR 114.90 million pertaining to AY 2016-17 which is pending against CIT (Appeals), INR 173.37 million is paid against protest from the total amount of all the three years combined.

#### Notes:

- (a) The Company does not expect any reimbursements in respect of the above contingent liabilities.
- (b) It is not practicable for the Company to estimate the timings and amount of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

## 41. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

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

Particulars	March 31, 2025	March 31, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal amount due to micro and small enterprises	63.9	73.9
Interest due on above	-	-
	63.9	73.9
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-



## 42. Ratio analysis and its elements

	Ratio	March 31, 2024	March 31, 2023	% Variance	Note reference
(a)	Current ratio	1.3	1.3	-4.62%	(a)
(b)	Debt-Equity ratio	0.7	0.6	18.82%	(b)
(c)	Debt service coverage ratio	3.3	1.4	143.47%	(c)
(d)	Return on equity ratio	0.1	(0.0)	-318.08%	(d)
(e)	Inventory turnover ratio	51.9	97.6	-46.87%	(e)
(f)	Trade receivables turnover ratio	5.8	4.9	18.09%	(f)
(g)	Trade payables turnover ratio	4.8	5.3	-10.22%	(g)
(h)	Net capital turnover ratio	15.3	15.4	-0.54%	(h)
(i)	Net profit ratio	0.0	(0.0)	-308.95%	(i)
(j)	Return on capital employed	0.1	0.0	754.32%	(j)
(k)	Return on investment	0.1	0.1	5.72%	(k)

(a)	Current ratio	Current assets
		Current liability
(b)	Debt-Equity ratio	Total Debt (Long term borrowing, current maturities of long term borrowing and short term borrowing including Ind AS 116 liabilities)
		Equity attributable to equity share holder
(c) Debt service coverage ratio		Net Profit/(loss) after taxes + Non-Cash operating expenses (including depreciation and amortization, Provision for doubtful debts / advances, Unrealised foreign exchange (gain)/ loss (net))+interest expenses +other adjustments like loss on sale of fixed assets
		Current maturities of long term borrowing, interest expense (except Ind AS 116 finance cost) and lease payment
		During the year, there was an increase in revenue and reduction in impairment loss and provision no longer required written back as compared to the previous year which resulted in increase in operating profits and positive EBITDA; hence the increase in the ratio.



(d)	Return on equity ratio	Profit/ (loss) for the year
		Average Equity attributable to equity share holder
		There is positive PAT in current year as commpare to loss in previous year which led to increase in ratio.
(e)	Inventory turnover ratio	Change in Inventory and Purchase of traded goods
		Average of opening and closing inventories
		Due to decrease in purchases (Cost of Goods Sold) on account of decreased sales for trading and increase in average inventory; ratio has decreased as compare to FY 23-24
(f)	Trade receivables turnover ratio	Revenue from contract with customers (excluding other operating revenue)
		Average Trade Receivables
(g)	Trade payables turnover ratio	Purchase of Stock-in- Trade and other expenses
		Average Trade Payable
(h)	Net capital turnover ratio	Revenue from contract with customers (excluding other operating revenue)
		Average working capital [Current Assets less current liabilities (except current maturities of long term borrowings)]
(i)	Net profit ratio	Profit/ (loss) for the year
		Revenue from contract with customers (excluding other operating revenue)
		Due to increase in profit in the current year as compared to the previous year and on account of increase in revenue, net profit ratio is increased.
(j)	Return on capital employed	Earning befor interest and tax i.e. Profit/ (loss) before tax + Finance cost
		Average capital employed (i.e. Tangible net worth, Total Debt and Deferred Tax Liability)
		Due to increse in EBIT in the current year as compared to the previous year, ROCE has increased in the current year.
(k)	Return on investment	Dividend Income + Interest Income
		Investment



#### 43. Other Statutory information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Company is not declared as wilful defaulter by any bank or financial institution or other lender.
- 44. The Company has a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company appoints independent consultants for conducting a Transfer Pricing Study to determine whether the transactions with associate enterprises are undertaken, during the financial year, on an "arm's length basis". Adjustments, if any, arising from the transfer pricing study shall be accounted for as and when the study is completed for the current financial year. However, the management is of the opinion that its international and domestic transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
- 45. The Company has used two accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and wherever enabled, the same have operated throughout the year for all relevant transactions, except for one of the application where audit trail at the database level was enabled from February 10, 2025. Further no instance of audit trail feature being tampered with was noted in respect of accounting softwares. Additionally, the audit trail has been preserved by the Company as per statutory requirements for record retention to the extent it was enabled from prior years.



- **46.** Amounts appearing as zero "0" in financial are below the rounding off norm adopted by the Company. Previous years figures have been regrouped wherever necessary to conform with current year's classification.
- 47. Standard issued but not yet effective

There are no standards that are notified and not yet effective as on the date.

As per our report of even date

For and on behalf of the Board of

Motherson Technology Services Limited CIN: U67120MH1985PLC429692

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E / E300005

per Sonika Loganey

Partner

Membership No: 502220

Place: Gurugram Date: May 27, 2025 Laksh Vaaman Sehgal Director

DIN 00048584

**Ashish Bhagat** Chief Financial Officer PAN AFIPB5613D

Place: Noida Date: May 27, 2025 Lata Unnikrishnan Rajesh Thakur
Director Chief Executive Officer

DIN 08391470

Surbhi Sehgal

Company Secretary

PAN CJOPK2696F

PAN ACSPT8411E



#### INDEPENDENT AUDITOR'S REPORT

To the Members of Motherson Technology Services Limited

# Report on the Audit of the Consolidated Financial Statements

### **Opinion**

We have audited the consolidated financial statements of Motherson Technology Services Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2025, the consolidated Statement of Profit and Loss, including other comprehensive loss, the consolidated Cash Flow Statement and the consolidated statement of changes in equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2025, their consolidated profit including other comprehensive loss, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

## **Basis for Opinion**

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards 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 the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the consolidated financial statements and our auditor's report thereon. The Director's report is expected to be made available to us after the date of this auditor's report.

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 such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. When we read the Director's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

# Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is 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 including other comprehensive loss, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies



(Indian Accounting Standards) Rules, 2015, as amended. 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 of the assets of their respective companies 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 Directors of the Holding Company, as aforesaid.

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 their respective companies 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.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate
  in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on
  whether the Holding Company has adequate internal financial controls with reference to financial statements in place
  and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

#### Other Matters

(a) We did not audit the financial statements and other financial information, in respect of 9 subsidiaries, whose financial statements include total assets of INR 1,381.3 million as at March 31, 2025, and total revenues of INR 2,091.1 million and net cash inflows of INR 19.6 million for the year ended on that date. Those financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. 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-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report(s) of such other auditors.

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

## Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary company, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
- As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors
  on separate financial statements and the other financial information of subsidiaries, we report, to the extent applicable,
  that:
  - (a) We/the other auditors whose report we have relied upon 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 consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Loss, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2025 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 consolidated financial statements of the Holding Company and its subsidiary companies, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiary, incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Holding Company and its subsidiaries, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g)
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
  - The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 38 to the consolidated financial statements;
  - The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;
  - iii. There has been no significant delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiaries.
  - iv. a) The respective managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of its knowledge and belief, as disclosed in the note 42 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries:
    - b) The respective managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, that, to the best of its knowledge and belief, as disclosed in the note 42 to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries, from any person or entities, including



foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries, shall whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- No dividend has been declared or paid during the year by the Holding Company and its subsidiaries companies incorporated in India.
- vi) Based on our examination which included test checks and that performed by us and the respective auditor of the Holding Company and subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company and subsidiary have used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except for one of the application used by Holding Company where audit trail at the database level was enabled from February 10, 2025. Further, during our audit, we and the respective auditor of the above referred subsidiary did not come across any instance of audit trail feature being tampered in respect of accounting software except for instances as stated in the above note. Additionally, the audit trail to the extent it was enabled has been preserved by the Holding Company and the above-referred subsidiary as per the statutory requirements for record retention.

#### For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

# per Sonika Loganey

Partner

Membership Number: 502220 UDIN: 25502220BMLHVZ2246 Place of Signature: Gurugram

Date: May 27, 2025



Annexure 1 referred to in paragraph 1 of our report of even date under section 'Report on other legal and regulatory requirements'

# **Motherson Technology Services Limited ('the Company')**

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the Consolidated Financial Statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

# For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

# per Sonika Loganey

Partner

Membership Number: 502220 UDIN: 25502220BMLHVZ2246 Place of Signature: Gurugram

Date: May 27, 2025



# ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MOTHERSON TECHNOLOGY SERVICES LIMITED

# Report on the Internal Financial Controls 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 Motherson Technology Services Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

# Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on, "the internal financial control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Holding Company'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, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to 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 financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls with reference to consolidated financial statements.

# Meaning of Internal Financial Controls Over Financial Reporting with Reference to these 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 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 Over Financial Reporting with Reference to these 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, the Holding Company, its subsidiary company, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to these Consolidated Financial Statements and such internal financial controls with reference to these Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

# **Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to these Consolidated Financial Statements of the Holding Company, insofar as it relates to the 1 subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditor of such subsidiary incorporated in India.

#### For S.R. Batliboi & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

# per Sonika Loganey

Partner

Membership Number: 502220 UDIN: 25502220BMLHVZ2246 Place of Signature: Gurugram

Date: May 27, 2025



# CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

	Note	As at	As at
	11000	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	619.3	613.9
Capital work in progress	3	1,451.0	677.1
Right of use asset	37	911.5	679.4
Intangible assets	4	54.9	46.1
Intangible assets under development	4	-	1.6
Financial assets			
i. Other financial assets	5	96.2	96.8
Deferred tax assets (net)	6	176.0	133.6
Other non-current assets	8	89.5	90.1
Non-current tax assets (net)	7	164.6	315.0
Total non-current assets		3,563.0	2,653.6
Current assets			
Inventories	9	17.5	15.7
Financial assets			
i. Trade receivables	10	1,759.5	1,812.1
ii. Cash and cash equivalents	11 (a)	177.9	178.0
iii. Bank balances other than (ii) above	11 (b)	0.1	0.1
iv. Other Financial Assets	5	337.1	271.8
Other current assets	12	462.3	429.7
Total current assets		2,754.4	2,707.4
Total assets		6,317.4	5,361.0
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	13	1,116.5	1,116.5
Other Equity			
Reserves and surplus	14	564.0	271.3
Total equity		1,680.5	1,387.8



(All amounts in INR Million, unless otherwise stated)

	Note	As at March 31, 2025	As at March 31, 2024
Liabilities			
Non current liabilities			
Financial Liabilities			
i. Borrowings	15(a)	890.4	558.0
i(a). Lease liabilities	37	369.5	189.9
ii. Other financial liabilities	19	76.7	41.4
Employee benefit obligations	16	516.1	417.8
Other non-current liabilities	17	88.6	82.6
Total non-current liabilities		1,941.3	1,289.7
Current liabilities			
Financial Liabilities			
i. Borrowings	15(b)	374.8	574.8
i(a). Lease liabilities	37	83.7	32.9
ii. Trade payables	18		
total outstanding dues of micro enterprises and small		60.6	178.6
enterprises			
total outstanding dues of creditors other than micro		1,385.9	1,122.4
enterprises and small enterprises			
iii. Employee related payables		327.9	306.1
iv. Other financial liabilities	19	70.6	90.3
Provisions	20	31.5	22.2
Employee benefit obligations	16	39.4	24.5
Other current liabilities	17	308.4	318.9
Current Tax Liabilities (net)		12.8	12.8
Total current liabilities		2,695.6	2,683.5
Total liabilities		4,636.9	3,973.2
Total equity and liabilities		6,317.4	5,361.0
Summary of material accounting policies	2.1		

# The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date

For and on behalf of the Board of

Motherson Technology Services Limited

CIN: U67120MH1985PLC429692

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E / E300005

Laksh Vaaman Sehgal

Director

Director

Director

DIN 00048584

DIN 08391470

PAN ACSPT8411E

per Sonika LoganeyAshish BhagatSurbhi SehgalPartnerChief Financial OfficerCompany SecretaryMembership No: 502220PAN AFIPB5613DPAN CJOPK2696F

Place: Gurugram Place: Noida
Date: May 27, 2025 Date: May 27, 2025



# CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
Revenue from contracts with customers	21(a)	11,362.6	9,489.7
Total revenue from operations		11,362.6	9,489.7
Other income	22	130.7	102.3
Total income		11,493.3	9,592.0
Expenses			
Purchase of stock-in-trade	23(a)	740.7	1,052.9
Changes in inventory of stock in trade	23(b)	(1.8)	(6.5)
Employee benefits expense	24	4,519.5	4,093.5
Finance costs	26	156.4	126.4
Depreciation and amortization expense	25	194.0	170.3
Other expense	27	5,378.5	4,245.2
<b>Total expenses</b>		10,987.3	9,681.8
Profit/ (loss) before tax		506.0	(89.8)
Tax expenses	28		
-Current tax		186.0	30.2
-Adjustment of current tax relating to earlier periods		6.1	5.9
-Deferred tax expense/ (credit)		(29.4)	18.2
Total tax expense/ (credit)		162.7	54.3
<b>Minority Interest</b>		-	
Profit/ (loss) for the year		343.3	(144.1)



(All amounts in INR Million, unless otherwise stated)

	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods			
Net movement on Effective portion of Cash Flow Hedges		(9.6)	-
Income tax effect		2.4	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods			
Remeasurements gains/ (losses) on post-employment benefit obligations	16	(25.8)	(30.7)
Deferred tax credit on remeasurements gains/ (losses) on post- employment benefit obligations	6	9.0	7.9
Foreign currency translation reserve	14	(36.0)	32.5
Other comprehensive income for the year, net of tax		(60.0)	9.7
Total comprehensive income/(loss) for the year, net of tax		283.3	(134.4)
Earnings/ (loss) per share			
Nominal value per share: INR 10/- (Previous year : INR 10/-)			
Basic (INR per share)	29 (a)	3.1	(2.1)
Diluted (INR per share)	29 (b)	3.1	(2.1)
Summary of material accounting policies	2.1		

# The accompanying notes form an integral part of the Consolidated Financial Statements

Date: May 27, 2025

As per our report of even date	For and on behalf of the Board of Motherson Technology Services Limited CIN: U67120MH1985PLC429692				
For <b>S. R. Batliboi &amp; Co. LLP</b> Chartered Accountants Firm registration number: 301003E / E300005	<b>Laksh Vaaman Sehgal</b> Director DIN 00048584	<b>Lata Unnikrishnan</b> Director DIN 08391470	Rajesh Thakur Chief Executive Officer PAN ACSPT8411E		
per Sonika Loganey Partner Membership No: 502220	Ashish Bhagat Chief Financial Officer PAN AFIPB5613D	Surbhi Sehgal Company Secretary PAN CJOPK2696F			
Place: Gurugram	Place: Noida				

Date: May 27, 2025



# STATEMENT OF CHANGES IN EQUITY AS AT MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

# A. Equity share capital

For the year ended March 31, 2025

Equity shares of INR 10/- each issued, subscribed and fully paid	Notes	Numbers	Amount
At April 01, 2024		111,648,653	1,116.5
Issue of share capital	13	-	-
As at March 31, 2025		111,648,653	1,116.5

# For the year ended March 31, 2024

Equity shares of INR 10/- each issued, subscribed and fully paid	Notes	Numbers	Amount
As at April 01, 2023		68,519,062	685.2
Changes in Equity Share capital		-	-
Issue of share capital	13	43,129,591	431.3
As at March 31, 2024		111,648,653	1,116.5

# B. Other equity

# For the year ended March 31, 2025

	Reserves and surplus				Total			
	Note	Securities premium reserve	Reserve on amalgamation	Capital redemption reserve	Foreign currency translation reserve	Cash flow hedge	Retained earnings	
At April 01, 2024	14	1,054.4	0.1	80.0	70.4	-	(933.7)	271.2
Profit for the year		-	-	-	-	-	343.3	343.3
Other comprehensive loss		-	-	-	(36.0)	(7.2)	(16.8)	(60.0)
Total comprehensive income for the year		-	-	-	(36.0)	(7.2)	326.5	283.3
Additions during the year								
Issue of equity shares, net of transaction costs		-	-	-	-	-	-	-
Retained Earning - other addition/ (deletion)		-	-	-	-	-	9.5	9.5
As at March 31, 2025		1,054.4	0.1	80.0	34.4	(7.2)	(597.7)	564.0



(All amounts in INR Million, unless otherwise stated)

# For the year ended March 31, 2024

	Reserves and surplus				Total			
	Note	Securities premium reserve	Reserve on amalgamation	Capital redemption reserve	Foreign currency translation reserve	Cash flow hedge	Retained earnings	
As at April 1, 2023	14	758.0	0.1	80.0	37.9	-	(747.3)	128.8
Loss for the year		-	-	-	-	-	(144.1)	(144.1)
Other comprehensive income (Refer note 16)		-	-	-	32.5	-	(22.8)	9.7
Total comprehensive income for the year		-	-	-	32.5	-	(166.9)	(134.4)
Additions during the year								
Issue of equity shares, net of transaction costs		296.4	-	-	-	-	-	296.4
Retained earnings -other deduction/(deletion)		-	-	-	-	-	(19.5)	(19.5)
As at March 31, 2024		1,054.4	0.1	80.0	70.4	-	(933.7)	271.3

Summary of material accounting policies

2.1

# The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date

For and on behalf of the Board of **Motherson Technology Services Limited** CIN: U67120MH1985PLC429692

