

# **TEJASSVI AAHARAM LIMITED**

**(Formerly STERLING SPINNERS LTD.)**

## **TWENTY THIRD ANNUAL REPORT**

**2016-2017**

## BOARD OF DIRECTORS

1. **Mr. K.S. VENUGOPALA** Chairman-Cum-Managing Director
2. **Mr. K. ALAGIRISWAMI** Director
3. **Mr. R. VIJAYKUMAR** Director
4. **Smt. SUREKHA SHYAM** Woman Director
5. **Mr. R. ANAND** Company Secretary

## AUDITORS

### **D. SAMPATHKUMAR & CO.**

(Regn.No.003556S)  
3, South Boag Road, Thyagaraya Nagar  
Chennai 600 017.

## REGISTERED OFFICE

New No. 4, S.N. Street,  
Tollgate, Chennai - 600 081.  
Phone : 044 - 25912672  
CIN No. : L15549TN1994PLC028672  
e-mail : taltdchennai@gmail.com  
website : talchennai.in

## FACTORY

Pa Pudupatti (P.O.),  
Vedasandur Taluk,  
Dindigul - 624 005.

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# TWENTY THIRD ANNUAL REPORT & STATEMENT OF ACCOUNTS FOR THE YEAR ENDED 31st March, 2017.

## **NOTICE TO THE SHARE HOLDERS**

NOTICE is hereby given that the Twenty Third Annual General Meeting of Members of **M/s. TEJASSVI AAHARAM LIMITED (formerly STERLING SPINNERS LTD.,) CHENNAI**, will be held at the Registered Office of the Company at New No.4 (Old No.377/2), Suryanarayana Street, Chennai - 600 081 on SATURDAY the 30th SEPTEMBER, 2017 at 10.45 A.M. to transact the following business:

### **AGENDA**

#### **ORDINARY BUSINESS**

**1. ADOPTION OF ANNUAL ACCOUNTS:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Director's and the Auditor's thereon.

**2. RE-APPOINTMENT OF DIRECTOR'S**

To appoint a Director in place of Smt.Surekha Shyam (DIN 07116042), as a Non-Executive Woman Director, liable to retire by rotation, and being eligible offers herself for re-appointment.

**3. RE-APPOINTMENT OF STATUTORY AUDITORS:**

To re-appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s. D.SAMPATHKUMAR & CO., Chartered Accountants, Chennai (Firm Regn.No.003556S) retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting(AGM) to the conclusion of the Twenty fourth AGM of the Company (Subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**"BY ORDER OF THE BOARD"**  
**For TEJASSVI AAHARAM LIMITED**  
**(formerly Sterling Spinners Ltd,**  
**Sd-**

**K.S.VENUGOPALA**  
**CHAIRMAN-CUM MANAGING DIRECTOR**  
**(DIN 00707454.)**

**Place: Chennai**  
**Date: 31.08.2017**

## NOTES :

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- A person can act as proxy on behalf of members not exceeding fifty (50) in numbers and holding in the aggregate not more than ten percent of the total share capital of the Company.
- The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- Pursuant to Regulation 36 of the Listing Regulations additional information on Directors seeking appointment / re-appointment at the Annual General Meeting (AGM) is provided in the Annual report.
- The Register of Members at the Share Transfer Books of the Company will remain closed from 22.09.2017 to 30.09.2017 (both days inclusive).
- Members holding shares in physical form are requested to notify change of address and change in bank mandate if any, to M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600 002, the Registrar and Share Transfer Agents and those who hold share in dematerialized form are requested to notify their Depository Participants (DP) any change in address and/or bank mandate.
- Members who are holding shares more than one folio under physical form may approach the Company's Share Transfer Agent for consolidation with respective details.
- The Security and Exchange of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Member holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
- Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.

- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Electronic copy of the Annual Report for the financial period ended 31.03.2017 is being sent to all the members whose email ID's are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
- Electronic copy of the Notice of the 23rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ID's are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 23rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members may also note that the Notice of the 23rd AGM and the Annual Report for the financial period ended on 31.03.2017 will also be available on the Company's website [www.talchennai.in](http://www.talchennai.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The investors may contact the Compliance Officer for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Compliance Officer at the following email address: [taltdchennai@gmail.com](mailto:taltdchennai@gmail.com)
- Members are requested to bring their copy of the Annual Report with them to the AGM.
- Members seeking any information or clarifications on the Annual Report are requested to send the written queries to the Company at least Two weeks before the meeting to enable the Company to compile the information and provide replies at the meeting.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, upto and including the date of the AGM of the Company.

## E-VOTING

- In compliance with provisions of Sec. 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- The Company has appointed Mrs. S.Lalitha (C.P. No.2666), Practicing Company Secretary, to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The procedure and instructions for the voting through electronic means is, as follows:
- The voting period begins on 26th September, 2017 (10.00 am) and ends on 29th September, 2017 (5.00 pm). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21.09.2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- The shareholders should log on to the e-voting website [www.evoting.nsd.com](http://www.evoting.nsd.com) during the voting period.
- Click on "Shareholders" tab.
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- Now Enter your User ID.
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- Members holding shares in Physical Form should enter Folio Number, registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to [www.evoting.nsd.com](http://www.evoting.nsd.com) and voted on an earlier voting of any company, then your existing password is to be used.

- If you are a first time user follow the steps given below:

	For Members holding shares in Demat form and in Physical form
PAN	<p>Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>● Sequence number has been provided as Sl.No. in the address label.</li> </ul>
DOB	Enter the date of birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> <li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/ Folio Number in the Dividend Bank details field.</li> </ul>

- After entering these details appropriately, click on "SUBMIT " tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Institutional Shareholders
- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.nsdl.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to.
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@nsdl.co.in](mailto:helpdesk.evoting@nsdl.co.in) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manuals available at



www.evoting.nsdl.com under help section or write an email to helpdesk.evoting@nsdl.co.in.

- The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him on 2nd October, 2017. The result declared along with the Scrutinizer's report, will be posted on the Company's website and on NSDL's website on 2nd October, 2017.

**Place: Chennai**  
**Date: 31.08.2017**

**"BY ORDER OF THE BOARD"**  
**For TEJASSVIAAHARAM LIMITED**  
**(formerly Sterling Spinners Ltd,**  
**Sd-**  
**K.S.VENUGOPALA**  
**CHAIRMAN-CUM MANAGING DIRECTOR**  
**(DIN 00707454.)**

## ANNEXURE TO NOTICE

### Details of Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting pursuant of Regulation 36 of the Listing Regulations:

1. Smt. Surekha Shyam (DIN 07116042) is a Woman Director of the Company, appointed by the Board of Directors at their meeting held on 26.03.2015 in terms of the conditions of SEBI and the Companies Act, 2013. She is a Post Graduate and has necessary experience and traits to hold this position and is a fit and proper person, in the view of the Board of Directors to be appointed as a Non-Executive Woman Director, to make the Board Room procedure lively and useful. She is also a Member of the Nomination and Remuneration Committee.

The Board recommends the resolution in relation to appointment of Smt. Surekha Shyam, as a Non-Executive Woman Director, liable to retire by rotation, for the approval by the Shareholders of the Company.

Except Smt. Surekha Shyam, being an appointee, and Sri K.S. Venugopala, Chairman-cum-Managing Director, being her Father-in-Law, none of the other Directors and Key Management Personnel of the Company and/or their relatives is concerned are interested, financially or otherwise, in the resolution set out as Item No. 2 Ordinary Business.

### Details of Director seeking appointment at the 23rd Annual General Meeting (Pursuant to Regulations 36 of the Listing Regulations):

1	Name of Director	Smt. Surekha Shyam
2	Date of Birth	04.12.1986
3	Date of appointment	26.03.2015
4	Qualification	M.B.A.
5	Expertise in Specific area	Administration
6	Directorship held in other Public Companies	Nil
7	Membership / Chairmanship of the Public Companies (includes only Audit and Shareholders / Investors Grievance Committee)	-
8	Number of Shares held in the Company	-

**"BY ORDER OF THE BOARD"**  
**For TEJASSVIAAHARAM LIMITED**  
**(formerly Sterling Spinners Ltd,**  
**SD-**

**K.S.VENUGOPALA**  
**CHAIRMAN-CUM MANAGING DIRECTOR**  
**(DIN 00707454.)**

**Place: Chennai**  
**Date: 31.08.2017**

## **DIRECTOR'S REPORT**

### **TO THE MEMBERS OF TEJASSVIAAHARAM LIMITED (formerly Sterling Spinners Ltd.)**

Your Directors have pleasure in presenting the Twenty Third Annual Report together with the audited financial statements of the Company for the year ended March 31, 2017. The Management Discussion and Analysis has also been incorporated into this report.

<b>OPERATING RESULTS</b>	<b>(Rs. in lakhs)</b>	
	<b>Current Year 31.03.2017</b>	<b>Previous Year 31.03.2016</b>
Other Income	123.57	10.46
Total Expenditure	190.14	35.15
Interest	181.44	227.33
Gross Profit/(Loss) after interest but Before Depreciation and Taxation	(248.01)	(252.02)
Depreciation	48.23	18.17
Net Profit/(Loss)	(296.24)	(270.19)

Your Directors report that the Net Loss of the Company for the year under report is Rs.296.24 lakhs as against Net Loss of Rs.270.19 Lakhs of previous year.

### **OPERATIONS**

Your Directors report that the mill has started its new line of Pasta food processing with effect from 1st November, 2016.

### **TRANSFER TO RESERVE**

As your company did not do any business and had incurred losses, there will not be any transfer of sums to Reserve Account.

### **DIVIDEND**

For the reasons stated above, your Directors are not in a position to recommend any Dividend. Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 do not apply.

## **DIRECTORS**

### **Retirement by Rotation of Directors.**

- a) In terms of SEBI Regulations, Smt. Surekha Shyam, holding DIN 07116042, had been appointed as Additional Woman Director by the Company at their meeting held on 26.03.2015 who was re-appointed as Non-executive Women Director at the AGM held on 30.09.2016 who is liable to retire by rotation until the conclusion of the 23rd AGM. Being eligible, she offers herself for re-appointment at the ensuing AGM.
- b) Mr. R. Vijaykumar and Mr. K. Alagirisamy, who were re-appointed as Independent Directors at the AGM held on 29.09.2014, are not liable to retire by rotation, and hold office for second consecutive term of five years, until the conclusion of 25th AGM or upto 28th September, 2019, whichever is earlier.

### **DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have given their declaration under Section 149(6) of the Company Act, 2013 as well as Regulation 25 of the Listing Regulations confirming that they are in compliance with the Criteria as laid down in the above said Section for being an Independent Director of the Company. Further, there has been no change in the circumstances which may affect their status as Independent Director during the year.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Smt. Surekha Shyam, Additional Woman Director, will hold office upto the date of the ensuing Annual General Meeting and will have to be re-appointed by the Shareholders at the ensuing Annual General Meeting as a Woman Director, liable to retire by rotation.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Sri K.S.Venugopala Chairman cum Managing Director was re-appointed on 01.01.2016 for further period of three years with approval of the Shareholders at the 22nd Annual General Meeting as Chairman cum Managing Director, who is not liable to retire by rotation, and without any remuneration.

A brief resume, expertise, shareholding, if any, in the Company and details of other Directorship of Smt.Surekha Shyam as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange forms part of the Notice of ensuing Annual General Meeting.

### **SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2017 was Rs.7.00 Crores. During the year under review, the Company has not issued shares with differential voting rights.

**a. BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**b. SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d. EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the employees.

**RISK MANAGEMENT POLICY**

The Company has adopted the following measures concerning the development and implementation of a Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

- a) To ensure that all the current and future material risk exposures of the assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
- b) To establish a framework for the company's risk management process and to ensure its implementation.
- c) To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
- d) To assure business growth with financial stability.

**PUBLIC DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**REPORT ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

In terms of The Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013 which came into force with effect from 23.04.2013, your Directors report

that an Internal Complaints Committee will not arise since the Company is not having any women employee.

### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The provisions of Sec.135 of the Companies Act, 2013 are not applicable to your Company and as such, no initiatives are required to be taken in this regard at this juncture.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

### **COMPOSITION OF AUDIT COMMITTEE:**

The Board has reconstituted the Audit Committee which comprises of Sri. R. Vijaykumar, Independent Director, Sri K. Alagiriswami, Independent Director and Smt.Surekha Shyam Non-Executive Women Director, with Smt.Surekha Shyam as its Chairman. More details on the Committee are given in the Corporate Governance Report.

### **COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee". w.e.f. 01.04.2014.

The Committee comprises of Mr. K. Alagiriswami as the Chairman and Mr. R. Vijaykumar, Mrs. Surekha Shyam and Mr. K.S. Venugopala as the members. More details on the Committee are given in the Corporate Governance Report.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report.

#### **a) Board Independence**

Our definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013 :-

- a) Mr. R. Vijaykumar
- b) Mr. K. Alagiriswami

#### **b) Evaluation of the Board's Performance**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### **c) Remuneration Policy**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is stated in the Corporate Governance Report.

#### **d) Meetings**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 8 Board Meetings and 4 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

### **COMMITTEES OF THE BOARD**

There are currently four Committees of the Board, as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Share Transfer Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the Annual Financial Statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the loss of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the Annual Financial Statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

## **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The statement is supported by a Certificate from the CEO (CMD) and the CFO. The Company has developed a Related Party Transactions Manual, Standard Operating Procedures for purpose of identification and monitoring of such transactions.



The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as "Annexure A"

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

### **CORPORATE GOVERNANCE**

The Company has complied with the requirement regarding Corporate Governance as required under Clause 49 of the Listing Agreement with the Stock Exchange where the Company's shares are listed. A report on the Corporate Governance in this regard is made a part of this Annual Report and a Certificate from the Auditors of the Company regarding compliance of the conditions of the Corporate Governance is attached to this report.

### **MANAGEMENT DISCUSSION & ANALYSIS**

A Management Discussion & Analysis as required under the Clause 49 of the Listing Agreement is annexed and forming part of the Directors' Report.

### **EXTRACT OF ANNUAL RETURN**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure B" and is attached to this Report.

### **AUDITORS**

#### **a) Statutory Auditors**

The Company's Auditors, M/s. D.Sampathkumar & Co., Chartered Accountants, Chennai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under Clause 49 of the Listing Agreement, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

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

#### **b) Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. S. LALITHA, a Practising Company Secretary (C.P. No.2666) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure C". The report does not contain any qualification.

### **c) Internal Audit**

Mr.S.Jayaraman, Chartered Accountant, Membership No.206381 has been appointed as an Internal Auditor by the Board of Directors to conduct internal audit of the function and activities of the Company.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, 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**

No material changes and commitments were made by the Company, which have a bearing or impact on the credibility of the financial statements for the year 2016-2017, between the end of the financial year of the company and the date of the Report.

Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future. Nil.

### **d) Chief Financial Officer (KMP)**

In terms of the requirement of the Companies Act, 2013, Sri M. Anguraj was appointed as a Chief Financial Officer of the Company, w.e.f. 01.06.2015. He has resigned and his resignation was accepted by the Board and relieved on 01.10.2016. The new CFO Mr.P.Kumaresan was appointed with effect from 01.10.2016.

### **CHANGE IN THE NATURE OF BUSINESS**

In addition to the Machineries purchased last year, during the year also, the Company has purchased additional equipments of the Pasta Products manufacturing line and installed at the Factory premises at Dindigul. The erection of the Machineries completed and started its production with effect from 1st November, 2016 in this financial year.

### **INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013**

Particulars required under Sec. 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 to be disclosed in the report of Board of Directors Rules, are given below:

- A. CONSERVATION OF ENERGY: Not applicable.**
- B. TECHNOLOGY ABSORPTION: Not Applicable.**
- C. FOREIGN EXCHANGE EARNINGS AND OUTGO :**

During the year under review, there is neither Foreign Exchange Earnings nor outgo.

### **PARTICULARS OF EMPLOYEES**

There are no employees who are drawing a remuneration of Rs.5 lakhs per month or more, or Rs.60 lakhs per annum or more during the financial year 2016-2017.

### **GREEN INITIATIVE:**

Your Company has taken the initiative of going green and minimizing the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic format to all those Members whose email address is available with the Company. Your Company would encourage other Members also to register themselves for receiving Annual Report in electronic form.

### **ACKNOWLEDGEMENTS**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to the employee of the Company for his unstinted commitment and continued contribution to the Company.

### **CAUTIONARY STATEMENT**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations

**"BY ORDER OF THE BOARD"**  
**For TEJASSVI AAHARAM LIMITED**  
**(formerly Sterling Spinners Ltd,**  
**Sd-**

**K.S.VENUGOPALA**  
**CHAIRMAN-CUM MANAGING DIRECTOR**  
**(DIN 00707454.)**

**Place: Chennai**  
**Date: 31.08.2017**

## **ANNEXURE TO THE DIRECTORS' REPORT**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

#### **Risk and Concerns:**

Fluctuations in the raw material prices will directly affect the cost of production.

#### **Internal Control Systems:**

The Company has constituted an Audit Committee, which looks into the aspects of internal control systems and ensures that all is well with the systems in vogue.

#### **Financial and Operational Performance:**

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable Accounting standards issued by the Institute of Chartered Accountants of India. The Management accepts the integrity and objectivity of these financial statements as well as various estimates and judgements as used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner and the form of transactions reasonably present the Company's state of affairs and loss for the year.

#### **Human Resources and Industrial Relations:**

The employee relations were cordial.

### **REPORT ON CORPORATE GOVERNANCE:**

Company's Philosophy on code of Governance.

Company firmly believes in and it has consistently practiced good corporate governance for conduct of its business and permitting its obligations towards all its share holders.

#### **I. BOARD OF DIRECTORS:**

The Company has a Chairman-cum-Managing Director with two other independent Directors, and an Additional Woman Director (Non-independent.). The number of independent Directors is fifty percent of the total number of Directors. The number of Non-Executive Directors is 50% of the total number of Directors.