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E / E300005

per Sonika Loganey

Partner

Membership No: 502220

Place: Gurugram Date: May 27, 2025 Laksh Vaaman Sehgal Director

Ashish Bhagat Chief Financial Officer

DIN 00048584

PAN AFIPB5613D

Place: Noida Date: May 27, 2025 Lata Unnikrishnan Rajesh Thakur

Director DIN 08391470

Surbhi Sehgal Company Secretary PAN CJOPK2696F Rajesh Thakur Chief Executive Officer PAN ACSPT8411E



# CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

(All amounts in INR Million, unless otherwise stated)

	(* *** ******	For the	For the
		year ended	year ended
		March 31, 2025	March 31, 2024
<u>A.</u>	Cash flow from operating activities:	Water 51, 2025	Water 51, 2024
110	Profit/ (loss) before tax	506.0	(89.8)
	Adjustments to reconcile profit before tax to net cash flows:	500.0	(07.0)
	Depreciation & amortisation expense	194.0	170.3
	Gain on disposal of property, plant & equipment (net)	(0.3)	(0.2)
	Provisions written back to the extent no longer required	(31.6)	(38.8)
	Provision for expected credit losses	0.1	7.4
	Provision for old deposit and advances	4.0	9.6
	Interest income	(20.0)	(13.0)
	Finance cost	156.4	126.4
	Fair value gain on financial instruments at fair value through profit or loss (FVTPL)	-	(30.1)
	Unrealised foreign exchange loss (net)	(36.0)	7.2
	Change in working Capital:		
	Increase/(decrease) in trade Payables	167.3	469.8
	Increase/(decrease) in other financial liabilities	15.6	49.9
	Increase/(decrease) in short term provisions	(1.6)	(36.8)
	Increase/(decrease) in long term provisions	98.3	85.9
	Increase/(decrease) in other current liabilities	(10.5)	0.1
	Increase/(decrease) in other non current liabilities	6.0	8.1
	(Increase)/decrease in trade receivables	84.1	(437.2)
	(Increase)/decrease in inventories	(1.8)	(6.5)
	(Increase)/decrease in other financial assets	(79.0)	10.5
	(Increase)/decrease in non current financial assets	0.6	(3.0)
	(Increase)/decrease in other current assets	(32.6)	(64.5)
	(Increase)/decrease in other non current assets	0.6	(0.5)
		1,019.6	224.8
	- Income Tax paid (net of refund)	(35.7)	(141.5)
	Net cash flow from operating activities	983.9	83.3
В.	Cash flow from Investing activities:		
	Purchase of property, plant and equipment, CWIP	(880.8)	(660.3)
	Purchase of intangible assets	(27.2)	(35.6)
	Proceeds from maturity of deposits (net) (maturity > 3m)	-	222.1
	Proceeds from sale of property, plant and equipment	0.8	0.6
	Interest received (finance income)	20.1	12.9
	Net cash used in investing activities	(887.1)	(460.3)



(All amounts in INR Million, unless otherwise stated)

			For the	For the
			year ended	year ended
			March 31, 2025	March 31, 2024
C.	Cash flow from financing activities:			
	Loan taken/(repaid) from related parties (net)		213.0	310.0
	Interest paid		(126.9)	(108.4)
	Proceeds of non-current borrowings		294.4	152.2
	Proceed/ (Repayment) of non-current borrowings		-	(356.7)
	Unpaid dividend transferred to Investor Education Provident Fund		-	(0.1)
	Proceed/ (Repayment) of current borrowings		(375.0)	(326.0)
	Proceeds from share allotment		-	743.4
	Payment of principal portion of lease liabilities		(103.7)	(71.4)
	Net cash flows from financing activities		(98.2)	343.0
	Net Increase/(Decrease) in Cash and Cash Equivalents		(1.4)	(34.0)
	Net foreign exchange difference		1.3	(0.9)
	Cash and cash equivalents at the beginning of the year		178.0	212.9
	Cash and cash equivalents at year end		177.9	178.0
	Cash and cash equivalents comprise of the following:			
	Cash on Hand	11a	0.1	0.1
	Funds in transit	11a	4.2	-
	Balances with banks	11a	173.6	177.9
	Total		177.9	178.0
	Summary of material accounting policies	2.1		

#### **Notes:**

- i) The above Cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard-7, "Statement of Cash Flows".
- ii) Figures in brackets indicate cash outflow.

# The accompanying notes form an integral part of the Consolidated Financial Statements

As per our report of even date	For and on behalf of the Board of <b>Motherson Technology Services Limited</b> CIN: U67120MH1985PLC429692					
For <b>S. R. Batliboi &amp; Co. LLP</b> Chartered Accountants Firm registration number: 301003E / E300005	<b>Laksh Vaaman Sehgal</b>	<b>Lata Unnikrishnan</b>	Rajesh Thakur			
	Director	Director	Chief Executive Officer			
	DIN 00048584	DIN 08391470	PAN ACSPT8411E			
per Sonika Loganey	Ashish Bhagat	Surbhi Sehgal				
Partner	Chief Financial Officer	Company Secretary				
Membership No: 502220	PAN AFIPB5613D	PAN CJOPK2696F				
Place: Gurugram Date: May 27, 2025	Place: Noida Date: May 27, 2025					



## 1 Corporate Information

The consolidated financial statements comprise financial statements of Motherson Technology Services Limited (MTSL or 'the Company' or 'Holding) and its subsidiaries (hereinafter collectively referred to as 'the Group') for the year ended March 31, 2025. The Group was incorporated and domiciled in India on April 15, 1985 and specializes in Software Development, Engineering & Design. The address of its registered is office unit 705, C wing, One BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Bandra (East), Mumbai, Mumbai - 400051, Maharashtra, India. The Group is an IT and Engineering Design services Group with a global footprint providing Consulting and Outsourcing services. The Group comprises Motherson Technology Services Limited and its 9 subsidiaries located in India, USA, Germany, Singapore ,Japan, UAE and Spain.

The name of the Group has been changed form "MothersonSumi Infotech & Designs Limited" to "Motherson Technology Services Limited" w.e.f. May 19, 2022.

The consolidated financial statements were authorized for issue in accordance with resolution of the Board of Directors on May 27, 2025.

## 2.1 Material accounting policies

## (a) (i) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statement.

The consolidated financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value or revalued amount:

- Derivative financial instruments, (refer note 32)
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments (refer note 31)), and
- Defined benefit plans plan assets measured at fair value (refer note 16)

The consolidated financial statements are presented in INR and all values are rounded to the nearest millions (INR 000,000) with single decimal, except when otherwise indicated.

## New and amended standards and interpretations

The Group applied for the first time certain standards or amendments which are effective for annual periods beginning on or after April 1, 2023.

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1 April 2023.

# (i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

These amendments have no significant impact on the financial statements of the Group.



# (ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.

# (iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases.

The Group previously recognised for deferred tax on leases on a net basis. As a result of these amendments, the Group has recognised a separate deferred tax asset in relation to its lease liabilities and a deferred tax liability in relation to its right-of-use assets. Since, these balances qualify for offset as per the requirements of paragraph 74 of Ind AS 12, there is no impact in the balance sheet. There was also no impact on the opening retained earnings as at 1 April 2023.

Apart from these, consequential amendments and editorials have been made to other Ind AS like Ind AS 101, Ind AS 102, Ind AS 103, Ind AS 107, Ind AS 109, Ind AS 115 and Ind AS 34."

## (a) (ii) Principles of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like item of assets, liabilities, equity, income expense and cashflows. Intergroup transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Business combinations policy explains how to account for any related goodwill.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a subsidiary uses accounting policies other than those adopted in



the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that subsidiary's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent group, i.e., year ended on March 31, 2024. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

## (b) Presentation of financial statements

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, in addition to having an unconditional legally enforceable right to offset the recognised amounts without being contingent on a future event, the parties also intend to settle on a net basis in all of the following circumstances:

- The normal course of business
- ii) The event of default
- iii) The event of insolvency or bankruptcy of the Group and/or its counterparties

# (c) Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.



Deferred tax assets and liabilities are classified as non-current assets and liabilities.

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

## (d) Foreign currencies

Functional and presentation currency

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 (INR), which is the group's functional and presentation currency.

# Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in other comprehensive income if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Foreign exchange differences regarded as an adjustment to borrowing cost are presented in the Statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the Statement of profit and loss on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments (other than investment in subsidiaries, joint ventures and associates) held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments (other than investment in subsidiaries, joint ventures and associates) classified as FVOCI are recognised in other comprehensive income.

#### Group companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are



recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate. All resulting exchange differences are recognised in other comprehensive income.

# (e) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 2.2.

However, Goods and Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

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

Trading of hardware and software

Revenue from trading of hardware and software is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the product.

The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of hardware and software, the Group considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

The revenue from support services associated with the sale of hardware and software, which forms a separate performance obligation than the sale of hardware and software itself, is recognised by the Group over the period of time as and when the services are rendered to the customers.

Revenue from licenses where the customer obtains a "right to use" the licenses is recognised at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognised over the access period.

# Variable consideration

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Contracts for the sale of hardware and software provide customers with a customary right of return in case of defects, quality issues etc. The rights of return give rise to variable consideration.

#### Rendering of services

Revenue from sale of services are recognised over the period of time to the extent the related services are rendered as per the respective agreements as and when the customer consumed the benefits provided to them.



Revenue on time-and-material and unit of work-based contracts, are recognized as the related services are performed. Fixed-price maintenance revenue is recognized ratably either on a straight-line basis when services are performed through an indefinite number of repetitive acts over a specified period or ratably using a percentage-of completion method when the pattern of benefits from the services rendered to the customer and Group's costs to fulfil the contract is not even through the period of contract because the services are generally discrete in nature and not repetitive. Revenue from other fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time is recognized using the percentage-of-completion method. The revenue from the last invoicing to the report date is recognised as unbilled revenue. Efforts or costs expended are used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the term of the contracts and are recognized in net profit in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

In arrangements for bundled contracts, the Group has applied the revenue recognition criteria for each distinct performance obligation. The arrangements with the customers generally meet the criteria for considering goods and related services as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of the contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where it is unable to determine the standalone selling price, the Group uses the expected cost plus margin approach in estimating the standalone selling price.

#### Significant financing component

Generally, the Group receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Group does not adjust the promised amount of consideration for the effects of a significant financing component; if it expects at contract inception that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be less than one year.

### Warranty obligations

The Group typically has to re-work over the delivered services if required by the customers or deliveries don't need the specifications of the customers. These are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

# Principal versus agent considerations

In instances when revenue is derived from sales of third-party vendor services, material or licenses, revenue is recorded on a gross basis when the Group is a principal to the transaction and net of costs when the group is acting as an agent between the customer and the vendor. Several factors are considered to determine whether the group is a principal or an agent, most notably being group control the goods or service before it is transferred to customer, latitude in deciding the price being charged to customer. Revenue is recognized net of discounts and allowances, value- added and service taxes, and includes reimbursement of out-of-pocket expenses, with the corresponding out-of-pocket expenses included in cost of revenues.

# Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary



course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Trade receivables are disclosed in Note 10.

#### Contract assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

#### **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. Contract Liabilities are disclosed in Note 17 as Advances received from customers.

#### **Impairment**

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

#### (f) Other income

# Interest

Interest is recognised using the effective interest rate (EIR) method, as income for the period in which it occurs. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group 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.

#### **Rental Income**

Rental income under operating leases is accounted for on a straight-line basis over the lease terms unless the receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases and is included in other income in the statement of profit and loss.

#### Dividend

Dividend income is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.



Other items of income

- Income from scrips are recognised on grant of authorisation on market/recoverable value.
- Other items of income are accounted as and when the right to receive arises.

# (g) Income tax

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

#### **Current income tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group's subsidiaries operate and generate taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group shall reflect the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

#### Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred tax liabilities are not recognised:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in
  a transaction that is not a business combination and, at the time of the transaction, affects neither the
  accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and
  interests in joint ventures, when the timing of the reversal of the temporary differences ("outside-basis
  differences") can be controlled and it is probable that the temporary differences will not reverse in the
  foreseeable future

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.



Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

## (h) Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration is considered as lease.

# Group as a Lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

## i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Assets type	Years
Land	90 Years
Vehicles	4-5 Years
Building	3-6 Years

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (i) Impairment of non-financial assets.

#### ii) Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

Lease liabilities, which separately shown in the financial statement are measured initially at the present value of the lease payments. Subsequent measurement of a lease liability includes the increase of the carrying amount to reflect interest on the lease liability and reducing (while affecting other comprehensive income) the carrying amount to reflect the lease payments made. In addition, the carrying amount of



lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments.

# iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of building (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

# (i) Impairment of non-financial assets

The Group 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 Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (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 or Groups of assets. 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.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

Goodwill is tested for impairment annually as on March 31 and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.



Intangible assets with indefinite useful lives are tested for impairment annually at the end of the financial year at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

The Group assesses where climate risks could have a significant impact, such as the introduction of emission-reduction legislation that may increase costs. These risks in relation to climate-related matters are included as key assumptions where they materially impact the measure of recoverable amount, These assumptions have been included in the cash-flow forecasts in assessing value-in-use amounts.

## (j) Cash and cash equivalents

Cash and cash equivalents include cash on hand, cash at banks and short term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

# (k) Inventories

Stock in trade are stated at the lower of cost and net realisable value.

Cost of traded goods comprise cost of purchase and is determined after rebate and discounts. Cost of finished goods comprises direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are determined on first-in-first out basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

# (l) Financial instruments

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

#### Financial assets

#### Initial recognition and measurement

Financial assets are classified, at initial recognition and subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (e) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables



that do not contain a significant financing component are measured at the transaction price determined under Ind AS 115.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

# Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in three categories:

- Debt instruments at amortised cost
- Debt instruments and derivatives at fair value through profit or loss (FVTPL)
- · Equity instruments at cost

#### Debt instruments at amortised cost

This category is the most relevant to the Group. A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

# **Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income in statement of profit and loss using the EIR method.

#### **Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a



measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

# Equity investments at cost

All equity investments in subsidiaries in scope of Ind AS 109 are measured at cost in accordance with option provided under Ind AS 27.

# Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

• The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

### Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18
- d) Loan commitments which are not measured as at FVTPL
- e) Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12- month ECL is used to provide for impairment loss. However, if credit risk



has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables:
   ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability. Debt instruments measured at FVTOCI: For debt instruments measured at FVOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the 'accumulated impairment amount.

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

# Financial liabilities

# Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives as appropriate.

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

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

#### Subsequent measurement

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

# Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.



Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to statement of profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

## Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings."

# Derecognition

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

#### Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. 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 model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

# Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of The Group or the counterparty."



# (m) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. 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 Group.

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 Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised 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 recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets and liabilities, if any. At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies.

For the purpose of fair value disclosures, the Group 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.



This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions (note 2.2, 31 and 32)
- Quantitative disclosures of fair value measurement hierarchy (note 31)
- Financial instruments (including those carried at amortised cost) (note 5, 10, 11, 15, 18, 19, 31, 32 and 37)

# (n) Derivative financial instruments

# Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to statement of profit and loss when the hedge item affects profit and loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

#### (o) Property, Plant and equipment

Property, Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Capital work in progress are stated at cost, net of accumulated impairment losses, if any. Such cost includes expenditure that is directly attributable to the acquisition of the items and the cost of replacing part of the plant and equipment and borrowing costs on qualifying assets if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised.

On transition to Ind AS, the Group elected to continue with the carrying value of all its property, plant and equipment recognised as at April 1, 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

# Depreciation methods and useful lives



Depreciation is calculated using the straight-line method over estimated useful lives of the assets:

	Useful lives (years)			
Assets	Indian entities*	Overseas entities		
Leasehold improvements	Over the period of	f lease or useful life,		
	whichev	er is lower		
Vehicles	4 years	Not applicable		
Plant and machinery	10 years	Not applicable		
Office equipment	5 years	6 years		
Buildings	30 years	Not applicable		
Computers hardware	3 years	3 years		
Computers network	3 years	5 years		
Furniture & fixtures	6 years	3 years		

<sup>\*</sup>Useful life of certain assets are different than the life prescribed under Schedule II to the Companies Act, 2013 and those has been determined based on technical evaluation by the management. 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.

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

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

# (p) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated a amortisation and accumulated impairment losses.

The useful live of intangible assets is 3 years.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation 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 amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

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

On transition to Ind AS, the Group elected to continue with the carrying value of all its intangible assets recognised as at April 1, 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.



#### Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill has indefinite useful life. Goodwill is not amortised 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 Groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments

# Intangible (Software) costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset. During the period of development, the asset is tested for impairment annually.

# (q) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

# (r) Provisions and contingent liabilities

#### **Provisions**

Provisions for legal claims and services rework are recognised when the Group has a present (legal or constructive) obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.



When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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 recognised as a finance cost.

#### Provision for onerous contracts

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The Group at the end of every reporting period conducts the onerous contract test per the provisions of Ind AS 37 by comparing the remaining costs to be incurred under the contract with the related revenue of the contract. Where the costs of a contract exceed the related revenue of the contract, the Group makes a provision for the difference.

# **Contingent Liabilities**

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

# (s) Employee benefits

# Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

In respect of the companies incorporated in India

# Provident Fund & Employee State Insurance

Contribution towards provident fund and employee state insurance for employees is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis. The Group recognizes contribution payable to the provident fund scheme as expenditure in the statement of profit and loss, when an employee renders the related service.