None of the Directors on the board is a member on more than Ten Companies and Chairman of more than 5 committees, across all the companies in which he is a Director. The necessary disclosures regarding committee position have been made by the Directors.

## II. BOARD MEETING:

The Board of Directors formulates the business and operational policies and decides on strategic issues concerning the Company. The Board of Directors generally meets as and when situation so demand to review the business performance.

During the year under review 8 meetings of the Board of Directors were held.

2016 (A)	2016 (B)	2016 ( C)	2017
13.04.2016	12.08.2016	14.11.2016	14.02.2017
30.05.2016	31.08.2016		27.02.2017
	30.09.2016		

The details of attendance of Directors at Board Meetings and details of other Directorship / Committee Chairmanship / Membership held by the Directors during the period from April 2016 to March 31, 2017 are as follows:

Name of the Director	Board Meetings	Directorships (other than M/s. Tejassvi Aaharam Limited)	Committees in which / Chairman / member Attended ( Other than M/s. Tejassvi Aaharam Limited)		Attendance in the 22nd AGM held on 30.09.2016
			Chairman	Member	
Sri. K.S. Venugopala	8	1	-	1	Yes
Sri.K. Alagiriswami	8	1		-	Yes
Sri.R.Vijaykumar	8	-		-	Yes
Smt.Surekha Shyam	8	-		-	Yes

## III. AUDIT COMMITTEE :

An Audit Committee of the Board of Directors has been re-constituted as per Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The Committee comprises of Sri.R.Vijaykumar, Independent Director, Sri K.Alagirisami, Independent Director and Smt.Surekha Shyam, Women Director with Smt.Surekha Shyam as its Chairman.

The role, terms of reference and the authority and powers of the Audit Committee are in conformity with requirements of the Companies Act, 2013.

The Audit Committee reviews the financial accounts, Policies, adequacy of Internal Control Systems and interacts with the Statutory Auditor and Internal Auditors. The Directors and other functional heads are invited to all the committee meetings. Besides, the committee reviews the audit plans, audited and un-audited financial results, observation of the internal and external auditors and follow up with the management.

During the year the committee met 4 times on 30th May, 2016, 10th August, 2016, 14th November, 2016 and 14th February, 2017. All the members attended all the committee meetings.

#### **IV. NOMINATION AND REMUNERATION COMMITTEE**

Since the Board of Director of the Company consist of Four Directors, the remuneration committee of the company comprise of Two Independent Directors.

The Composition of the "Nomination and Remuneration Committee" is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulations 19 of Listing Regulations.

The details of Nomination and Remuneration Committee are as follows:

Sl. No.	Name of the Director	Designation in Committee	Nature of Directorship in the Company
1.	Sri. K.Alagiriswami	Chairman	Independent Director
2.	Sri. R.Vijaykumar	Member	Independent Director
3.	Sri. K.S.Venugopala	Member	Chairman cum Managing Director
4	Smt.Surekha Shyam	Member	Woman Director

During the year the committee met one time on 30th September, 2016. All the members attended all the committee meetings.

#### **V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)**

As the members are aware, the Company has huge accumulated losses. As such, the provisions of Section 135 of the Companies Act, 2013 are not applicable to your company at present, and, such no CSR Committee is required to be formed and a policy framed in this connection.

#### **VI. REMUNERATION OF DIRECTORS:**

Sri. K.S. Venugopala has been re-appointed as Chairman-cum-Managing Director of the Company for a further period of three Years w.e.f. 01.01.2016 and he has agreed to serve the Company as Chairman-cum-Managing Director without any remuneration in view of the financial position of the Company until further notice.

## **VII. VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a Whistle blower policy / Vigil Mechanism for Directors and Employees to report concerns about unethical behavior, actual or suspected incidents of fraud or violation of the Code of Conduct or ethics policy mechanism provides adequate safeguards victimization of Directors/Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee. The whistle blower policy is posted on the Company's website at [www.talchennai.in](http://www.talchennai.in)

## **VIII. SHARETRANSFER COMMITTEE:**

The Company has a Share Transfer Committee in place which comprises Sri.R.Vijaykumar, Chairman and Sri.K.S.Venugopala, Sri.K.Alagiriswami as members.

Composition of the share transfer committee for approval of share transfers is as follows:

### **Name of the Directors:**

Sri.R.Vijaykumar	:	Chairman
Sri.K.S. Venugopala	:	Member
Sri.K. Alagiriswami	:	Member

The share transfer committee formed under Clause 49 of the Listing Agreement approves and monitors transfers and transmission of shares of the company. The committee also reviews the compliance with various statutory and regularity requirements.

During 2016 - 2017 the committee met one time on 30th May, 2016. All the members attended the above said Committee meeting.

## **IX. STAKE HOLDERS RELATIONSHIP COMMITTEE:**

The scope of the Committee is to look into the Stakeholders/Investors' Complaints / Grievances relating to transfer of shares, non-receipt of Balance Sheet and issue of Duplicate Share Certificates. In addition, the Board shall also from time to time to provide requisite guidelines / scope of work for the Grievance Committee and the Committee will discharge such other functions as are required under the provisions of the Listing Regulations and Companies Act, 2013.

The Committee met twice during the year under review on 30th May, 2016 and 14th February, 2017 to review the status of complaints from the Stakeholders / Investors and the redressal measures taken by the Company.

The following table shows the nature of complaints received from the shareholders during the year 2016-17.

Nature of Complaints	No. of Complaints
Non-receipt of Shares sent for transfer / transmission	-
Non-receipt of Balance Sheet	-
Others	-
Total	Nil

**X. INSIDER TRADING**

In compliance to SEBI Regulations for prevention of insider trading the Company has framed a comprehensive Code of Conduct for its management staff. The Code lays down guidelines and procedures to be followed and disclosures to be made by the management staff while dealing with the shares of the Company.

**XI. GENERAL BODY MEETINGS:**

Time and location of Last three Annual General Meetings

Year	Date	Time	Location
2016	30.09.2016	10.15 A.M	New No.4 (Old No.377/2) Suryanarayana Street, Tollgate, Chennai 600 081
2015	30.09.2015	10.15 A.M.	New No.4 (Old No.377/2) Suryanarayana Street, Tollgate, Chennai 600 081
2014	29.09.2014	10.15 A.M.	New No.4 (Old No.377/2) Suryanarayana Street, Tollgate, Chennai 600 081

**Details of Special Resolutions passed in the previous three Annual General Meetings.**

Date of Annual General Meeting	Number of Special Resolutions passed	Details of Special Resolutions passed.
29th September, 2014	2	Appointment of Sri.R.Vijaykumar (DIN 02532145) as an Independent Director of the Company for five consecutive years commencing from 29th September, 2014.



		Appointment of Sri.K.Alagiriswamy (DIN 02524423) as an Independent Director of the Company for five consecutive years commencing from 29th September, 2014.
30th September, 2015	1	Appointment of Mrs.Surekha Shyam (DIN 07116042) as a Non-executive Woman Director.
30th September, 2016	1	Appointment of Sri.K.S.Venugopala (DIN No. 00707454) as Chairman - cum Managing Director for three consecutive years w.e.f 01.01.2016.

All special resolutions as set out in the notice for the Annual General Meeting were passed by the shareholders at the respective meetings with requisite majority.

**XIII. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGERIAL PERSONNEL:**

Board has adopted the code of conduct for operation of Directors and Senior Management personnel to ensure congenial conduct for performance of their duties. The code has been activated to all the Directors and senior management personnel and they have affirmed the compliance of the same.

**XIV. MEANS OF COMMUNICATION:**

Quarterly un-audited results of the company were sent to Madras and Bombay Stock Exchanges. The Annual audited results of the Company were published in "Trinity Mirror" (English) and "Makkal Kural" (Tamil).

**XV. GENERAL SHAREHOLDER'S INFORMATION WITH REGARD TO NEXT ANNUAL GENERAL MEETING:**

<b>Date</b>	<b>Time</b>	<b>Location</b>
Saturday, 30.09.2017	10.45 A.M.	New No.4, S.N. Street Tollgate, Chennai - 600 081.

**XVI. UNIT LOCATION**

Pa Pudupatti (P.O.)  
Vedasandur Taluk  
Dindigul 624 005.

**XVII. Address for Investor Correspondence :**

New No.4, (Old No.377/2)  
S.N.Street, Tollgate, Chennai 600 081

**Financial Calendars :** 2017-2018

**Financial Reporting:**

For the quarter ending June 30, 2017 : September, 2017  
For the quarter ending September 30, 2017 : November, 2017  
For the quarter ending December 31, 2017 : February, 2018  
For the quarter ending March 31, 2018 : May / June 2018  
Annual General Meeting for 2017-2018 : September, 2018

- The Company's shares are listed on the Bombay Stock Exchange.
- Bombay Stock Exchange Regn. code STR SPN 531628
- The Company has paid the Listing Fees for the Financial Year 2016-17 to the above said Stock Exchange.
- Connectivity with NSDL: ISIN.INE No.173E01019
- Address of Registrar and Transfer Agent:

M/s CAMEO CORPORATE SERVICES LIMITED,  
SUBRAMANIAN BUILDING,  
1, CLUB HOUSE ROAD, CHENNAI 600 002

**Declaration by Managing Director**

I, K.S.Venugopala, Chairman Cum Managing Director of M/s.Tejasvi Aaharam Limited (formerly Sterling Spinners Ltd.), hereby declares that all the Members of the Board of Directors have affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of Securites and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the year ended 31st March, 2017.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**  
**For TEJASSVI AAHARAM LIMITED**  
**(formerly Sterling Spinners Ltd,**  
**Sd-**  
**K.S.VENUGOPALA**  
**CHAIRMAN-CUM MANAGING DIRECTOR**  
**(DIN 00707454.)**

**Place: Chennai**  
**Date: 31.08.2017**

### **CERTIFICATE BY C.E.O. & C.F.O**

We, the undersigned, in our respective capacities, Chairman Cum Managing Director, and Chief Financial Officer of Tejassvi Aaharam Limited (Formerly Sterling Spinners Ltd.), certify that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the year ended 31.03.2017 and that to the best of my knowledge and belief.
  - i) These statements do not contain any materially untrue statements or any material act or contain statements that might be misleading.
  - ii) These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. These financial statements have been prepared in conformity, in all material aspects, with the existing generally accepting accounting principles including accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company code of conduct.
- c. We accept responsibility for establishing and maintenance internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to Auditors and Audit Committee, deficiencies in the design, or operations of such internal controls, retaining, of which we are aware and the steps have been taken or proposed to take rectify these deficiencies.
- d. We have disclosed, based on my evaluation wherever applicable to the Auditors and Audit Committee that :
  1. There were no material deficiencies in internal control over financial reporting during the year.
  2. All the significant changes in Accounting Policies during the year, if any, have been disclosed to the notes to the Financial Statements; and
  3. There were no instances of significant fraud of which we have become aware and the investments thereon, of the Management or an employee, having the significant role in the Company's internal control system over financial reporting.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management personnel have ensured the compliance with the code of conduct for the year ended 31st March, 2017.

Place : Chennai  
Date : 31.08.2017

**K..S. VENUGOPALA**  
C.E.O.(C.M.D.)

**P.KUMARESAN**  
C.F.O.

**D. SAMPATHKUMAR & CO.  
CHARTERED ACCOUNTANTS**

**Phone No : 2434 1189  
5, South Boag Road,  
T. Nagar, CHENNAI - 600 017**

**Auditor's certificate regarding compliance of conditions of Corporate Governance as per provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 referred in Regulations 15(2) and 27(2) of the listing regulations.**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of Tejassvi Aaharam Limited (formerly Sterling Spinners Ltd.)