#### Gratuity

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

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The



present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Past-service costs are recognised immediately in statement of profit and loss.

## Compensated Absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in statement of profit or loss in the period in which they arise. Past-service costs are recognised immediately in statement of profit and loss.

In respect of the companies incorporated outside India

# Pension provisions

Companies within the Group operate various pension schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds. The Group has both defined benefit and defined contribution plans.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past-service costs are recognised immediately in statement of profit or loss.

When a settlement or a curtailment occurs, the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss is recognised in the statement of profit or loss during the period in which the settlement or curtailment occurs.



The value of a net pension benefit asset is restricted to the present value of any amount the Group expects to recover by way of refunds from the plan or reductions in the future contributions after considering any legal or contractual minimum funding requirements. The minimum funding requirements stipulate a minimum amount or level of contributions that must be made to a plan over a given period and may limit the ability of the entity to reduce future contributions and considered respectively in determining the economic benefit from the plan.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

# (t) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

# (u) Segment

Operating segments are reported in a manner consistent with the internal reporting to the chief operating decision maker "CODM". The CODM is responsible for allocating resources and assessing performance of the operating segments. The Group has monthly review and forecasting procedure in place. Refer Note 33 of the financial statement.

# (v) Earnings per share

# (i) Basic earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue that have changed the number of equity shares outstanding, without a corresponding change in resources.

# (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## 2.2 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, 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 amount of assets or liabilities affected in future periods.



## **Judgements**

In the process of applying the Group's accounting policies, there are no significant judgements established by the management.

# 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 change or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

# (i) Useful life of property, plant and equipment and intangible assets

The Group uses its technical expertise along with historical and industry trends for determining the economic life of an asset/component of an asset. The useful lives are reviewed by management periodically and revised, if appropriate. In case of a revision, the unamortised depreciable amount is charged over the remaining useful life of the assets.

# (ii) Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment defined benefits are determined using actuarial valuations. An actuarial valuation involves various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Further details about gratuity obligations are given in Note 16 of the financial statement.

#### (iii) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the nature of business differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

# (iv) Percentage completion of recognition of revenue

The Group uses the percentage-of-completion method in accounting for 'unbilled revenue' from contract with customers. Use of the percentage-of-completion method requires the Group to estimate the services performed to date as a proportion of the total services to be performed.

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



Notes to the consolidated Ind AS financial statements for the year ended March 31, 2025 (All amounts in INR Rupee, unless otherwise stated)

## 3. Property plant and equipment

Particulars	Leasehold	Buildings	Plant and	Furniture and	Office	Computer	Computer	Total	Capital work-
	Improvements	_	Machinery	fixtures	equipments	hardware	network		in-progress
Gross block									
As at April 01, 2023	2.1	533.7	72.5	51.7	87.4	313.1	83.7	1,144.2	57.3
Additions	2.7	-	3.6	1.6	2.5	15.4	15.2	41.0	657.9
Disposals/ deletion	-	-	-	(0.7)	(0.3)	(19.0)	-	(20.0)	(38.1)
Exchange differences	-	-	-	(0.4)	(0.1)	0.6	-	0.1	-
As at March 31, 2024	4.8	533.7	76.1	52.2	89.5	310.1	98.9	1,165.3	677.1
Addition	-	-	3.0	7.7	6.2	65.6	25.0	107.5	880.7
Disposals/ deletion	-	-	-	(0.2)	(3.8)	(0.3)	-	(4.3)	(106.8)
Exchange differences	0.1	-	-	(0.1)	0.2	1.4	-	1.5	-
As at March 31, 2025	4.9	533.7	79.1	59.6	92.1	376.8	123.9	1,270.0	1,451.0
Depreciation and impairment									
As at April 01, 2023	1.4	59.2	21.2	25.6	50.4	235.7	61.1	454.6	-
Depreciation charge during the year	0.6	19.0	5.6	6.8	18.4	50.0	15.8	116.2	-
Disposals/ deletion	-	-	-	(0.7)	(0.3)	(18.6)	-	(19.6)	-
Exchange differences	-	-	-	(0.3)	(0.1)	0.6	-	0.2	-
As at March 31, 2024	2.0	78.2	26.8	31.4	68.4	267.7	76.9	551.4	-
Depreciation charge during the year	1.2	19.0	6.1	7.0	13.1	38.0	17.1	101.5	-
Disposals/ deletion	-	-	-	(0.2)	(3.4)	(0.2)	-	(3.8)	-
Exchange differences	-	-	-	0.2	-	1.4	-	1.6	-
As at March 31, 2025	3.2	97.2	32.9	38.4	78.1	306.9	94.0	650.7	-
Net book value									
As at March 31, 2025	1.7	436.5	46.2	21.2	14.0	69.9	29.9	619.3	1,451.0
As at March 31, 2024	2.8	455.5	49.3	20.8	21.1	42.4	22.0	613.9	677.1

- (i) Property, plant and equipment pledged as security: Refer note 35 for information on property plant and equipment pledged as security by the Group.
- (ii) Contractual obligations: Refer note 36 for disclosure on contractual commitments for the acquisition of property, plant and equipment.
- (iii) During the year ended March 31, 2025, the Group has capitalised borrowing cost amounting to INR 6.46 millions (March 31, 2024 : INR 15.3 million) in qualifying asset. Borrowing cost were capitalised at weighted average rate of its general borrowing of 8.26% (March 31, 2024 : 8.68%).

Net book value	March 31, 2025	March 31, 2024
Property, plant and equipment	619.3	613.9
Capital work-in-progress	1,451.0	677.1

#### Captial work in progess (CWIP) ageing schedule

#### As at March 31, 2025

Description		Total			
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	789.2	612.3	36.1	13.4	1,451.0
Projects temporarily suspended	-	-	-	-	-
Total	789.2	612.3	36.1	13.4	1,451.0

#### Details of CWIP whose completion is overdue or exceeded the cost compared to its original plan as at March 31, 2025

On account of various changes in designs, delay in approvals from governmental authorities and various restrictions due to COVID-19 over the past 4 years, the management estimates that the completion of construction of the building at sector 156 Noida will be completed by March 2026. As per Lease agreement with Noida Authority project was to be completed by March 2024. The Group has filed for an extension with Noida Authority in April 2025.

#### As at March 31, 2024

Description		Total			
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	627.6	36.1	13.4	-	677.1
Projects temporarily suspended	-	-	-	-	-
Total	627.6	36.1	13.4	-	677.1

Details of CWIP whose completion is overdue or exceeded the cost compared to its original plan and as at March 31, 2024:

On account of various changes in designs, delay in approvals from governmental authorities and various restrictions due to COVID-19 over the past 3 years, the management estimates that the completion of construction of the building at sector 156 Noida will be completed by March 2026. As per Lease agreement with Noida Authority project was to be completed by March 2024. The Group has filed for an extension with Noida Authority in February 2024 and received extension upto March 2025.



# 4. Intangible assets

Particulars	Software*	Goodwill	Total	Intangible asset
				under development
At cost				
Gross block				
As at April 01, 2023	203.4	10.4	213.8	1.6
Additions	35.2	-	35.2	-
Addition on account of acquisition	-	-	-	-
Exchange differences	-	0.1	0.1	-
As at March 31, 2024	238.6	10.5	249.1	1.6
Addition	28.7	-	28.7	(1.6)
Exchange differences	(0.3)	0.2	(0.1)	-
As at March 31, 2025	267.0	10.7	277.7	-
Amortisation				
As at April 01, 2023	191.2	1.5	192.7	-
Amortisation for the year	10.6	-	10.6	-
Exchange differences	(0.3)	-	(0.3)	-
As at March 31, 2024	201.5	1.5	203.0	-
Amortisation for the year	20.0	-	20.0	-
Exchange differences	(0.2)	-	(0.2)	-
As at March 31, 2025	221.3	1.5	222.8	-
Net book value				
As at March 31, 2025	45.7	9.2	54.9	-
As at March 31, 2024	37.1	9.0	46.1	1.6

<sup>\*</sup> Represents purchased intangible assets

Net book value	March 31, 2025	March 31, 2024
Software	45.7	37.1
Goodwill	9.2	9.0
Intangible asset under development	-	1.6

# (a) Intangible asset under development (IAUD) ageing schedule

## As at March 31, 2025

Description	A	Amount in IAUD for a period of				
	Less than 1-2 years 2-3 years More than 1 year 3 years					
Projects in progress	-	-	-	-	-	
Projects temporarily suspended	-	-	-	-	-	
Total	-	-	-	-	-	

## As at March 31, 2024

Description	A	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Projects in progress	- 5 -	-	1.6	-	1.6	
Projects temporarily suspended	-	-	-	-	-	
Total	-	-	1.6	-	1.6	



## 5. Other financial assets

Financial instruments at amortised cost (unless otherwise stated)	As March 3		As March 3	
	Current	Non- current	Current	Non- current
Security deposits - Considered good, unsecured				
- with related parties (refer note 34)	40.1	35.1	15.2	60.5
- with others	1.3	47.7	4.5	17.0
- considered doubtful	-	-	-	2.2
Less: Provision for doubtful deposits	-	-	-	(2.2)
Other financials assets at amortised cost (unless otherwise stated), considered good				
Unbilled Revenue	288.8	-	234.1	-
Derivative assets*	3.2	-	12.8	-
Advance recoverables	0.5	-	0.3	-
Deposits with maturity for more than 12 months	-	4.4	-	5.5
Deposits with bank held as margin for issue of guarantees	-	9.0	-	13.8
Interest receivable	-	-	0.1	-
Others	12.3	-	10.0	-
Less: Provision	(9.1)	-	(5.2)	-
Total	337.1	96.2	271.8	96.8

<sup>\*</sup> Derivative assets measured at fair value through Other comprehensive loss.

## Unbilled revenue ageing schedule

# As at March 31, 2025

Description	Aı	Amount of unbilled revenue for a period of				
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Unbilled revenue	288.8	-	-	-	-	288.8
Total	288.8	-	-	-	-	288.8

# As at March 31, 2024

Description	Aı	Amount of unbilled revenue for a period of				
	Not due	Not due Less than 1 year 1-2 years 2-3 years More than 3 years				
Unbilled revenue	234.1	-	-	-	-	234.1
Total	234.1	-	-	-	-	234.1



# 6. Deferred tax assets (Net)

	As at April 01, 2024	Charge/ (credit) to Statement of Profit and Loss	Charge/ (credit) to other comprehensive	As at March 31, 2025
			income	
Property, plant and equipment and intangible assets	(11.6)	6.2	-	(17.8)
Derivatives	(3.2)	-	(2.4)	(0.8)
Total deferred tax liabilities	(14.8)	6.2	(2.4)	(18.6)
Set-off of deferred tax assets pursuant to set-off				
provisions				
Allowance for doubtful debts - trade receivables	25.2	2.6	-	22.6
Lease liabilities	(3.2)	1.9	-	(5.1)
Security deposits	4.5	(3.7)	-	8.2
Employee benefit obligations	88.9	(21.0)	(9.0)	118.9
Brought forward losses	30.6	(13.5)	-	44.1
Provision for old deposit and advances	2.4	(1.0)	-	3.4
Others	-	(2.5)	-	2.5
Total deferred tax assets	148.4	(37.2)	(9.0)	194.6
Deferred tax assets (net)	133.6	(31.0)	(11.4)	176.0

	As at April 01, 2023	Charge/ (credit) to Statement of Profit and Loss	Charge/ (credit) to other comprehensive	As at March 31, 2024
		110mv unu 2000	income	
Property, plant and equipment and intangible assets	(10.1)	1.5	-	(11.6)
Derivatives	-	3.2	-	(3.2)
Total deferred tax liabilities	(10.1)	4.7	-	(14.8)
Set-off of deferred tax assets pursuant to set-off				
provisions				
Allowance for doubtful debts - trade receivables	29.2	4.0	-	25.2
Lease liabilities	0.4	3.6	-	(3.2)
Security deposits	0.7	(3.8)	-	4.5
Employee benefit obligations	67.3	(13.7)	(7.9)	88.9
Brought forward losses	51.3	20.7	-	30.6
Provision for old deposit and advances	-	(2.4)	-	2.4
Others	0.7	0.7	-	-
Derivatives	4.4	4.4		-
Total deferred tax assets	154.0	13.5	(7.9)	148.4
Deferred tax assets (net)	143.9	18.2	(7.9)	133.6

## Note:

- 1. Deferred tax assets and deferred tax liabilities have been offset to the extent they relate to the same governing taxation laws.
- 2. In view of the Group's past financial performance and future profit projections, the Group expects that it shall generate sufficient future taxable income to fully recover the deferred tax assets.



## Expiry dates of unused tax losses:

Period/ Year ending	As of 31 March 2025	As of 31 March 2025 tax impact @ 25.168%	As of 31 March 2024	As of 31 March 2024 tax impact @ 25.168%
2024-25	-	-	-	-
2025-26	-	-	1.9*	0.5
2026-27	-	-	-	-
2027-28	-	-	-	-
2028-29	-	-	_	-
2029-30	-	-	-	-
2030-31	-	-	-	-
2031-32	-	-	_	-
2032-33				
Total	-	-	1.9	0.5

<sup>\*</sup>Pertains to long term capital loss for the financial year 2017-18, not available to carry forward on account of Section 79 of the Income Tax Act, 1960 applicable on the company for change in shareholding of more than 51% during the PY.

# 7. Non-current tax assets (Net)

	March 31, 2025	March 31, 2024
Non-current tax assets (net)	164.6	315.0
Total	164.6	315.0

<sup>\*</sup> Includes INR 16.9 million interest on income tax refund, which is withheld by income tax department on account of stay of demand for assessment year 2016-17 & also Includes INR 14.3 million paid on account of stay of demand order for assessment year 2018-19.

## 8. Other non-current assets

(Unsecured, considered good, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Prepaid expenses	89.5	90.1
Total	89.5	90.1

## 9. Inventories

	As at	As at
	March 31, 2025	March 31, 2024
Stock-in-trade (in respect of goods acquired for trading) (at lower of cost and net realisable value)*	17.5	15.7
Total	17.5	15.7

<sup>\*</sup>includes computer equipments and hardware.

<sup>\*</sup> Includes INR 6.51 million paid on account of stay of demand order for assessment year 2020-21.



#### 10. Trade receivables

	As at	As at
	March 31, 2025	March 31, 2024
Considered good - Unsecured		
- Related Party (refer note 34)	1,242.6	1,248.2
- Others	516.9	563.9
Trade Receivables – credit impaired	104.9	133.5
Sub-Total	1,864.4	1,945.6
Less: Allowance for expected credit losses	(104.9)	(133.5)
Total Trade Receivables	1,759.5	1,812.1

The receivables are also due from firms or private Companies respectively in which any director is a partner, a director or a member amounting to INR 28.39 million (March 31, 2024; 121.10 million). Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

In determining the allowances for credit losses of trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on past provision. Past provision takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due.

## (a) Trade Receivables ageing schedule

#### As at March 31, 2025

Description	Current	Outstandin	Outstanding for following periods from due date of payment				Total
	but not due	Less than	6 months -	1-2 years	2-3 years	More than	
		6 months	1 year			3 years	
(i) Undisputed Trade receivables – considered good	1,045.1	692.9	18.9	2.5	0.1	-	1759.5
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	11.8	20.5	16.7	37.9	86.9
(iv) Disputed Trade Receivables— considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	0.1	1.5	14.9	1.5	18.0
Total	1,045.1	692.9	30.8	24.5	31.7	39.4	1,864.4



# As at March 31, 2024

Description	Current	Outstandin	g for followi	ng periods fr	om due date	of payment	Total
	but not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	1,011.2	736.4	64.5	-	-	-	1,812.1
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	26.9	40.7	5.5	20.5	93.6
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	13.9	0.6	25.4	39.9
Total	1,011.2	736.4	91.4	54.6	6.1	45.9	1945.6

# (b) Movement in the allowance for expected credit losses

	As at	As at
	March 31, 202	5   March 31, 2024
At the beginning of the year	133	.3 144.0
Provision for expected credit losses		
Addition during the year	20	.5 53.9
Bad debt during the year		- (15.9)
Deletion during the year	(48.9	9) (48.7)
At the end of the year	104	.9 133.3



# 11. (a) Cash and cash equivalents \*

	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- in current accounts	168.2	151.0
- in Cash Credit accounts	5.4	26.9
Funds in transit	4.2	-
Cash on hand	0.1	0.1
Total	177.9	178.0

<sup>\*</sup> There are no repatriation restrictions with regards to cash and cash equivalents as at the end of the reporting year and previous year.

# Changes in liabilities arising from financing activities

Particulars	April 01, 2024	Cash flows	New leases	Other	March 31, 2025
Current borrowings	574.8	(200.0)	-	-	374.8
Non- current borrowings	558.0	332.4	-	-	890.4
lease liabilities (refer note 37)	222.8	(81.8)	286.7	24.9	452.6
Total liabilities from financing activities	1,355.6	50.6	286.7	24.9	1,717.8

Particulars	April 01, 2023	Cash flows	New leases	Other	March 31, 2024
Current borrowings	1,148.8	(574.0)	-	-	574.8
Non- current borrowings	204.5	353.5	-	-	558.0
lease liabilities (refer note 37)	192.1	(49.0)	66.3	13.4	222.8
Total liabilities from financing activities	1,545.4	(269.5)	66.3	13.4	1,355.6

# 11. (b) Other bank balances

	As at March 31, 2025	As at March 31, 2024
Unpaid dividend account	0.1	0.1
Total	0.1	0.1



## 12. Other current assets

(Unsecured, considered good, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Advances recoverable		
Related parties (refer note 34)	0.7	-
Others	44.5	57.7
Advance tax	-	-
Prepaid expenses	329.3	277.9
Balances with government authorities	87.8	94.1
Total	462.3	429.7

# 13. Share Capital

	As at March 31, 2025	As at March 31, 2024
Authorised:		
134,000,000 (March 31, 2024: 134,000,000) Equity shares of INR.10/- each	1,340.0	1,340.0
8,000,000 (March 31, 2024: 8,000,000) Preference Shares of INR.10/- each	80.0	80.0
Issued, Subscribed and fully Paid up:		
111,648,653 (March 31, 2024: 111,648,653) Equity shares of INR.10/each	1,116.5	1,116.5
Total	1,116.5	1,116.5

# a. Movement in equity share capital

	Numbers	Amount
As at April 01, 2023	68,519,062	685.2
Issued during the year*	43,129,591	431.3
As at March 31, 2024	111,648,653	1,116.5
Issued during the year	-	-
As at March 31, 2025	111,648,653	1,116.5

<sup>\*</sup>During the Previous year, the Company has issued right shares to its existing shareholders.



#### b. Rights, preferences and restrictions attached to equity shares

The Company currently has only one class of equity shares having a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share held. The Company declares and pays dividend in Indian Rupees. The dividend, if proposed by the Board of Director, is subject to the approval of the shareholder in the Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## c. Issue of shares on rights issue basis

On February 09 2024, the Board of Directors of the company approved the issue of equity shares on rights basis to the existing equity shareholders of the Company whose name stands in the Register of Members as on February 09, 2024, in proportion to their existing shareholding.

On March 28, 2024 the Board of Directors approved the allotment of 4,31,29,591 (Four Crore Thirty One Lac Twenty-Nine Thousand Five Hundred and Ninety-One) Equity Shares of face value of INR 10/- each, at a premium of INR 6.87/- per share, aggregating to INR 727.6 million against the receipt of Share Application money from the shareholders.

#### d. Aquisition of minority interest

On May 15 2025, the Board of Directors of the company approved the aquisition of minority interest (i.e. 80 numbers fully paid up share) in Motherson Technology Service Kabushiki Gaisha by Motherson Technology SG Pte Ltd for JPY 4,000,000.

# e. Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the company, shares held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

	March 31, 2025	March 31, 2024
	Amount	Amount
Samvardhana Motherson International limited	1,037.9	1,037.9
10,37,90,051 (March 31, 2024 : 10,37,90,051) equity shares		

## f. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

	As at Mar	ch 31, 2025	As at Mar	ch 31, 2024
	No. of shares	%	No. of shares	%
Equity shares of INR. 10 each fully paid up:				
Samvardhana Motherson International limited	103,790,051	92.96%	103,790,051	92.96%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



# g. Details of shares held by the promoters As at March 31, 2025

S. No.	Promoter Name	No. of shares at the	Change during the year	No. of the shares at the year	% of total shares	% change during the year
		begining of the year		end		
1	Samvardhana Motherson International limited	103,790,051	-	103,790,051	92.96%	-
2	Vivek Chaand Sehgal	1,653,173	-	1,653,173	1.5%	-
3	Laksh Vaaman Sehgal	1,271,733	-	1,271,733	1.1%	-
4	Geeta Soni	71,453	-	71,453	0.1%	-
5	Sumitomo Wiring systems Limited Japan	2,639,535	-	2,639,535	2.4%	-
6	HK Wiring Systems Limited	1,196,005	-	1,196,005	1.1%	-
7	Radha Rani Holdings Pte. Ltd.	537,495	-	537,495	0.5%	-
8	Systematic Conscom Limited	100	-	100	0.0%	-
	Total	111,159,545	-	111,159,545	99.6%	-

## As at March 31, 2024

S. No.	Promoter Name	No. of shares at the begining of the year	Change during the year	No. of the shares at the year end	% of total shares	% change during the year
1	Samvardhana Motherson International limited	61,972,008	41,818,043	103,790,051	92.96%	67.5%
2	Vivek Chaand Sehgal	987,093	666,080	1,653,173	1.5%	67.5%
3	Laksh Vaaman Sehgal	759,339	512,394	1,271,733	1.1%	67.5%
4	Geeta Soni	71,453	-	71,453	0.1%	0.0%
5	Sumitomo Wiring systems Limited Japan	2,639,535	-	2,639,535	2.4%	0.0%
6	HK Wiring Systems Limited	1,196,005	-	1,196,005	1.1%	0.0%
7	Radha Rani Holdings Pte. Ltd.	537,495	-	537,495	0.5%	0.0%
8	Systematic Conscom Limited	100	-	100	0.0%	0.0%
	Total	68,163,028	42,996,517	111,159,545	99.6%	63.1%

**h.** There are no bonus issue or buy back of equity shares during the period of five years immediately preceding the reporting date.



# 14. Other Equity

	As at March 31, 2025	As at March 31, 2024
Reserves and surplus		
Reserve on amalgamation	0.1	0.1
Securities premium	1,054.4	1,054.4
Capital redemption reserve	80.0	80.0
Retained earnings	(604.9)	(933.6)
Foreign currency translation reserve	34.4	70.4
Total reserves and surplus	564.0	271.3

# (i) Reserve on amalgamation

	As at March 31, 2025	As at March 31, 2024
Opening balance	0.1	0.1
Closing balance	0.1	0.1

# (ii) Securities premium

	As at March 31, 2025	As at March 31, 2024
Opening balance	1,054.4	758.0
Issuance of share capital	-	296.4
Closing balance	1,054.4	1,054.4

# (iii) Capital Redemption Reserve

	As at March 31, 2025	As at March 31, 2024
Opening balance	80.0	80.0
Closing balance	80.0	80.0

# (iv) Retained earnings

	As at March 31, 2025	As at March 31, 2024
Opening balance	(933.6)	(747.2)
Profit/ (loss) for the year	343.3	(144.1)
Remeasurements of post-employment benefit obligation, net of tax	(16.9)	(22.8)
Cash Flow Hedges, net of tax	(7.2)	-
Other adjustments	9.5	(19.5)
Closing balance	(604.9)	(933.6)



## (v) Foreign currency translation reserve

	As at March 31, 2025	As at March 31, 2024
Opening balance	70.4	37.9
Addition for the year	(36.0)	32.5
Closing balance	34.4	70.4

#### **Nature and purpose of reserves:**

## Reserve on amalgamation

This reserve was created at the time of amalgamation and mergers carried out in earlier years. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

#### Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

#### Retained earnings

Retained earnings represents cumulative profits of the Group. This reserve can be utilised in accordance with the provisions of Companies Act, 2013.

#### Capital redemption reserve

Capital Redemption Reserve is created at the time of redemption of preference share to either replenish the capital by issuing fresh shares in lieu of the redeemed or bought back shares or to transfer their funds to an account.

#### Foreign currency translation reserve

Exchange reserve on consolidation is created to convert the results of a parent company's foreign subsidiaries to its reporting currency.

## 15. Borrowings

## 15. (a) Non-current borrowings

	Effective interest rate %	Maturity	As at March 31, 2025	As at March 31, 2024
Term Loan (refer note (i) below)				
From Bank	8.05%	30-Oct-34	294.4	-
INR 2300 Mn bank loan (secured)				
From related parties (refer note (ii) below)				
Loan related party (unsecured)	9.50%	28-Nov-26	-	300.0
Loan related party (unsecured)	9.50%	31-Jul-26	-	115.0
Loan related party (unsecured)	9.25%	30-Nov-27	91.0	143.0
Loan related party (unsecured)	9.35%	9-Jul-27	90.0	-
Loan related party (unsecured)	9.25%	30-Nov-26	415.0	-
Total non-current borrowings			890.4	558.0



# (i) Nature of security and terms of repayment for secured borrowings :

Nature of Security	Principal Terms and Conditions		
Indian rupee loan from HDFC bank for capital expenditure amounting to INR 294.4 million (March 31, 2024: nil) (sanctioned limit - INR 2300.0 million) which is secured by exclusive charge over the entire immovable property, plant and equipment of the company's property at situated at C-26, Sector 62, Noida with minimum fixed asset coverage ratio of 1.25x.	period of 36 months with 28 equal quarterly repayments of the utilised loan commencing from October 2027 carrying interest rate at repo + 1.8% spread.		
The Group has taken borrowings from banks on the basis of security of current assets; quarterly returns or			

statements of current assets filed by the Company with the banks are in agreement with the books of accounts.

# (ii) Nature of borrowing and terms of repayment for unsecured borrowings :

Particulars	Principal Terms and Conditions
Borrowings	
Loan taken by Company by way of Inter corporate deposit (ICD) of nil, from Samvardhana Motherson International limited (Formerly Motherson Sumi Systems Limited) (March 31, 2024: INR 415 million)	draw down date, carrying interest rate at
Loan taken by Company by way of Inter corporate deposit (ICD) of INR 143 million, from Motherson Techno Tools Limited (March 31, 2024: INR 195 million)	
Loan taken by Company by way of Inter corporate deposit (ICD) of INR 90 million, from Motherson Health and Medical Systems Limited (March 31, 2024: nil)	
Loan taken by Company by way of Inter corporate deposit (ICD) of INR 415 million, from Motherson Auto Solutions Limited (March 31, 2024: nil)	Repayable by/on Nov 30, 2026, carrying interest rate at Repo + 3% per annum per month.



# 15. (b) Current Borrowings

	Effective interest rate %	Maturity	As at March 31, 2025	As at March 31, 2024
Loan repayable on demand (from bank)				
Working capital loans repayable on demand- from banks (secured) (refer note (i) below)	6 Month MCLR +0.85%	On demand	9.1	58.2
Working capital loans repayable on demand- from banks (secured) (refer note (i) below)	3 Month MCLR +0.55%	On demand	7.2	138.8
Working capital loans repayable on demand- from banks (secured) (refer note (i) below)	Repo +3.25%	On demand	-	-
Working capital loans repayable on demand- from banks (secured) (refer note (i) below)	6 Month MCLR +0.25%	On demand	14.5	149.2
Bank Overdraft (Unsecured) (refer note (ii) below)	6 Month MCLR +0.25%	On demand	3.0	66.6
From related parties				
Foreign currency loan				
Loan related party (unsecured) (refer note (ii) below) (Foreign currency loan )	1.33%		114.0	110.0
Loan related party (unsecured) (refer note (ii) below)	9.25%	30-Apr-25	175.0	-
Loan related party (unsecured) (refer note (ii) below)	9.25%	30-Nov-27	52.0	52.0
(current maturity of long term borrowing)				
Total current borrowings			374.8	574.8



# (i) Nature of security and principal terms and conditions for secured loans :

Nature of Security	Principal Terms & Conditions	
Credit facilities from State Bank of India amounting to INR	The rate of interest is 6 months Marginal	
9.1 million (March 31, 2024 : INR 58.2 million ), by way of	Cost of Funds based Lending Rate (MCLR)	
Fund based working capital, LC/Buyers credit, BG, Forward	plus spread of 0.85% per annum.	
contract limit, stand by limit against first exclusive charge by		
way of hypothecation of entire current assets of the Company,		
both present and future.		
Credit facilities from HDFC bank amounting to INR 7.2	The rate of interest is 3 month Marginal Cost	
million (March 31, 2024: INR 138.8 million), by way of	of Funds based Lending Rate (MCLR) plus	
Fund based working capital, LC/Buyers credit, BG, Forward	spread of 0.55% per annum.	
contract limit, stand by limit by way of paripassu first charge of		
entire current assets of the Company, both present and future.		
Credit facilities from ICICI bank amounting to INR 14.5	The rate of interest is 6 month Marginal Cost	
million (March 31, 2024: INR 149.1 million), by way of Fund	of Funds based Lending Rate (MCLR) +	
based working capital, LC/Buyers credit, BG, Forward contract	spread of 0.25%	
limit, stand by limit against first pari passu security interest on		
the entire movable assets and current assets of the company.		
The Group has taken borrowings from banks on the basis of s	ecurity of current assets; quarterly returns or	
statements of current assets filed by the Company with the banks are in agreement with the books of account		

(ii)

Unsecured loan	Principal Terms & Conditions
Credit facilities from ICICI Bank Limited amounting to INR 3 million (March 31, 2024: INR 66.6 million), by way of Fund based Overdraft, Line of Credit and Non Fund based BG and Letter of Credit.	Funds based Lending Rate (MCLR) 6
Loan taken by Motherson Technology Service Kabushiki Gaisha from MSSL Japan amounting to INR 110 million (March 31, 2023: INR 110 million).	, , ,
During the year, Company has taken loan from Motherson Auto Solutions Limited by way of Inter corporate deposit (ICD) of INR 175 million (March 31, 2024: nil).	
Current maturities of long term borrowing taken by Company by way of Inter corporate deposit (ICD) of INR 143 Mn, from Motherson Techno Tools Limited (March 31, 2024: INR 195 Mn)	Repayable in 15 equal quaterly installments of INR 13 million starting from May 31, 2024, carrying interest rate at Repo + 3% per annum per month.

	As at March 31, 2025	As at March 31, 2024
Aggregate of secured loans	325.2	346.2
Aggregate of unsecured loans	940.0	786.6



## 16. Employee benefit obligations

	As at March 31, 2025		As at March 31, 2024	
	Current	Non-Current	Current	Non-Current
Gratuity	19.0	329.4	8.8	259.1
Compensated absences	18.5	127.3	13.1	106.0
Pensions	-	59.4	-	52.7
Other employee benefits	1.9	-	2.6	-
Total	39.4	516.1	24.5	417.8

The long term defined employee benefits and contribution schemes of the Group are as under:

# A. Defined Benefit Schemes

## Gratuity

Companies within the Group operates a gratuity plan. The scheme is generally funded through payments to insurance companies. In respect to companies incorporated in India, 100% of plan assets are lying with the Gratuity fund administered through SBI Life Insurance Co. Limited and Life Insurance Corporation of India (LIC) under its Group Gratuity Scheme. Every employee is entitled to a benefit equivalent to fifteen days' salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Group or retirement, whichever is earlier. The benefits vest after five years of continuous service. The Group pays contribution to SBI Life Insurance Co. Limited and Life Insurance Corporation of India (LIC) to fund its plan.

The reconciliation of opening and closing balances of the present value of the defined benefit obligations are as below:

## (i) Present Value of Defined Benefit Obligation

	For the year ended		
	March 31, 2025	March 31, 2024	
Obligations at year beginning	282.1	215.4	
Service Cost - Current	49.1	37.9	
Interest expense	20.4	15.9	
Amount recognised in profit or loss	69.5	53.8	
Remeasurements			
Actuarial (gain) / loss from change in demographic assumption *	-	-	
Actuarial (gain) / loss from change in financial assumption	7.6	4.1	
Experience (gains)/losses	16.7	25.0	
Amount recognised in other comprehensive income	24.3	29.1	
Payment from plan:			
Benefit payments	(12.1)	(6.8)	
Acquisition adjustments	(0.2)	(9.4)	
Addition due to transfer of employee	-	-	
Obligations at year end	363.6	282.1	



# (ii) Fair Value of Plan Assets

	For the year ended		
	March 31, 2025	March 31, 2024	
Plan assets at year beginning, at fair value	20.5	19.8	
Interest income	1.5	1.5	
Amount recognised in profit or loss	1.5	1.5	
Remeasurements			
Return on plan assets, excluding amount included in interest income	0.4	(0.4)	
Amount recognised in other comprehensive income	0.4	(0.4)	
Effect of Exchange rate change			
Payment from plan:			
Benefit payments	-	(0.4)	
Contributions:			
Employers	1.0	-	
Plan assets at year end, at fair value	23.4	20.5	

# (iii) Assets and Liabilities recognized in the Balance Sheet

	For the year ended		
	March 31, 2025	March 31, 2024	
Present Value of the defined benefit obligations	371.6	288.4	
Fair value of the plan assets	23.4	20.5	
Amount recognized as Liability	348.2	267.9	

# (iv) Defined benefit obligations cost for the year:

	For the year ended		
	March 31, 2025	March 31, 2024	
Service Cost - Current	49.1	37.9	
Interest Cost	18.9	14.4	
Contribution to fund	(1.0)		
Expected return on plan assets	-	-	
Actuarial (gain) / loss	24.0	29.5	
Net defined benefit obligations cost	91.0	81.8	

<sup>\*</sup> Amount is below the rounding off norm adopted by the Group



#### (v) Investment details of Plan Assets

The details of investments of plan assets are as follows:

	For the year ended		
	March 31, 2025	March 31, 2024	
SBI Life insurance Co. Limited	98%	98%	
LIC of India	2%	2%	
Total	100%	100%	

**Note:** In respect of Employees Gratuity Fund, composition of plan assets is not readily available from SBI Life Insurance Co. Limited and Life Insurance Corporation of India (LIC). The expected rate of return on assets is determined based on the assessment made at the beginning of the year on the return expected on its existing portfolio, along with the estimated increment to the plan assets and expected yield on the respective assets in the portfolio during the year.