We have reviewed the Compliance of Conditions of Corporate Governance by M/s. Tejassvi Aaharam Limited (formerly Sterling Spinners Ltd.) for the year ended March 31, 2017 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015) as referred in Regulations 15(2) and 27(2) of the listing regulations for the period 1st April, 2016 to 31st March, 2017.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 49 of the above mentioned Listing Agreement and SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For D.SAMPATHKUMAR & CO.**  
Chartered Accountants  
(Firm Reg. No.003556S)

Place : Chennai  
Date : 26.05.2017

**M.K.RAVINDRAN (PARTNER)**  
Membership No. 20887

**ANNEXURE 'A' - TO THE DIRECTORS' REPORT  
FORM NO. AOC - 2**

**[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]**

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

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	Yes
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements /transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

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

<b>Sl. No</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party	Savorit Limited Vims Impex Limited Yenlakshmi Enterprises Parvenu Vanigam Private Limited United India Roller Flour Mills Private Limited Sri K.S.Venugopala, Chairman-cum-Managing Director
b)	Nature of Relation ship	Associate Enterprises Key Managerial Personnel
c)	Nature of contracts / arrangements /transaction	By Agreement
d)	Duration of the contracts/ arrangements / transaction	01.04.2016 to 31.03.2017
e)	Salient terms of the contracts or arrangements or transaction	-
f)	Justification for entering into such contracts or arrangements or transactions	-
g)	Date of approval by the Board	30.05.2017
h)	Amount incurred during the year (Rs. In lakhs)	Rs. 319.61 lakhs

**ANNEXURE '-B' TO THE DIRECTORS' REPORT  
FORM NO. MGT.9**

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31.03.2017**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L15549TN1994PLC028672
- ii) Registration Date : 20.09.1994
- iii) Name of the Company : TEJASSVIAAHARAM LIMITED  
(Formerly Sterling Spinners Ltd.)
- iv) Category / Sub-Category of the Company : Limited by Shares
- v) Address of the Registered office and contact details : New No.4, S.N. Street, Tollgate,  
Chennai-600 081  
Phone No.044 25912672
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and  
Transfer Agent, if any : Ms/. Cameo Corporate Services Ltd  
"Subramanian Building",  
No.1, Club House Road,  
Chennai - 600 002.  
Phone:91-44-2846 0390 (5 lines)  
Fax: 91-44 - 2846 0129  
E-Mail:cameo@cameoindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

The income generated during the year 2015-16 comprises of rental and interest income alone, amounting to Rs.10,46,323/- only, and as such incurred a net loss of Rs.270,19,315 after incurring an expenditure of Rs.280,65,638/- mainly towards finance cost, depreciation and other expenses.

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :-

S.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING / SUBSIDIARY / ASSOCIATE	%of shares held	Applicable Section
	-	-	-	-	-

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category - wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 March 2016)				No. of Shares held at the end of the year (As on 31 March 2017)				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual /HUF	1307050	615600	1922650	24.79	1307050	615600	1922650	24.79	Nil
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	600000	-	600000	8.57	600000	-	600000	8.57	Nil
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Directors and their relatives	-	8510	8510	0.12	-	8510	8510	0.12	Nil
Total Shareholding of Promoter (A)	1907050	624110	2531160	36.16	1907050	624110	2531160	36.16	Nil
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Bank / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Other (specify)	-	-	-	-	-	-	-	-	-

Sub-total(B)(1):-	-	-	-	-	-	-	-	-	-
Sub-total(A+B):-	1907050	624110	2531160	36.16	1907050	624110	2531160	36.16	-
<b>2. Non - Institutions</b>									
a) Bodies Corp.									
i) Indian	-	10200	10200	0.15	-	10200	10200	0.15	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) individual shareholders holding nominal share capital upto Rs.1Lakh	500	287320	287820	4.11	1000	286820	287820	4.11	-
ii) individual shareholders holding nominal share capital in excess of Rs.1Lakh	-	4170820	4170820	59.58	-	4170820	4170820	59.58	-
c) Other (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	-	-	-	-	-	-	-	-	-
Total Public Share Holding (B)=(B)(1)+(B)(2)	500	4468340	4468840	63.84	1000	4467840	4468840	63.84	-
C. Shares held by Custodian for GDRS and ADRS	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1907550</b>	<b>5092450</b>	<b>7000000</b>	<b>100.00</b>	<b>1908050</b>	<b>5091950</b>	<b>7000000</b>	<b>100.00</b>	<b>-</b>



ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	K.S. Venugopala	1431090	20.44	Nil	1431090	20.44	Nil	-
2	Savorit Limited	600000	8.57	Nil	600000	8.57	Nil	-
3	Vinodh Venugopal	162515	2.32	Nil	162515	2.32	Nil	-
4	Manoj Venugopal	162810	2.33	Nil	162810	2.33	Nil	-
5	Shyam Venugopal	163410	2.33	Nil	163410	2.33	Nil	-
6	V. Dhanalakshmi	2825	0.04	Nil	2825	0.04	Nil	-
7	V. Gowripriya	6000	0.09	Nil	6000	0.09	Nil	-
	<b>Total</b>	<b>2528650</b>	<b>36.13</b>	<b>Nil</b>	<b>2528650</b>	<b>36.13</b>	<b>Nil</b>	<b>-</b>

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of sares	% of total sares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year	Nil	Nil	Nil	Nil
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	Nil	Nil	Nil	Nil
3	At the end of the year	Nil	Nil	Nil	Nil

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRS and ADRS) :

S. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 1.4.2016		Change in shareholding during the year		Shareholding at the end of the year as on 31.3.2017	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	V. Ganapathy	347510	4.96	-	-	347510	4.96
2	B. Padmanaban	347500	4.96	-	-	347500	4.96
3	A. Vallaban	349000	4.99	-	-	349000	4.99
4	S. Dhandapani	348000	4.97	-	-	348000	4.97
5	R. Balakrishnan	349200	4.99	-	-	349200	4.99

S. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 1.4.2016		Change in shareholding during the year		Shareholding at the end of the year as on 31.3.2017	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
6	C. Selvaganapathy	348000	4.97	-	-	348000	4.97
7	R. Selvarajan	348000	4.97	-	-	348000	4.97
8	S.N. Kumar	347300	4.96	-	-	347300	4.96
9	P. Palaniappan	346710	4.95	-	-	346710	4.95
10	G. Saravanan	345000	4.93	-	-	345000	4.93

Note : The above details are given as on 31 March, 2017. The Company is listed and 27.25% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holding by top ten shareholders is due to market operations. Further, Company has not allotted / transferred or issued any bonus or sweat equity shares during the year.

v. Shareholding of Directors and Key Managerial Personnel

S. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 1.4.2016		Change in shareholding during the year		Shareholding at the end of the year as on 31.3.2017	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	-	-	-	-	-	-	-

Note : Directors do not have any change in shareholding during the period.