## (vi) Actuarial assumptions:

	As at March 31, 2025	As at March 31, 2024
Discount Rate per annum	7.0%	7.3%
Future salary increases	6.5%	6.5%
Retirement Age (years)	58	58
Mortality rate	100 % of IALM (2012 - 14)	100 % of IALM (2012 - 14)
Attrition rate		
Up to 30 Years	3.0%	3.0%
From 31 to 44 years	2.0%	2.0%
Above 44 years	1.0%	1.0%

**Note:** Estimate of future increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

## (vii) Expected Contribution to the Fund in the next year

	For the ye	ear ended
	March 31, 2025	March 31, 2024
Gratuity	84.4	63.5



## viii) Sensitivity Analysis

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

		nge in nption	Impact	Increase in Assumption		Impact	Decre Assun	
	March 31, 2025	March 31, 2024		March 31, 2025	March 31, 2024		March 31, 2025	March 31, 2024
Discount Rate per annum	0.50%	0.50%	Decrease by	(18.4)	(13.9)	Increase by	19.9	15.0
Future salary increases	0.50%	0.50%	Increase by	19.9	15.1	Decrease by	(18.6)	(14.0)

The above sensitivity analysis is based on a change in assumption while holding all the other assumptions constant. In practice, this is unlikely to occur, and change in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in balance sheet.

## ix) Risk exposure

The gratuity scheme is a final salary Defined Benefit Plan that provides for lump sum payment made on exit either by way of retirement, death, disability, voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The plan design means the risk commonly affecting the liabilities and the financial results are expected to be:

- (a) Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds, if bond yield fall, the defined benefit obligation will tend to increase.
- (b) Salary inflation risk: Higher than expected increases in salary will increase the defined benefit obligation.
- (c) Demographic risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to long career employee.

# x) Defined benefit liability and employer contributions

Expected benefit payments are as follows:

	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2025	19.0	10.7	49.1	285.2	364.0
Defined benefit obligation (gratuity)					
March 31, 2024	8.8	12.6	31.4	229.5	282.3
Defined benefit obligation (gratuity)					



## **B.** Defined Contribution Schemes

The Group deposits an amount determined at a fixed percentage of basic pay every month to the State administered Provident Fund, NPS and Employee State Insurance (ESI) for the benefit of the employees.

Amount recognised in the Statement of Profit & Loss is as follows (refer note 24):

	For the year ended		
	March 31, 2025	March 31, 2024	
Provident fund paid to authorities	149.2	119.7	
NPS Contribution	10.1	7.3	
Employee state insurance paid to the authorities	0.1	0.2	
	161.4	165.2	

## C. Pension fund

A company within the Group operates a pension plan. The same is payable at the time of separation from the Group or retirement, whichever is earlier.

		For the year ended		
		March 31, 2025 March 31, 202		
1.	Change in defined benefit obligation			
	Defined benefit obligation at end of prior year	52.7	47.2	
	Exchange Translation Adjustment	1.4	0.6	
	Service cost			
a.	Current service cost	1.8	1.9	
b.	Interest expense	1.7	1.8	
c.	Benefit payments	-	-	
d.	Remeasurements			
(i)	Effect of changes in demographic assumptions			
(ii)	Effect of changes in financial assumptions	0.8	0.9	
(iii)	Effect of experience adjustment	1.0	0.3	
	Defined benefit obligation at end of year	59.4	52.7	



		For the year ended		
		March 31, 2025	March 31, 2024	
2	Amount recognized in statement of financial position			
	Defined benefit obligation	59.4	52.7	
	Net Defined benefit liability/ (assets)	59.4	52.7	
3	Actuarial assumption			
	Weighted average assumptions to determine defined benefit obligation			
	Discount rate	3.2%	3.5%	
	Duration (in years)	NA	NA	
	Weighted average assumptions to determine defined benefit cost			
	Discount rate	3.5%	3.9%	

## 17. Other liabilities

	As at March 31, 2025	As at March 31, 2024
Non-current	1/201 01 01, 2020	
Deferred revenue	88.6	82.6
	88.6	82.6
Current		
Statutory dues	143.7	133.3
Advances from customers		
Related parties (refer note 34)	2.8	0.2
Others	9.7	21.7
Other current payable	30.3	43.5
Deferred Revenue	121.9	120.2
Total	308.4	318.9

# 18. Trade payables

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro enterprises and small enterprises	Water 51, 2024	Water 31, 2023
(refer note 39) - Related Parties (refer note 34)	-	7.0
- Others	60.6	171.6
Total outstanding dues of creditors other than micro enterprises and small enterprises		
- Related Parties (refer note 34)	137.3	68.5
- Others	1,248.6	1,053.9
Total	1,446.5	1,301.0



# Trade payables ageing schedule As at March 31, 2025

Particulars	Current but not	Outstanding for following periods from due date of payment			Total	
	due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	60.6	-	-	-	-	60.6
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,164.0	220.1	0.3	-	1.5	1,385.9
Disputed dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	1224.6	220.1	0.3	-	1.50	1446.5

# As at March 31, 2024

Particulars	Current but not	Outstanding for following periods from due date of payment			Total	
	due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	178.6	-	-	-	-	178.6
Total outstanding dues of creditors other than micro enterprises and small enterprises	922.4	194.2	2.8	3.0	-	1,122.4
Disputed dues to micro enterprises and small enterprises	-	-	-	-	-	-
Disputed dues to creditors other than micro enterprises and small enterprises	-	-	-	-	-	-
	1101.0	194.2	2.8	3.0	-	1301.0



## 19. Other financial liabilities

at amortised cost (unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Non-current		
Retention Money	58.7	26.1
Interest accrue but not due on Inter Company deposit (refer note 34)	6.1	4.6
Other financial liabilities	11.9	10.7
	76.7	41.4
Current		
Unpaid dividends*	0.1	0.1
Security deposit received		
Others	0.4	0.4
Share Application money	-	0.1
Creditors for capital goods		
Related parties (refer note 34)	5.0	0.4
Others**	14.1	48.3
Advance recovery from employees against vehicle scheme	51.0	41.0
Derivative liabilities	-	-
Other financial liabilities	-	_
Interest accrue but not due	-	-
Total	70.6	90.3

<sup>\*</sup> There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of Companies Act, 2013 as at the year end.

## 20. Provisions

	As at March 31, 2025	As at March 31, 2024
	Current	Current
For re-work/warranties	25.9	22.2
For tax litigation	5.6	-
Total	31.5	22.2

<sup>\*\*</sup> include payable to micro enterprises and small enterprises of INR 4.3 million (March 31, 2024: INR 14.7 million)



## Re-work

Provision for re-work relates to the estimated outflow in respect of re-work for services rendered by the Group. The Group has following provisions in the books of account as at year end:

	As at March 31, 2025	As at March 31, 2024
Opening Balance	22.2	32.2
Additions during the year	9.3	-
Utilised / Reversed during the year	-	(10.0)
Closing Balance	31.5	22.2

#### 21. Revenue from contracts with customers

#### 21. a. Sale of services

	For the y	For the year ended	
	March 31, 2024	March 31, 2023	
Within India			
Software development and support*	3,372.5	2,802.1	
Business support	54.9	50.5	
Designing	2.5	-	
Outside India			
Software development and support*	6,462.7	5,157.4	
Business support	377.7	168.9	
Designing	323.2	288.5	
Sales of products			
Within India			
Traded goods	726.4	1,010.1	
Others	30.6	10.0	
Outside India			
Traded goods	10.2	0.5	
Others	1.9	1.7	
Total revenue from contracts with customers	11,362.6	9,489.7	

<sup>\*</sup>include unbilled revenue of INR 54.7 million (March 31, 2024: INR (18.7) million)



# 23. (a) Disaggregated revenue information

	For the year ended	
	March 31, 2025	March 31, 2024
Revenue by major product lines		
Software development and support	9,835.2	7,959.5
Business support	432.6	219.4
Designing	325.7	288.5
Traded goods	736.6	1,010.6
Others	32.5	11.7
Total revenue from contract with customers	11,362.6	9,489.7
Revenue by Geography		
Europe	5,033.0	4,044.7
Americas	1,179.4	866.0
Asia	5,023.5	4,497.7
Others	126.7	81.3
Total revenue from contract with customers	11,362.6	9,489.7
Timing of revenue recognition		
Goods transferred at point in time	2,044.6	1,686.5
Services transferred over time	9,318.0	7,803.2
Total revenue from contract with customers	11,362.6	9,489.7

# (b) Contract balance

	March 31, 2024	March 31, 2023
Trade Receivables (Unconditional right to consideration) (refer note 10)	1,759.5	1,812.1
Contract assets (Refer note (i) below) (refer note 5)	288.8	234.1
Contract liabilities (Refer note (ii) below) :		
Advance from Customer (Note 17)	12.5	21.9
Deferred revenue (Note 17)	210.5	202.8



#### Note:

- (i) The contract assets primarily relate to the Group's rights to consideration for work completed but not billed at the reporting date. The contract assets are transferred to the receivables when the rights become unconditional.
- (ii) Contract liability relates to payments received in advance of performance (including deferred revenue) under the contract. Contract liabilities are recognised as revenue as (or when) we perform under the contract.

## c. Performance obligations

The transaction price allocated to the remaining performance obligations related to the unbilled revenue of cloud services, licenses and others.

	March 31, 2025	March 31, 2024
Within one year	288.8	234.1
More than one year	-	-
Total	288.8	234.1

## d. Contract Cost - Incremental costs of obtaining a contract

There is no increment cost in contract executed during the year.

#### e. Revenue from contracts with customers

	March 31, 2025	March 31, 2024	
Amounts included in contract liabilities at the beginning of the year	142.1	77.6	

#### 22. Other income

	For the year ended	
	March 31, 2025	March 31, 2024
Foreign Exchange fluctuation (net)	38.3	-
Provisions written back to the extent no longer required	31.6	38.8
Gain on disposal of property, plant & equipment (Net)	0.3	0.2
Interest income from financial assets at amortised cost		
Bank deposits	6.3	6.4
Security deposits	7.7	5.9
Interest on Income tax refund	6.0	0.7
Interest on Inter company deposits	-	-
MTM Gain on forward contracts	-	30.1
Miscellaneous income	40.5	20.2
Total	130.7	102.3

<sup>\*</sup> relates to foreign exchange forward contracts (derivatives)



#### 23 (a) Purchase of stock-in-trade

	For the year ended	
	March 31, 2025	March 31, 2024
Purchase of stock-in-trade	740.7	1052.9

## 23 (b) Changes in inventory of finished goods and stock in trade

	For the year ended	
	March 31, 2025	March 31, 2024
(Increase)/ decrease in stocks		
Stock at the opening of the year:		
Stock in trade	15.7	9.2
Total A	15.7	9.2
Stock at the end of the year:		
Stock in trade	17.5	15.7
Total B	17.5	15.7
(Increase)/ decrease in stocks (A-B)	(1.8)	(6.5)

# 24. Employee benefit expenses

	For the year ended	
	March 31, 2025	March 31, 2024
Salaries, wages and bonus	4,216.3	3,871.4
Contribution to provident & other funds (refer note 16)	160.4	129.2
Gratuity (refer note 16)	70.1	53.8
Staff welfare expenses	72.7	39.1
Total	4,519.5	4,093.5

In respect of Indian Companies, The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the Group believes the impact of the change will not be significant.



# 25. Depreciation and amortization Expense

	For the year ended	
	March 31, 2025	March 31, 2024
Depreciation on property, plant and equipment (refer note 3)	101.5	116.2
Amortization on intangible assets (refer note 4)	20.0	10.6
Depreciation on right-of-use assets (refer note 37)	72.5	43.5
Total	194.0	170.3

# 26. Finance Cost

	For the year ended	
	March 31, 2025	March 31, 2024
Interest and finance charges on financial liabilities not at fair value through		
profit or loss		
Term Loan	63.4	47.7
Working capital loan	63.5	60.7
Lease liabilities (refer note 37)	29.5	18.0
Total	156.4	126.4

# 27. Other expenses

	For the y	For the year ended		
	March 31, 2025	March 31, 2024		
Software license and development charges	4,007.8	3,281.6		
Leaseline and web hosting charges	116.4	130.7		
Consultancy charges	121.9	63.0		
Annual maintenance contracts (hardware and software)	25.9	27.4		
Power and fuel	41.9	39.4		
Repairs and maintenance:				
Plant & Machinery	1.5	0.9		
Building	4.5	62.9		
Others	4.5	3.9		
Business promotion	17.4	20.6		
Communication expenses	4.1	6.7		
Rates and taxes	36.4	162.1		
Insurance	12.5	12.3		
Recruitment expenses	34.2	27.6		
Training and seminar expenses	10.4	5.1		



	For the year ended		
	March 31, 2025	March 31, 2024	
Donation	0.5	0.4	
Travelling and conveyance	101.2	78.7	
Office expenses	63.6	3.5	
Lease rentals (refer note 37)	95.7	100.8	
Foreign exchange fluctuation (net)	-	17.5	
Bank charges	7.9	10.0	
Provision for old deposit and advances	4.0	9.6	
Provision for expected credit losses	0.1	7.4	
Payment to auditor (refer note (a) below)	4.3	3.6	
Legal and professional fees	635.5	146.3	
Corporate social responsibility (CSR) expenditure	-	-	
Miscellaneous expenses	26.3	23.2	
Total	5,378.5	4,245.2	

<sup>\*</sup> relates to foreign exchange forward contracts (derivatives)

# (a) Payment to auditors:

	For the year ended		
	March 31, 2025 March 31, 202		
As Auditor:			
Statutory Audit fees	2.2	1.8	
Group reporting fees	0.9	0.8	
Tax audit fees	-	0.2	
Certification services	1.2	0.8	
Total	4.3	3.6	



# 28. Tax expense

# (a) Tax expense

	For the year ended		
	March 31, 2025	March 31, 2024	
Current tax			
Current tax on profit for the year	186.0	30.2	
Adjustment of current tax relating to earlier periods	6.1	5.9	
Total current tax expense	192.1	36.1	
Deferred tax (Refer note 6)			
Decrease / (increase) in deferred tax assets (net)	(29.4)	18.2	
Total deferred tax expense / (benefit)	(29.4)	18.2	
Income tax expense/ (credit)	162.7	54.3	

# (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

	For the year ended		
	March 31, 2025	March 31, 2024	
Profit/ (loss) before tax	506.0	(89.8)	
Tax at India's tax rate of 25.168% (March 31, 2024:25.168%)	127.4	(22.6)	
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:			
Tax effect of amounts which are not deductible in calculating taxable income (net off exempt income)	47.7	59.8	
Difference in overseas tax rate	6.0	12.1	
Adjustments for current tax of prior periods	6.1	5.9	
Tax effect of losses on which DTA not recognised	20.2	59.2	
Other adjustment	(44.7)	(60.1)	
Income tax expense/ (credit)	162.7	54.3	



## 29. Earnings per share

		March 31, 2024	March 31, 2023
a)	Basic		
	Profit attributable to equity shareholders	343.3	(144.1)
	Weighted average number of equity shares for basic earnings per share	111,648,653	68,990,424
	Basic earnings/ (loss) per share (Rs.)*	3.1	(2.1)
b)	Diluted (Refer note (i) below)		
	Weighted average number of Equity Shares for diluted earnings per shares	111,648,653	68,990,424
	Diluted earnings/ (loss) per share (Rs.)	3.1	(2.1)

- (i) The Group does not have any potential equity shares and thus, weighted average number of shares for computation of basic EPS and diluted EPS remains same.
- \* During current year, the Group has issued nil rights share at a value of INR nIl per share (March 31, 2024 : the Group has issued 43,129,591 rights share at a value of INR 16.87 per share).

## 30. Capital management

#### (a) Risk management

For the purpose of the Group's capital management, capital includes issued equity capital, convertible preference shares, securities premium and all other equity reserves attributable to the equity holders of the Parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans and borrowings, lease liabilities, less cash and cash equivalents.

	March 31, 2025	March 31, 2024
Borrowings other than convertible preference shares	1,718.4	1,355.6
Less: cash and cash equivalents (Note 11.a)	(177.9)	(178.0)
Net Debt	1,540.5	1,177.6
Equity	1,680.5	1,387.8
Total Capital	1,680.5	1,387.8
Capital and net debt	3,221.0	2,565.4
Gearing ratio	47.8%	45.9%

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

# (b) Dividends

\* There is nil dividend declared and paid by the Group during the year ended March 31, 2025 (March 31, 2024: Nil).



#### 31. Fair value measurements

# Financial instruments by category

	For the year ended					
	March 31, 2025			March 31, 2024		
	FVTPL	FVTOCI	Amortised	FVTPL	FVTOCI	Amortised
			Cost			Cost
Financial assets						
Trade receivables	-	-	1,759.5	-	-	1,812.1
Cash and cash equivalents	-	-	177.9	-	-	178.0
Other bank balances	-	-	0.1	-	-	0.1
Other financial assets	-	3.2	430.1	12.8	-	355.8
Total financial assets	-	3.2	2,367.6	12.8	-	2,346.0
Financial Liabilities						
Borrowings	-	-	1,265.2	-	-	1,132.8
Lease Liabilities	-	-	453.2	-	-	222.8
Trade payable	-	-	1,446.5	-	-	1,301.0
Employee related payable	-	-	327.9	-	-	306.1
Other financial liabilities	-	-	147.3	-	-	131.7
Total financial liabilities	-	-	3,640.1	-	-	3,094.4

## i. Fair value hierarchy

There are no financial assets and liabilities which are measured at fair value, recurring fair value measurements except forward contracts recognised at fair value through other comprehensive income.

Derivative assets (forward contracts) are recorded based on fair value mark to market obtained from banks and are categorised under level 2 fair value hierarchy.

Non Current Assets and liabilities which are measured at amortised cost for which fair values are disclosed

	March 31, 2025		M	arch 31, 202	24	
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets						
Security deposits	-	-	82.8	-	-	77.5
Other financial assets	-	-	13.4	-	-	19.3
Total financial assets	-	-	96.2	-		96.8
Financial liabilities						
Borrowings	-	-	890.4	-	-	558.0
Lease Liabilities	-	-	369.5	-	-	189.9
Total financial liabilities	-	-	1,259.9	-	-	747.9

The carrying amounts of trade receivables, cash and bank balances, loans, other receivables, short term borrowings, security deposits received, trade payables, creditors for capital goods and other current financial assets and liabilities are considered to be the same as fair value due to their short term maturities.



**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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

#### ii. Fair value of non current financial assets and liabilities measured at amortised cost

	March 31, 2025		March 31, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Security deposits	82.8	82.8	77.5	77.5
Other financial assets	13.4	13.4	19.3	19.3
	96.2	96.2	96.8	96.8
Financial liabilities				
Lease Liabilities	369.5	369.5	189.9	189.9
Borrowings	890.4	890.4	558.0	558.0
	1,259.9	1,259.9	747.9	747.9

The fair value of non-current financial assets and financial liabilities carried at amortized cost is substantially same as their carrying amount.

**Note:** The carrying amounts of current financial assets and current financial liabilities i.e. trade receivables, loans, other financial assets, trade payables, short term borrowings and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

#### 32. Financial risk management

The Group, as an internationally SEI CMMI level 5 IT services group which expose its business and products to various market risks, credit risk and liquidity risk. The Group's global presence and decentralised management structure with the main activities in the plants make necessary organised risk management system. The regulations, instructions, implementation rules and in particular, the regular communication throughout the tightly controlled management process consisting of planning, controlling and monitoring collectively form the risk management system used to define, record and minimise operating, financial and strategic risks. Below notes explain the sources of risks in which the Group is exposed to and how it manages the risks:



## A. Foreign currency risk:

The Group's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in Euros and U.S. Dollars). A significant portion of the Group's revenues are in these foreign currencies, while a significant portion of its costs are in Indian Rupees. As a result, if the value of the Indian Rupee appreciates relative to these foreign currencies, the Group's revenues measured in Rupees may decrease. The exchange rate between the Indian Rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Group uses derivative financial instrument- foreign exchange forward contracts, to mitigate the risk of changes in foreign currency exchange rates in respect of its forecasted cash flows and trade receivables.

The derivative instruments and unhedged foreign currency exposure is as follows:

## (i) Derivatives outstanding as at the reporting date

	March 31, 2025		March 31, 2025 March 31, 2024	
Particulars/ Purpose	9		Amount in Foreign currency million	Amount in INR million
Forward contracts (sell)				
Euro	11.3	1084.7	12.5	1,177.2
USD	0.5	42.4	2.8	231.6

#### B Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Group's main interest rate risk arises from long-term borrowings with variable rates, which exposes the group to cash flow interest rate risk. All the Group's borrowings at variable rate were mainly denominated in INR.

## (i) Interest rate risk exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

	March 31, 2025	March 31, 2024
Variable rate borrowings	328.2	412.8
Fixed rate borrowings	937.0	720.0
Total borrowings	1,265.2	1,132.8

An analysis by maturities is provided in Note (D (ii)) Maturities of financial liabilities below.



#### (ii) Sensitivity analysis

For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year.

	Impact on profit after tax		
	March 31, 2025	March 31, 2024	
Interest rates-increase by 50 basis points*	(1.1)	-	
Interest rates-decrease by 50 basis points*	1.1	-	

<sup>\*</sup> Holding all other variables constant

#### C Credit risk:

The credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations towards the Group and arises principally from the Group's receivables from customers and deposits with banking institutions. The maximum amount of the credit exposure is equal to the carrying amounts of these receivables.

The Group has developed guidelines for the management of credit risk from trade receivables. The Group's majority customers are Motherson group companies which have good credit ratings. Other clients are subjected to credit assessments as a precautionary measure, and the adherence of all clients to payment due dates is monitored on an on-going basis, thereby practically eliminating the risk of default.

#### D Liquidity risk:

The liquidity risk encompasses any risk that the Group cannot fully meet its financial obligations. To manage the liquidity risk, cash flow forecasting is performed in the operating divisions of the Group and aggregated by Group finance. The Group's finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities / overdraft facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

#### (i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period.

	March 31, 2025	March 31, 2024
Floating rate		
- Expiring within one year (cash credit and other facilities)	1,100.4	686.9



# (ii) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities:

Year Ended March 31, 2025	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	374.8	890.4	-	1,265.2
Lease liabilities	83.7	269.4	100.2	453.3
Trade payables	1,446.5	-	-	1,446.5
Employee related payable	327.9	-	-	327.9
Other financial liabilities	70.6	76.7	-	147.3
Total non-derivative liabilities	2,303.5	1,236.5	100.2	3,640.2

Year Ended March 31, 2024	Upto 1 year	1 to 5 years	More than 5 years	Total
Non-derivatives				
Borrowings	574.8	558.0	-	1,132.8
Lease liabilities	32.9	89.4	100.5	222.8
Trade payables	1,301.0	-	-	1,301.0
Employee related payable	306.1	-	-	306.1
Other financial liabilities	90.3	41.4	-	131.7
Total non-derivative liabilities	2,305.1	688.8	100.5	3,094.4



## 33. Segment Information:

# Description of segments and principal activities

The Group is primarily an Information Technology and engineering design services Group with a global footprint providing consulting and outsourcing services

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments examines the Group's performance categorised in to following segments:

### Information about geographical areas:

The following information discloses revenue based on geographical areas:

### i) Revenue from operations

	March 31, 2025	March 31, 2024
India (Note 21(a))	4,186.9	3,874.4
Outside India (Note 21(a))	7,175.7	5,615.3
	11,362.6	9,489.7

### ii) Segment Assets

Total of non-current assets other than financial instruments, income tax assets and deferred tax assets broken down by location of the assets, is shown below:

	March 31, 2025	March 31, 2024
India	3,073.2	2,051.4
Outside India	53.0	56.8
	3,126.2	2,108.2

# iii) Revenues from transactions with a customer amounting to 10 per cent or more of the Group's revenues is as follows

	March 31, 2025	March 31, 2024
SMP Deutschland GMBH	1,797.3	1,750.9



### 34. Related Party Disclosures

# I. Related party disclosures, as required by Ind AS 24, "Related Party Disclosures", are given below:

# A. Relationships where control exists:

### Holding Company

Samvardhana Motherson International Limited

# ii) Fellow subsidiaries:

MSSL Mauritius Holdings Limited

Motherson Electrical Wires Lanka Pvt. Ltd.

MSSL Mideast (FZE)

MSSL (S) Pte Ltd.

Motherson Innovations Tech Limited

MSSL (GB) Limited

Motherson Wiring System Ltd. (FZE)

MSSL GmbH

MSSL Tooling (FZE)

MSSL Advanced Polymers s.r.o

MSSL s.r.l Unipersonale

Motherson Techno Precision México, S.A. de C.V

MSSL Ireland Pvt. Ltd.

Global Environment Management (FZE)

MSSL Global RSA Module Engineering Limited

MSSL Japan Limited

MSSL México, S.A. De C.V.

MSSL WH System (Thailand) Co., Ltd

MSSL Korea WH Limited

MSSL Consolidated Inc., USA

MSSL Wiring System Inc., USA

Alphabet de Mexico, S.A. de C.V.

Alphabet de Mexico de Monclova, S.A. de C.V.

Alphabet de Saltillo, S.A. de C.V.



MSSL Wirings Juarez S.A. de C.V.

Motherson Air Travel Pvt. Ltd., Ireland

MSSL Estonia WH OÜ

Samvardhana Motherson Global Holdings Ltd.

Samvardhana Motherson Automotive Systems Group B.V.

Motherson Germany Holding GmbH

(formerly Samvardhana Motherson Peguform GmbH)

SMP Automotive Interiors (Beijing) Co. Ltd

SMP Deutschland GmbH

SMP Logistik Service GmbH

SMP Automotive Solutions Slovakia s.r.o

SMP Automotive Technology Iberica S.L

Motherson SAS Barcelona S.L.U.

(formerly Samvardhana Motherson Peguform Barcelona S.L.U.)

SMP Automotive Technologies Teruel Sociedad Limitada

Samvardhana Motherson Peguform Automotive Technology Portugal S.A

SMP Automotive Systems Mexico S.A. de C.V

SMP Automotive Produtos Automotivos do Brasil Ltda.

SMP Automotive Exterior GmbH

Samvardhana Motherson Innovative Autosystems B.V. & Co. KG

SM Real Estate GmbH

PKC Group Oy

PKC Wiring Systems Oy

PKC Group Poland Sp. z o.o.

PKC Wiring Systems Llc

PKC Group APAC Limited

PKC Group Canada Inc.

PKC Group USA Inc.

PKC Group Mexico S.A. de C.V.

Project del Holding S.a.r.l.

PK Cables do Brasil Ltda



PKC Eesti AS

TKV-sarjat Oy

PKC SEGU Systemelektrik GmbH

Groclin Luxembourg S.à r.l.

PKC Vehicle Technology (Suzhou) Co., Ltd.

AEES Inc.

PKC Group Lithuania UAB

PKC Group Poland Holding Sp. z o.o.

OOO AEK

Kabel-Technik-Polska Sp. z o.o.

AEES Power Systems Limited partnership

T.I.C.S. Corporation

Fortitude Industries Inc.

AEES Manufactuera, S. De R.L de C.V.

Cableados del Norte II, S. de R.L de C.V.

Manufacturas de Componentes Electricos de Mexico S. de R.L de C.V.

Arneses y Accesorios de México, S. de R.L de C.V.

Asesoria Mexicana Empresarial, S. de R.L de C.V.

Arneses de Ciudad Juarez, S. de R.L de C.V.

PKC Group de Piedras Negras, S. de R.L. de C.V.

PKC Group AEES Commercial S. de R.L de C.V.

Motherson Global Investments B.V.

(formerly SMRC Automotive Holdings Netherlands B.V.)

Name changed with effect from 10.02.2025

Motherson Global Holdings Company B.V.

(formerly SMRC Automotives Techno Minority Holdings B.V.)

Name changed with effect from 10.02.2025

SMRC Automotive Modules France SAS

Samvardhana Motherson Reydel Automotive Parts Holding Spain, S.L.U.

SMRC Automotive Interiors Spain S.L.U.

SMRC Automotive Interior Modules Croatia d.o.o

Samvardhana Motherson Reydel Autotecc Morocco SAS



SMRC Automotive Technology RU LLC

SMRC Smart Interior Systems Germany GmbH

SMRC Automotive Solutions Slovakia s.r.o.

SMRC Automotive Holding South America B.V.

SMRC Automotive Modules South America Minority Holdings B.V.

SMRC Automotive Tech Argentina S.A.

SMRC Fabricação e Comércio de Produtos Automotivos do Brasil Ltda

SMRC Automotive Products India Limited

SMRC Automotive Smart Interior Tech (Thailand) Ltd.

SMRC Automotive Interiors Japan Ltd.

Shanghai SMRC Automotive Interiors Tech Consulting Co. Ltd.

PT SMRC Automotive Technology Indonesia

Motherson PKC Harness Systems FZ-LLC

Wisetime Oy

SMP Automotive Interior Modules d.o.o. Cuprija, Serbia

Samvardhana Motherson Finance Service Cyprus Limited

Samvardhana Motherson Holding (M) Private Limited

Samvardhana Motherson Auto Component Private Limited

Motherson Health and Medical System Limited

(formerly Samvardhana Motherson Maadhyam International Limited)

Samvardhana Motherson Global Carriers Limited (SMGCL)

Samvardhana Motherson Innovative Solutions Limited (SMISL)

Samvardhana Motherson Refrigeration Product Limited (Subsidiary through SMISL)

Motherson Machinery and Automations Limited (Subsidiary through SMISL)

Samvardhana Motherson Auto System Private Limited (Subsidiary through SMISL)

Motherson Sintermetal Technology B.V. (Subsidiary through SMISL)

Motherson Air Travel Agency GmbH

Samvardhana Motherson Reflectec Group Holdings Limited

SMR Automotive Technology Holding Cyprus Ltd.

SMR Automotive Mirror Parts and Holdings UK Ltd.

SMR Automotive Holding Hong Kong Limited



SMR Automotive Systems India Limited

SMR Automotive System Solutions France SAS (formerly SMR Automotive Systems France S.A)

SMR Automotive Mirror Technology Holding Hungary Kft

SMR Patents S.aR.L.

SMR Automotive Technology Valencia S.A.U.

SMR Automotive Mirrors UK Limited

SMR Automotive Mirror International USA Inc.

SMR Automotive Systems USA Inc.

SMR Automotive Yancheng Co. Limited

SMR Automotive Mirror Systems Holding Deutschland GmbH

SMR Holding Australia Pty Limited

SMR Automotive Australia Pty Limited

SMR Automotive Mirror Technology Hungary Bt

SMR Automotive Modules Korea Ltd

Motherson DRSC Deutschland GmbH

(formerly SMR Automotive Beteiligungen Deutschland GmbH)

SMR Hyosang Automotive Ltd.

SMR Automotive Mirrors Stuttgart GmbH

SMR Automotive Systems Spain S.A.U.

SMR Automotive Vision Systems Mexico S.A. de C.V.

SMR Automotive Brasil LTDA

SMR Automotive System (Thailand) Limited

SMR Automotives Systems Macedonia Dooel Skopje

SMR Automotive Operations Japan K.K.

SMR Automotive (Langfang) Co. Ltd.

SMR Automotive Vision System Operations USA INC

SMR Mirror UK Limited

Samvardhana Motherson Innovative Autosystems Holding Company BV

Samvardhana Motherson Innovative Autosystems de México, S.A. de C.V

SMP Automotive Systems Alabama Inc.



Motherson Innovations Company Limited, U.K.

Motherson Innovations Deutschland GmbH

Samvardhana Motherson Global (FZE)

SMR Automotive Industries RUS Limited Liability Company

Motherson Business Service Hungary Kft.

Fritzmeier Motherson Cabin Engineering Private Limited

Motherson Electronic Components Private Limited

MSSL Germany Real Estate B.V. & Co. KG

SMP Automotive Ex Real Estate B.V. & Co. KG

SMP D Real Estates B.V. & Co. KG

Motherson Rolling Stocks S. de R.L. de C.V.

Samvardhana Motherson Corp Management Shanghai Co Ltd.

Rollon Hydraulics Private Limited

Motherson Sequencing and Assembly Services GmbH (MSAS)

Motherson Sequencing and Assembly Services Global Group GmbH

Motherson SAS Automotive Service and Module Systems Rennes S.A.S.U

Motherson SAS Automotive Service France S.A.S.U.

Motherson SAS Automotive Service Czechia s.r.o.

Motherson SAS Automotive Systems and Technologies Slovakia s.r.o.

Motherson SAS Automotive Modules De Portugal Unipessoal, Lda.

Motherson SAS Automotive Services Spain, S.A

Motherson SAS Automotive Module Solutions (Shanghai) CO., LTD (formerly SAS Automotive Systems (Shanghai) Co., Ltd.)

Motherson DRSC Modules USA Inc.

(formerly Dr. Schneider Automotive Systems, Inc.)

Motherson SAS Automotive Modules and Services Argentina S.A. (formerly SAS Automotriz Argentina S.A.)

SAS Automotive do Brazil Ltda.

SAS Automotive Systems S.A. de C.V.

Motherson SAS Turkey Otomotiv Servis Ticaret Limited Sirketi (formerly SAS Otosistem Teknik Sanayi ve Ticaret Limited Sirketi)

Misato Industries Co. Ltd., Japan



Motherson Electroplating US LLC

Motherson DRSC Modules S.A.U.

Centro especial de empleo de Motherson DRSC Picassent, S.L.U.

Motherson DRSC Automotive Product Trading (Shanghai) Co. Ltd., China (formerly Dr. Schneider Automotive Trading (Shanghai) Co. Ltd.)

Motherson DRSC Automotive Systems (Liaoyang) Co. Ltd.

(formerly Dr. Schneider Automotive Parts (Liaoyang) Co. Ltd.) China

Motherson DRSC Automotive Poland Sp.z.o.o.

(formerly Dr. Schneider Automotive Polska Sp. zo.o., Poland)

Motherson SAS Automotive Services USA Inc.

(formerly SAS Automotive USA, Inc.)

Motherson Group Investments USA Inc., USA

Samvardhana Motherson Electric Vehicles L.L.C, Abu Dhabi

PKC Real Estate Germany B.V. & Co. KG

SM Real Estates Germany B.V. & Co. KG

SMR Real Estate Deutschland B.V. & Co. KG

Motherson Deltacarb Advanced Metal Solutions SA

Samvardhana Motherson Adsys Tech Limited

Samvardhana Motherson International Leasing IFSC Limited

Motherson SAS Automotive Parts and Modules Foshan Co., Ltd., China

Yachiyo India Manufacturing Private Limited (Subsidiary through MSSL ME)

Prysm Displays (India) Private Limited

Motherson Lumen Global Holdings Pty Limited

(formerly Lumen International Holdings Pty Ltd.) (Lumen)

(Acquired on April 8, 2024 by SMR Holding Australia Pty. Ltd.)

Motherson Lumen Innovative Solutions Pty Limited (Australia) (formerly Motherson Lumen Innovations Australia Pty Limited)

(subsidiary through Lumen)

Lumen Engineering Solutions Pty Ltd.