**V. INDEBTEDNESS (Amount in Lakhs)**

**Indebtedness of the Company including interest outstanding / accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		2415.04		2415.04
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>		2415.04		2415.04
Change in Indebtedness during the Financial year				
i) Addition		313.97		313.97
ii) Reduction				
<b>Net Changes</b>		313.97		313.97
Indebtedness at the end of the Financial Year				
i) Principal Amount		2729.01		2729.01
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>		2729.01		2729.01

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and / or Manager.

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount (In Rs.)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961 (b) Value of perquisites u/s 17(2) Income - tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961				Nil - - -
2	Stock Option				Nil
3	Sweat Equity				Nil
4	Commission - as % of profit - others, specify...				Nil
5	others, please specify				Nil
<b>Total (A)</b>					Nil

### B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors (i) Fee for attending board committee Meetings (ii) Commission (iii) others, please specify				Nil - - -
<b>Total (1)</b>					Nil
2	Other Non - Executive Directors (i) Fee for attending board committee Meetings (ii) Commission (iii) others, please specify				Nil - - -
<b>Total (2)</b>					Nil
<b>Total (B) = (1 + 2)</b>					Nil

**C. Remuneration to Key Managerial personnel other than MD / Manager / WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961 (b) Value of perquisites u/s 17(2) Income - tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	-	Rs.2,40,000/-	Rs.2,16,000/-	Rs.4,56,000/-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-	-
5	others, please specify	-	-	-	-
	Total	-	Rs.2,40,000/-	Rs.2,16,000/-	Rs.4,56,000/-

**VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES : NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**ANNEXURE 'C' - TO THE DIRECTORS' REPORT**

**Form-MR-3**

**Secretarial Audit Report for the financial year ended 31.03.2017**

**[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,

**M/s Tejeassvi Aharam Limited**

No.4, Suryanarayana Street,

Tollgate, Chennai-600 081.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 24th August, 2017

S.Lalitha  
FCS No: 4464  
CP No: 2666

**Form-MR-3**  
**Secretarial Audit Report for the financial year ended 31.03.2017**  
**[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.,

**M/s. Tejassvi Aaharam Limited**

No.4, Suryanarayana Street,

Tollgate, Chennai-600 081.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Tejassvi Aaharam Limited (Formerly Known as M/s Sterling Spinners Limited) (hereinafter called "the Company") (CIN: L17111TN1994PLC028672). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Tejassvi Aaharam Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to an extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. 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 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- (c) The Company has not issued any securities during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 does not arise;
- (d) The Company has not issued any securities under employee stock option scheme and employee stock purchase scheme during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 does not arise;
- (e) The Company has not issued any debt securities during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise;
- (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; (Not applicable to the Company during the audit period) and
- (h) The Company has not bought back any securities during the year under review and hence the question of compliance of the provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 does not arise;

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

- i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and Meetings of General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii) The Listing agreement entered into by the Company with BSE Limited and the uniform listing agreement entered with BSE Limited pursuant to the provision of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

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

**I further report that,** having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following law applicable specifically to the Company:

- a. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

**I further report that**

- The Board of Directors of "the Company" is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions are taken unanimously and the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** based on the information received and records maintained, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, there were no instances of:

- i. Public/Rights/Preferential issue of shares/debentures/sweat equity.
- ii. Redemption/buy-back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger/amalgamation/reconstruction etc.
- v. Foreign Technical Collaborations.

Place: Chennai

Date: 24th August, 2017

S.Lalitha  
FCS No: 4464  
CP No: 2666



**D. SAMPATHKUMAR & CO.  
CHARTERED ACCOUNTANTS**

**Phone No : 2434 1189  
5, South Boag Road,  
T. Nagar, CHENNAI - 600 017**

## **INDEPENDENT AUDITORS' REPORT**

**TO THE MEMBERS OF TEJASSVI AAHARAM LIMITED**

**(Formerly Known as Sterling Spinners Ltd.,)**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of TEJASSVI AAHARAM LIMITED, (formerly known as Sterling Spinners Ltd.) ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in sub-Section 5 of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ("the Rules"). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under sub-section 10 under Section 143 of the Act. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the 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, 2017, and its loss and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by 'the Companies (Auditor's Report) Order, 2016'('the Order'), issued by the Central Government of India in exercise of powers conferred by sub-section 11 of Section 143 of the Act, we enclose in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by sub-section (3) of Section 143 of the Act, we report that :
  - (a) We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Sub-Section 2 of Section 164 of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
  - (g) With respect to the other matters to be included in the Independent Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company does not have pending litigations as at March 31, 2017 which would impact its financial position.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March, 31, 2017; and
- (iv) The Company has provided requisite disclosures in its financial statements as to its holdings as well as dealings in Specified Bank Notes during the period 8th November 2016 to 30th December, 2016 and these are in accordance with the books of account maintained by the Company.

For **D. Sampathkumar & Co.,**  
Chartered Accountants  
(Firm Registration Number : 003556S)

**Sd-**  
**M.K. Ravindran.** (Partner)  
Membership Number 020887  
Place: Chennai.  
Date : May 26, 2017.

**Annexure-A to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other legal and Regulatory Requirements' section of our report of even date to the financial statements of the Company for the year ended March 31, 2017)

Report on Companies (Auditor's Report) Order, 2016 ("the Order") of **TEJASSVI AAHARAM LIMITED** (formerly known as Sterling Spinners Ltd.) ("the Company")

- i) In respect of its fixed assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) As explained to us all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - c) According to the information and explanations given to us, the title deeds of immovable properties, as disclosed in Note 9 to the financial statements, are held in the name of the Company
- ii) In respect of its inventories:
  - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

- (iv) The Company has not granted any loans to the parties covered under section 185 of the Act, but has provided guarantees to the parties covered under section 185 of the Act. The Company has not made any investments during the year.
- v) The Company has not accepted any deposits from the public. Accordingly paragraph 3 (v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of Cost Records under sub-section 1 of Section 148 of the Act and are of opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examinations of the record.
- vii) In respect of Statutory dues:
  - a. According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
  - b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at 31 March, 2017 for a period of more than six months from the date they became payable.
  - c. According to the information and explanations given to us, there are no dues of Income tax, Sales tax, Wealth tax, Service tax, duty of Customs, duty of Excise, Value Added Tax and Cess which have not been deposited as on March 31, 2017 on account of disputes.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable.
- (ix) The Company has not raised monies by way of initial public offer or further public offer (including debit instruments). The term loans were used for the purpose for which those were raised.