(subsidiary through Lumen)

Lumen Special Conversions Pty Ltd.

(subsidiary through Lumen)



Motherson Lumen New Zealand Limited, New Zealand (formerly Lumen New Zealand Ltd.) (subsidiary through Lumen)

Motherson Lumen (Thailand) Limited (formerly Lumen Thailand Ltd.) (subsidiary through Lumen)

Motherson Lumen International Investments Limited (Hongkong) (formerly Lumen International Investments Ltd.) (subsidiary through Lumen)

Motherson Lumen Holding Limited, Hongkong (formerly Lumen International (Hongkong) Holding Ltd.)

Motherson Lumen North America INC. (USA) (formerly Lumen North America, Inc.) (subsidiary through Lumern)

Lumen Europe Sp. z.o.o. (subsidiary through Lumern)

Motherson Aerospace Top Holding Co SAS (MAS") (formerly SSCP Aero TopCo SAS) (Acquired on May 13, 2024 by SMRC Automotive Holdings Netherlands B.V.)

Motherson Aerospace Mid Holdings Company SAS (formerly SCP Aero MidCo SAS) (subsidiary through MAS)

Motherson Aerospace Holding Company SAS (formerly SSCP Aero BidCo SAS) (subsidiary through MAS)

Motherson Aerospace SAS (formerly AD Industrie (SAS)) (subsidiary through MAS)

SCI AD Industrie La Chassagne, France (subsidiary through MAS)

MS Composites (SAS), France (subsidiary through MAS)

ADI Composites Medical (SAS), France (subsidiary through MAS)

MS Composites Maroc (SA), Morocco (subsidiary through MAS)

Societe Nouvelle D'exploitation Deshors Aeronautique defense ET industrie, France (subsidiary through MAS)



ADI Kalfa (SAS), France (subsidiary through MAS)

AD Industrie Tunisie (SARL), Tunisia (subsidiary through MAS)

Exameca (SAS), France (subsidiary through MAS)

Exameca Mesure (SAS), France (subsidiary through MAS)

ADI Aerotube (SAS), France (subsidiary through MAS)

Micro Mecanique Pyreneenne (SAS), France (subsidiary through MAS)

Adima Aerospace (SARL), Morocco (subsidiary through MAS)

GIE Groupe AD (under liquidation) (subsidiary through MAS)

Motherson Auto Solutions Limited (through SMISL)

Motherson Electro Components Limited

(formerly Samvardhana Motherson Advanced Innovations Limited)

(Incorporated on July 23, 2024 as WOS of SMISL. Change the name of company on April 07, 2025)

Motherson Strategic Systems Mideast Limited, Dubai (incorporated on August 15, 2024 as WOS of MSSL ME)

Motherson International Limited, Abu Dhabi (incorporated on August 16, 2024 as WOS of SMRC Automotive Holdings Netherlands B.V.)

Motherson Prysm Inc.

(Incorporated on January 22, 2025 as WOS of MSSL Consolidated Inc.)

Prysm Middle East DMCC, UAE

(acquired on January 30, 2025 as WOS of Motherson Prysm Inc.

Prysm Hong Kong Limited

(acquired on January 30, 2025 as WOS of Motherson Prysm Inc.

Motherson Treasury Strategy Limited, Abu Dhabi

(Incorporated on February 19, 2025 as WOS of the Company)

Global Tech Machinery FZ-LLC

(Incorporated on March 27, 2025 as WOS of Motherson Global Investments B.V.)

MSSL Australia Pty Ltd

Vacuform 2000 (Proprietary) Limited.



SMR Grundbesitz GmbH & Co. KG

Changchun Peguform Automotive Plastics Technology Co. Ltd

Foshan Peguform Automotive Plastics Technology Co. Ltd.

Celulosa Fabril S.A.

Modulos Ribera Alta S.L.U.

Tianjin SMP Automotive Component Company Limited

Yujin SMRC Automotive Techno Corp.

SMRC Automotives Technology Phil Inc.

Motherson Elastomers Pty Limited

Motherson Investments Pty Limited

Jiangsu Huakai-PKC Wire Harness Co., Ltd.

Shanjdong Huakai-PKC Wireharness Co. Ltd.

Fuyang PKC Vehicle Technology Co., Ltd.

PKC Vechicle Technology (Hefei) Co, Ltd.

Jilin Huakai PKC Wire Harness Co. Ltd.

Re-time Pty Limited

Shenyang SMP Automotive Trim Co., Ltd., China

SMR Plast Met Automotive Tec Turkey Plastik imalat Anonim Sirketi (Turkey)

SMR Plast Met Molds and Tools Turkey Kalip imalat Anonim Sirketi (Turkey)

Motherson Molds and Diecasting Limited

SAKS Ancillaries Limited (Subsidiary through SMISL)

Motherson Techno Tools Limited (Subsidiary through SMISL)

Motherson Techno Tools Mideast FZE (Subsidiary through SMISL)

Motherson Air Travel Agencies Limited

Samvardhana Motherson Hamakyorex Engineered Logistics Limited (Subsidiary through SMGCL)

CIM Tools Private Limited

Aero Treatments Private Limited

Motherson Automotive Giken Industries Corp Ltd., Japan

Zhaoqing SMP Automotive Components Co., Ltd.

Youngshin Motherson Auto Tech Limited



Saddles International Automotive and Aviation Interiors Private Limited

CEFA Poland s.p.Z.o.o.

(100% held by Celulosa Fabril (Cefa) S.A.)

Motherson Yachiyo Automotive Systems Co. Ltd.

(formerly Yachiyo Industry Co., Ltd.) Japan (Yachiyo)

Motherson Yachiyo Automotive Tech Products of America, Inc.

(formerly Yachiyo of America Inc.)

(Subsidiary through Yachiyo)

Yachiyo of Ontario Manufacturing, Inc.

(Subsidiary through Yachiyo)

Yachiyo Mexico Manufacturing S.A. de C.V.

(Subsidiary through Yachiyo)

Yachiyo Germany GmbH (Subsidiary through Yachiyo)

Siam Yachiyo Co., Ltd. (Subsidiary through Yachiyo)

PT. Yachiyo Trimitra Indonesia (Subsidiary through Yachiyo)

Yachiyo Zhongshan Manufacturing Co., Ltd. (Subsidiary through Yachiyo)

Yachiyo Wuhan Manufacturing Co., Ltd. (Subsidiary through Yachiyo)

Yachiyo Do Brasil Industria E Comercio De Pecas Ltda. (Subsidiary through Yachiyo)

Motherson Yachiyo US Automotive Systems, Inc.

(formerly US Yachiyo, Inc.)

(Subsidiary through Yachiyo)

Motherson Yachiyo Automotive Tech Manufacturing of America, LLC

(formerly Yachiyo Manufacturing of America, LLC)

(Subsidiary through Yachiyo)

Motherson Yachiyo AY Manufacturing Ltd., USA

(formerly AY Manufacturing Ltd.)

(Subsidiary through Yachiyo)

Motherson Lumen Systems South Africa (Pty) Ltd. (South Africa)

(formerly Lumen Special Cables (Pty) Ltd.)

(subsidiary through Lumern effective from April 8, 2024)

Irillic Private Limited

(Acquired on April 27, 2024)

SMGCL Co Ltd., Japan

(Incorporated on February 3, 2025 as subsidiary of SAHN B.V. – 51%)

Atsumitec Co., Ltd., Japan

(acquired on March 26, 2025 by Motherson Global Investments B.V.) ("Atsumitec")



ADA Technologies Inc., USA (subsidiary through Atsumitec)

ADA Technologies Inc.

(subsidiary through Atsumitec)

PT. Atsumitec Indonesia (subsidiary through Atsumitec)

Green Charge Co., Ltd., Japan (subsidiary through Atsumitec)

Atsumitec (Thailand) Co., Ltd. (subsidiary through Atsumitec)

Atsumitee & Hayashi (Thailand) Co., Ltd. (subsidiary through Atsumitee)

Atsumitec Vietnam Co., Ltd. (subsidiary through Atsumitec)

Atsumitec Auto Parts (Foshan) Co., Ltd., China (subsidiary through Atsumitec)

Atsumitec Import and Export Trading (Foshan) Co., Ltd., China (subsidiary through Atsumitec)

Atsumitec (HK) Co., Ltd., Hong Kong (subsidiary through Atsumitec)

## B. Other related parties

### i) Joint Ventures:

Sumitomo Wiring Systems Limited, Japan

H.K. Wiring Systems Limited

### ii) Companies in which Key Managerial Personnel or their relatives have control/ significant influence:

Motherson Engineering Research and Integrated Technologies Limited

A Basic Concepts Design Pty Limited

ATAR Mauritius Private Limited

SCCL Infra Projects Limited, Cyprus

SCCL Global Project (FZE)

Spirited Auto Cars (I) Limited

Motherson Lease Solution Limited

Systematic Conscom Limited

Advanced Technologies and Auto Resources Pte. Ltd.

Edcol Global Pte. Limited

Motherson Innovative Technologies and Research

Radha Rani Holdings Pte Ltd

JSSR Holdings (M) Pvt. Ltd.

JBJ Development Inc



Nirvana Foods GmbH

FDO Holidays Private Limited

Motherson Spirited Auto Retails India Limited

Prime Auto Cars Limited

Spirited Motor Vehicles Limited

Adventure Auto Car India Limited

Bima Leap Insurance Broker Limited

Adventure Automotives Limited

Spirited Carcare Works Limited

Salo Tech Motherson Solar Energy India Private Limited (incorporated on June 19, 2024 – WOS of MLS)

REE Automotive Ltd. (Israel)

Son Grows System Limited, Dubai

SON GROWN MATERIAL FOODS TRADING L.L.C.

(incorporated on July 17, 2024)

BOH Pte. Ltd.

J.B.J Australia Pty Ltd

BOH LLC

Fullmind (iTutor.com Inc)

Vernons Financial Limited

Noval S.A.

JBJK Growth Trust

Astral Lite Trust

Swarn Lata Motherson Dhenu Sewarth Trust

Swarnlata Motherson Trust

Samvardhana Employees Welfare Trust

Sehgal Family Trust

Renu Sehgal Trust

Motherson Sumi Wiring India Limited

Hubei Zhengao PKC Automotive Wiring Company Ltd

AES (India) Engineering Limited



Kyungshin Industrial Motherson Pvt. Ltd.

Highly Marelli Motherson Thermal Solutions Private Limited (formerly Calsonic Kansei Motherson Auto Products Pvt. Ltd.) (Name changed w.e.f March 6, 2025)

Ningbo SMR Huaxiang Automotive Mirrors Co. Limited

Chongqing SMR Huaxiang Automotive Products Limited

Eissmann SMP Automotive interieur Slovakia s.r.o.

Tianjin SMR Huaxiang Automotive Parts Co., Ltd.

Nanchang JMCG SMR Huaxiang Mirror Co. Ltd.

CTM India Limited

Anest Iwata Motherson Private Limited (through SMISL)

Spheros Motherson Thermal System Limited (formerly Valeo Motherson Thermal Commercial Vehicles India Limited)

Matsui Technologies India Limited

Frigel Intelligent Cooling Systems India Private Limited

Nissin Advanced Coating Indo Co. Private Limited (through SMISL)

Motherson Bergstrom HVAC Solutions Private Limited

Marelli Motherson Automotive Lighting India Private Ltd.

Marelli Motherson Auto Suspension Parts Pvt Ltd.

Wuxi SMR Huaxiang Automotive Component Company Limited (formerly Wuxi SMR Automotive Parts Company Limited)

SWS India Management Support And Services Pvt. Ltd

Renu Farms Private Limited

Advantedge Technology Partners Private Limited

Moon Meadows Private Limited

Nirvana Niche Products Private Limited

Shri Sehgals Trustee Company Private Limited

SISBRO Motor & Workshop Private Limited

Field Motor Private Limited

Southcity Motors Private Limited

Advantedge Incubators Private Limited

Motherson Auto Limited



## iii) Firm in which a director or his relative is a partner

Motherson (Partnership Firm)

Vaaman Auto Industry (Partnership Firm)

Ganpati Auto Industries (Partnership Firm)

## iv) Key Managerial Personnel

### a) Board of Directors

Mr. Laksh Vaaman Sehgal

Mr. Bimal Dhar

Mr. Sanjay Kalia (Independent Director) till March 31, 2025

Mr. Shunichiro Nishimura (till August 21, 2024)

Mr. Isao Asai (till August 21, 2024)

Ms. Lata Unnikrishnan

Mr. Ramesh Dhar (Indpendent Director w.e.f. April 17, 2025)

Mr. Ravi Mathur (Independent Director w.e.f. May 27, 2024)

Mr. Yuichi Shimizu (w.e.f. August 21, 2024)

# b) Other KMP

Mr. Rajesh Thakur, Chief Executive Officer

Mr. Ashish Bhagat, Chief Financial Officer

Ms. Surbhi Sehgal, Company Secretary

## v) Relatives of Key Managerial Personnel

Mr. Vivek Chaand Sehgal

Late Smt. Renu Alka Sehgal (Demise on May 4, 2024)

Ms. Vidhi Sehgal

Mrs. Samriddhi Sehgal

Master Sidh Vaasav Sehgal

Master Ganan Yuvaan Sehgal

Master Kushaan Samarth Sehgal

# II. Details of transactions, in the ordinary course of business at commercial terms, and balances with related parties as mentioned in 34 (I) above:

### (a) Key management personnel compensation

	March 31, 2025	March 31, 2024
Short-term employee benefits	40.6	50.5
Post-employment benefits	0.7	0.6
Long-term employee benefits	0.2	-
<b>Total compensation</b>	41.5	51.1



Particulars	Holding (	Holding Company	Fellow Subsidiary Companies	low Subsidiary Companies	Joint Venture or JV investor	nture or estor	Associ Compani contro	Associates & Companies where control exists	Key Man Perso	Key Management Personnel	Total	tal
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Sales of goods	181.9	178.6	158.5	238.7	'	'	229.0	147.3	-	-	569.4	564.6
Services rendered	766.6	531.2	6,422.0	4,873.2	0.1		474.0	310.2			7,662.8	5,714.7
Script sale	'	-	-		-	-	-	-			'	'
Purchases	'	-	4.0	10.3	'	-	-	'	-		4.0	10.3
Purchase of fixed assets	0.3	-	-	-	-	-	779.2	602.4	-	-	779.5	602.4
Sale of fixed assets						-	-	0.2	•	-	'	0.2
Payment of salaries	-	-	-	-	-	-	-	-	41.5	51.1	41.5	51.1
Other Income received	-	-	6.7	20.2	-	-	-	-	-	-	6.7	20.2
Legal & professional expenses	17.8	59.3	29.8	27.4	-	-	-	-	-	-	47.6	86.7
Business Promotion	-	1.3	3.5	7.8	-	-	-	-	-	-	3.5	9.1
Consultancy charges	-	-	5.2	-	-	-	-	-	-	-	5.2	•
Corporate social responsibility (CSR) activities	-	-	-	-	-	-	-	-		-	-	1
Electricity, water and fuel	-	-	-	-	-	-	7.7	-	-	-	7.7	'
Staff welfare	-	-	11.8	0.5	-	-	-	'	-	-	11.8	0.5
Communication expenses	-	-	-	-	-	-	-	-	-	-	•	•
Lease rent	'	-	7.5	5.1	•	-	106.4	88.4	•	•	113.9	93.5
Miscellaneous	-	0.8	4.8	40.8	-	1.3	-	16.4	-	-	4.8	59.3
Repairs and maintenance: Building	-	-	1.5	-	-	-	11.3	0.1	•	-	12.8	0.1
Software license and development charges	34.7	10.2	5.8	0.4	1.1	-	0.1	-	-	•	41.6	10.6
Travelling and Conveyance	'	-	33.9	38.9	-	-	'	'	'	•	33.9	38.9
Insurance	-	•	0.5	0.2	-	-	-	-	'	'	0.5	0.2



Particulars	Holding (	Holding Company	Fellow Sa Comp	Fellow Subsidiary Companies	Joint Venture or JV investor	nture or estor	Associates & Companies where control exists	ates & es where exists	Key Management Personnel	agement nnel	Total	tal
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Training & seminar expenses	'	'	5.4	'	'	'	'	'	'	'	5.4	'
Sitting fees to Directors	-	-	-	-	-	-	-	-	0.5	-	0.5	'
Reimbursements received	2.8	2.3	135.4	82.0	-		3.2	4.9	-		141.4	89.1
Reimbursements paid	0.3	1.3	134.5	9.56	-			9.5	-	-	134.9	106.4
Interest paid	-				'				'	'	'	'
ICD obtained during the year	-	925.0	0.089	495.0	-	-	-	-	-	-	0.089	1,420.0
ICD repaid during the year	415.0	510.0	52.0	0.009	-	-	-	-	-	-	467.0	1,110.0
Interest on ICD obtained	35.6	23.4	29.2	21.0					'	'	64.8	44.5
Security deposits given	-	-	-	-	-	-	38.9	18.1	-	-	38.9	18.1
Security deposits refund received	'	•	•	'	•	•	23.7	7.5	•	•	23.7	7.5
Annual maintenance contracts (hardware and software)	-	•	-	-	•	-	0.7	•	-		0.7	
Deferred income (net)	(5.1)	(3.1)	7.0	(56.2)	-	-	(5.9)	(2.1)	-	-	(4.0)	(61.4)



Particulars	Holding	Holding Company	Fellow Subsidiary Companies	ub sidiary anies	Joint Venture or JV investor	nture or estor	Associates & Companies where control exists	Associates & ompanies where control exists	Key Managen Personnel	Key Management Personnel	To	Total
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Trade receivables	199.0	149.4	913.5	1,063.4	1	'	166.3	102.8	1	1	1,278.9	1,315.6
Trade payables	12.5	16.4	51.6	43.1	-	0.3	3.7	15.8	-	1	8.79	75.5
Creditors for capital goods	'	'	-	1	1	,	5.0	0.4	'	'	5.0	0.4
Security deposits (given)	1.1	1.1	1	1	1	'	106.5	90.1	'	,	107.7	91.3
Security deposits received	1	1	1	1	1	1	1	1	'	,	1	1
Borrowing payable	'	415.0	937.0	305.0	1	'	1	1	'	'	937.0	720.0
Interest accrued on Borrowing payable	'	1	6.1	4.6	1	1	1	1	1	1	6.1	4.6
Other receivables	'	'	0.2	'	-	,	0.5		'	'	0.7	1
Advances from customers	2.4	0.2	-	0.1	1	-	0.5	1	1	1	2.8	0.2
Advances to creditors for capital goods	-	1	ı	ı	1	1	1	1	1	ı	1	1
Employee expenses payable	-	1	1	1	-	-	1	1	11.8	7.0	11.8	7.0
Employee expenses receivable	-	'	1	1	-	-	-	-	-	1	-	1
Expenses payable	-		69.5		-		'		-		5.69	1
Retention money	-		'		'		58.7	26.1	1		58.7	26.1

Outstanding balances arising from sales / purchases of goods and services



### 35. Assets pledged as security

The carrying amount of assets pledged as security for current borrowings are as follows:

	March 31, 2025	March 31, 2024
Current:		
First charge		
Inventory	15.2	15.7
Financial assets		
Trade receivables	1,652.7	1,703.2
Cash and cash equivalents	9.7	29.4
Other bank balances	-	-
Deposits	38.6	16.7
Other financial assets	262.9	221.0
Other current assets	425.9	372.7
Total current assets pledged as security	2,405.0	2,358.7
Non-current:		
First charge		
Leasehold land *	85.2	85.2
Buildings*	532.7	532.7
Movable fixed assets	692.1	585.6
Total non-current assets pledged as security	1,310.0	1,203.5
Total assets pledged as security	3,715.0	3,562.2

<sup>\*</sup> Charge on Indian rupee term loan from HDFC bank for capital expenditure is pending to be created with registrar of Companies at the end of March 31, 2025.

# 36. Capital and Other Commitments

Capital expenditure contracted at the end of the reporting period but not recognised as liabilities is as follows:

	March 31, 2025	March 31, 2024
Property, plant and equipment		
Estimated value of contracts in capital account remaining to be executed.	879.1	1,552.1
Total	879.1	1,552.1
Other commitments		
Bank guarantee	8.8	37.7
Estimated value of contracts other than capital account remaining to be executed.	3,001.2	3,088.2
Total	3,010.0	3,125.9



#### 37. Leases

### As a lessee

The Group has lease contracts for various items of land, vehicles and building used in its operations. Leases of land generally have lease terms of 90 years, vehicles generally have lease terms of 4-5 years and other equipment generally have lease terms of 3-6 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets.

The Group also has certain leases of building with lease terms of 12 months or less and leases of other equipment with low value. The group applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases respectively.

# Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

# Right-of-use assets

Particulars	Leasehold Land	Buildings	Vehicles	Total
Gross carrying amount				
as at April 01, 2023	584.1	56.8	95.3	736.2
Additions during the year*	7.2	0.6	80.1	87.9
Disposals	-	-	(4.7)	(4.7)
as at April 01, 2024	591.3	57.4	170.7	819.4
Additions during the year*	15.8	189.5	103.4	308.7
Disposals	(7.4)	-	(4.7)	(12.1)
as at March 31, 2025	599.7	246.9	269.4	1,116.0
Accumulated depreciation				
as at April 01, 2023	28.3	14.1	55.0	97.4
Depreciation charge during the year	11.5	10.6	21.4	43.5
Disposals	-	-	(0.9)	(0.9)
as at April 01, 2024	39.8	24.7	75.5	140.0
Depreciation charge during the year	11.8	28.3	32.4	72.5
Disposals	(7.4)	-	(0.6)	(8.0)
as at March 31, 2025	44.2	53.0	107.3	204.5
Net carrying amount as at March 31, 2025	555.5	193.9	162.1	911.5
Net carrying amount as at March 31, 2024	551.5	32.7	95.2	679.4

<sup>\*</sup> During the year ended March 31, 2025, the Group has capitalised borrowing costs amounting to nil as qualifying assets (March 31, 2024 : nil ).



# b) Set out below are the carrying amounts of lease liabilities and the movements during the period: Lease liabilities

Particulars	Leasehold	Buildings	Vehicles	Total
	Land			
Recognised as at April 01, 2023	100.3	48.0	43.8	192.1
Additions	-	7.2	59.1	66.3
Accretion of interest	11.1	1.6	5.4	18.1
Payments	(11.1)	(17.1)	(20.8)	(49.0)
Deletion	-	-	(4.7)	(4.7)
Recognised as at April 01, 2024	100.3	39.7	82.8	222.8
Additions	-	205.3	81.4	286.7
Accretion of interest	11.1	8.5	10.2	29.8
Payments	(11.1)	(38.4)	(32.3)	(81.8)
Deletion	-	-	(4.3)	(4.3)
Lease liabilities as at March 31, 2025	100.3	215.1	137.8	453.2
Classification of Lease liabilities as at March 31, 2025				
Current	-	52.3	31.4	83.7
Non-current	100.3	162.8	106.4	369.5
Classification of Lease liabilities as at March 31, 2024				
Current	-	14.6	18.3	32.9
Non-current	100.3	25.1	64.5	189.9

The Group had total cash outflows for leases of INR 177.5 million in March 31, 2025 (includes cash outflows of INR 95.7 million relating to short term leases and low value assets)(March 31, 2024 :INR 149.8 Million).

The maturity analysis of lease liabilities is disclosed in Note 32.

The weighted average incremental borrowing rate applied to lease liabilities is 11.00%

## c) The following are the amounts recognised in profit or loss:

	For the ye	ear ended
	March 31, 2025	March 31, 2024
Depreciation expense of right-of-use assets	72.5	43.5
Interest expense on lease liabilities* (Note 26)	29.5	18.0
Expense relating to short-term leases (included in other expenses) (Note 27)	95.7	100.8
Total amount recognised in profit or loss	197.7	162.3

<sup>\*</sup> interest expense net of borrowing cost capitalised during the year March 31, 2025 of nil (March 31, 2024: nil).



## 38. Contingent liabilities:

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Group believes that none of the contingencies described below would have a material adverse effect on the Group's financial condition, results of operations or cash flows.

	March 31, 2025	March 31, 2024
Claims against the Group not acknowledged as debts		
Income tax matters*	218.7	218.7
Custom matter	1.5	1.5
Sales tax matters	0.1	0.1
Customer claim **	43.6	-

<sup>\*</sup>This includes transfer pricing matters amounting to INR 32.55 million pertaining to AY 2020-21, INR 71.27 million pertaining to AY 2018-19 and INR 114.90 million pertaining to AY 2016-17 which is pending against CIT (Appeals), INR 173.37 million is paid against protest from the total amount of all the three years combined.

Management believes that, the Company has reasonable defence to substantiate its grounds. Management continues to engage with the customer for an amicable solution.

#### Notes:

- (a) The Group does not expect any reimbursements in respect of the above contingent liabilities.
- (b) It is not practicable for the group to estimate the timings and amount of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.

### 39. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006\*

The Group has certain dues to suppliers registered under micro and small Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act is as follows:

Particulars	March 31, 2025	March 31, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at		
the end of each accounting year		
Principal amount due to micro and small enterprises	64.9	193.3
Interest due on above	-	-
	64.9	193.3
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006	-	-
along with the amounts of the payment made to the supplier beyond the appointed day		
during each accounting year		
The amount of interest due and payable for the period of delay in making payment (which	-	-
have been paid but beyond the appointed day during the year) but without adding the		
interest specified under the MSMED Act 2006.		
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years,	-	-
until such date when the interest dues as above are actually paid to the small enterprise for		
the purpose of disallowance as a deductible expenditure under section 23 of the MSMED		
Act 2006		

<sup>\*</sup>Information is provided for companies incorporated in India.

<sup>\*\*</sup> One of the subsidiary of the Group, Motherson Technology Service Kabushiki Gaisha is in a dispute with one of its customer over the contract to provide Auto guided vehicle (AGV). The customer had requested cancellation of the contract and claim JPY 72.6 million. Hence, the same has been disclosed as contingent liability.



Details of subsidiaries which have been consolidated are as follows:

40. Interest in other entities

S. No	S. No Name of the Company	Country of Incorporation	Ownership interest held by the Group	p interest ne Group	Ownership interest held by the non-controlling interest	nterest held rolling interest	Reporting Dates used for
			March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	Consolidation
-	Motherson Technology Services USA Limited	USA	100%	100%	%0	%0	March 31,2025
2	Motherson Technology Services GmbH	Germany	100%	100%	%0	%0	March 31,2025
3	Motherson Technology SG Pte. Ltd.	Singapore	100%	100%	%0	%0	March 31,2025
4	Motherson Technology Service Kabushiki Gaisha*	Japan	85.71% by Motherson Technology Service SG Pte Ltd.	85.71% by Motherson Technology Service SG Pte Ltd.	14.29% by Akihiko Yamauchi	14.29% by Akihiko Yamauchi	March 31,2025
S	Motherson Auto Engineering Service Limited**	India	1	1	%0	%0	March 31,2025
9	Samvardhana Motherson Virtual Analysis Limited***	India	1	100%	%0	%0	March 31,2025
7	Samvardhana Motherson Health Solution Limited	India	100%	100%	%0	%0	March 31,2025
∞	SMI Consulting Technologies Inc.	USA	100%	100%	%0	%0	March 31,2025
6	Motherson Technology Services United Kingdom Limited	UK	100%	100%	%0	%0	March 31,2025
10	Motherson Technology Service Mid East FZ-LLC	UAE	100%	100%	%0	%0	March 31,2025
=	Motherson Technology Services Spain S.L.U.	Spain	100%	100%	0%0	%0	March 31,2025
k Max			,	J	. I 4.1 1. 1 4	11.1 L - 1 A L N A - Al.	F

<sup>\*</sup> Motherson Technology Service Kabushiki Gaisha is a subsidiary of Motherson Technology SG Pte Ltd. which in turn is held by Motherson Technology Services Limited.

<sup>\*\*\*</sup>Samvardhana Motherson Virtual Analysis Limited, wholly owned subsidiary of Motherson Technology Services Limited striked off in FY 2024-25. \*\*Motherson Auto Engineering Service Limited, wholly owned subsidiary of Motherson Technology Services Limited striked off in FY 2023-24.



Current year: 2024-25

41. Additional information required by Schedule III

Nomo of outity	Not Accetel	latea	Chara in moft on Asset	6t or docell	Shore in other	n othor	Shows in total	n total
stante of childs		2262		III 01 (1033)	comprehens	comprehensive income <sup>1</sup>	comprehensive income <sup>1</sup>	ive income <sup>1</sup>
Name of the Company	As a % of Consolidated Net Asset	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount	As a % of Consolidated Profit / (loss)	Amount
Motherson Technology Services Limited	226.1%	2,281.4	253.8%	233.0	127.7%	(45.2)	333.0%	187.8
Subsidiaries:								
Indian:								
Samvardhana Motherson Virtual Analysis Limited	%0:0	1	%0.0	1	%0.0	1	%0.0	
Motherson Auto Engineering Service Limited	%0:0	-	%0.0	ı	%0'0	ı	%0'0	
Samvardhana Motherson Health Solution Limited	(0.5%)	(4.6)	-9.2%	(8.4)	-32.8%	11.6	5.7%	3.2
Foreign:								
Motherson Technology Services USA Limited	(14.0%)	(140.9)	2.5%	2.3	%0.0	-	4.1%	2.3
Motherson Technology Services Gmbh	19.2%	193.4	39.4%	36.2	5.1%	(1.8)	61.0%	34.4
Motherson Technology SG Pte Ltd.	(30.3%)	(305.4)	-39.8%	(36.5)	0.0%	•	-64.7%	(36.5)
Motherson Technology Service Kabushiki Gaisha	(45.5%)	(459.1)	-56.1%	(51.5)	%0.0	•	-91.3%	(51.5)
SMI Consulting Technologies, Inc.	(14.4%)	(144.9)	-6.2%	(5.7)	%0'0	-	-10.1%	(5.7)
Motherson Technology Services United Kingdom Limited	(27.7%)	(279.7)	-79.5%	(73.0)	%0.0	-	-129.4%	(73.0)
Motherson Technology Service Mid East FZ-LLC	(18.9%)	(190.6)	-23.3%	(21.4)	%0.0	•	-37.9%	(21.4)
Motherson Technology Services Spain S.L.U.	5.9%	59.5	18.3%	16.8	%0.0	•	29.8%	16.8
Minority Interest in All Subsidiaries	1	1	0.0%	'	0.0%	'	0.0%	
Total		1,009.1		91.8		(35.4)		56.4

The aforementioned amounts are before consolidation adjustments and intercompany eliminations.

Previous year: 2023-24



Notes to the consolidated Ind AS financial statements for the year ended March 31, 2025 (All amounts in INR Rupee, unless otherwise stated)

24.8 (67.8) (19.5)(24.9) (9.65) (5.1) (33.4) (41.8) (279.6) (110.2)57.9 comprehensive income<sup>1</sup> 39.4% 0.0% 8.9% 1.8% 0.0% 0.0% 24.2% 7.0% -20.7% 11.9% 14.9% (8.9%) Consolidated Profit / (loss) As a % of (23.4) (22.8) comprehensive income1 Share in other 102.6% %0.0 0.0% %0:0 %0.0 0.0% 0.0% 0.0% 0.0% 0.0% (7.9%)5.3% 0.0% Consolidated Profit / (loss) As a % of 24.8 (256.8)(86.8) (9.69)(19.5)(24.9) (59.6)(5.1) (33.4) (41.8) 59. Share in profit or (loss) Amount 33.8% 0.0% 7.6% 9.7% 23.2% 2.0% 16.3% %0:0 0.0% -23.0% 13.0% Consolidated Profit / (loss) As a % of (95.6) (139.7) 154.2 (260.8) (135.7) (195.4) 2,082.3 (392.2)(164.9)Amount Net Assets1 233.1% (21.9%) 0.0% 0.0% 0.0% (10.7%) 17.3% (29.2%) (43.9%) 4.6% (15.2%)(15.6%)(18.5%)Consolidated As a % of Net Asset Motherson Technology Services USA Motherson Auto Engineering Service Motherson Technology SG Pte. Ltd. Motherson Technology Service Mid Minority Interest in All Subsidiaries SMI Consulting Technologies Inc. Motherson Technology Services Motherson Technology Services Samvardhana Motherson Virtual Samvardhana Motherson Health Motherson Technology Services Motherson Technology Services Motherson Technology Service Jnited Kingdom Limited Vame of the Company Kabushiki Gaisha Analysis Limited Solution Limited Subsidiaries: Name of entity East FZ-LLC Spain S.L.U. Foreign: imited Indian: Limited imited Gmbh Total

The aforementioned amounts are before consolidation adjustments and intercompany eliminations.



### 42. Other Statutory information

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Group does not have any transactions with companies struck off.
- (iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The Group is not declared as wilful defaulter by any bank or financial Institution or other lender
- 43. The Group have a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Group appoints independent consultants for conducting a Transfer Pricing Study to determine whether the transactions with associate enterprises are undertaken, during the financial year, on an "arm's length basis". Adjustments, if any, arising from the transfer pricing study shall be accounted for as and when the study is completed for the current financial year. However, the management is of the opinion that its international and domestic transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.



- The Holding Company and subsidiary which are companies incorporated in India and whose financial statements have been audited under the Act have complied with the requirements of audit trail except for the holding Company which has utilized two accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and wherever enabled, the same have operated throughout the year for all relevant transactions, except for one of the application where audit trail at the database level was enabled from February 10, 2025. Further no instance of audit trail feature being tampered with was noted in respect of accounting softwares. Additionally, the audit trail has been preserved by the Company as per statutory requirements for record retention to the extent it was enabled from prior years.
- 45. Amounts appearing as zero "0" in financial are below the rounding off norm adopted by the Group. Previous years figures have been regrouped wherever necessary to conform with current year's classification.

## 46. Standard issued but not vet effective

There are no standards that are notified and not yet effective as on the date.

As per our report of even date

For S. R. Batliboi & Co. LLP

Chartered Accountants

Firm registration number: 301003E / E300005

per Sonika Loganey

Partner

Membership No: 502220

Place: Gurugram Date: May 27, 2025 For and on behalf of the Board of

Motherson Technology Services Limited

CIN: U67120MH1985PLC429692

Laksh Vaaman Sehgal

Director DIN 00048584

Ashish Bhagat Chief Financial Officer

PAN AFIPB5613D

Place: Noida

Date: May 27, 2025

Lata Unnikrishnan Rajesh Thakur Director

DIN 08391470 Surbhi Sehgal

Company Secretary PAN CJOPK2696F

Chief Executive Officer PAN ACSPT8411E

# Notes



# **Motherson Technology Services Limited**

Regd Office:

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