- (x) According to the information and explanations given to us, no material fraud by the Company, or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not paid / provided for managerial remuneration during the year. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.
- (xiii) According to the information and explanations give to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required under Accounting standards [AS] 18, Related Party Disclosure as specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (xiv) According to the information and explanations give to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, provisions of clause 3(xvi) of the Order is not applicable to the Company.

For **D. Sampathkumar & Co.,**  
Chartered Accountants  
(Firm Registration Number : 003556S)

**Sd-**

**M.K. Ravindran.** (Partner)  
Membership Number 020887  
Place: Chennai.  
Date : May 26, 2017.

**D. SAMPATHKUMAR & CO.  
CHARTERED ACCOUNTANTS**

**Phone No : 2434 1189  
5, South Boag Road,  
T. Nagar, CHENNAI - 600 017**

**Annexure B to Independent Auditor's Report of even date on the financial statements of TEJASSVI AAHARAM LIMITED (formerly known as Sterling Spinners Ltd.)**

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

Report on the Internal Financial Control over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of **TEJASSVIAAHARAM LIMITED**, (formerly known as Sterling Spinners Ltd.) ("the company"), as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended and as 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 financial control over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note'). These responsibilities include design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the



Standards on Auditing prescribed under section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls, Those Standards and 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 over financial reporting 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 system over financial reporting and their operating effectiveness. Our audit of the internal financial controls over financial reporting, included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

For **D. Sampathkumar & Co.,**  
Chartered Accountants  
(Firm Registration Number : 003556S)

**Sd-**  
**M.K. Ravindran.** (Partner)  
Membership Number 020887  
Place: Chennai.  
Date : May 26, 2017.

**TEJASSVI AAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.,)  
**BALANCE SHEET AS AT 31ST MARCH, 2017.**

Particulars	Note No.	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
<b><u>I. EQUITY AND LIABILITIES</u></b>			
<b><u>(1) Shareholders' Funds</u></b>			
(a) Share Capital	2	70000000	70000000
(b) Reserves and Surplus	3	(310770030)	(281146380)
	(A)	<u>(240770030)</u>	<u>(211146380)</u>
<b><u>(2) Non - Current Liabilities</u></b>			
(a) Long-Term Borrowings	4	271577856	240181153
(b) Other Long Term Liabilities	5	1322890	1322890
	(B)	<u>272900746</u>	<u>241504043</u>
<b><u>(3) Current Liabilities</u></b>			
(a) Short Term Borrowing		-	-
(b) Trade Payables	6	92610899	-
(c) Other Current Liabilities	7	4274490	1556345
(d) Short-Term Provisions	8	-	3280
	(C)	<u>96885389</u>	<u>1559625</u>
<b>TOTAL</b>	<b>(A+B+C)</b>	<b><u>129016105</u></b>	<b><u>31917288</u></b>
<b><u>II. ASSETS</u></b>			
<b><u>(1) Non-Current Assets</u></b>			
<b>(a) Fixed Assets</b>			
(i) Tangible Assets	9	116971721	14827510
(ii) Intangible Assets		168000	-
(iii) Capital Work in Progress		-	14615000
(b) Long term loans and advances		-	-
(c) Other Non-Current Assets		-	-
	(A)	<u>117139721</u>	<u>29442510</u>
<b><u>(2) Current Assets</u></b>			
(a) Inventories	10	6832280	-
(b) Trade Receivables		-	-
(c) Cash and Cash equivalents	11	1115	1056972
(d) Short-term loans and advances	12	5042989	1417806
	(B)	<u>11876384</u>	<u>2474778</u>
<b>TOTAL</b>	<b>(A+B)</b>	<b><u>129016105</u></b>	<b><u>31917288</u></b>
Significant Accounting Policies	1		
See Accompanying Notes Forming Part of Financial Statements.			

In terms of our Report attached  
For **D. SAMPATHKUMAR & CO.,**  
CHARTERED ACCOUNTANTS  
(FRN.003556S)

For and on behalf of the Board of Directors of  
**TEJASSVIAAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.)

**M.K. RAVINDRAN**  
PARTNER  
Membership No. 20887  
Place: Chennai  
Date: 26.05.2017

**K.S. VENUGOPALA**  
CHAIRMAN-CUM-MANAGING DIRECTOR  
**P. KUMARESAN**  
C.F.O.

**R. VIJAYKUMAR**  
DIRECTOR

**R. ANAND**  
COMPANY SECRETARY

## TEJASSVI AAHARAM LIMITED

(Formerly known as Sterling Spinners Ltd.,)

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017.

Particulars	Note No.	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
<b>INCOME</b>			
I Revenue from Operations	13	11588716	-
II Other Income	14	768750	1046323
<b>III Total Revenue (I + II)</b>		<b>12357466</b>	<b>1046323</b>
<b>IV EXPENDITURE</b>			
Cost of Material consumed	15	10012873	-
Change in Inventories of Finished Goods	16	(4524130)	-
Employee Benefits Expense	17	5003030	1315666
Finance Cost	18	18144193	22732628
Depreciation and Amortisation	9	4823035	1816655
Other Expenses	19	8522115	2200689
<b>Total Expenses (IV)</b>		<b>41981116</b>	<b>28065638</b>
<b>V Profit/Loss before Tax (III-IV)</b>		<b>(29623650)</b>	<b>(27019315)</b>
<b>VI Less: Tax Expense:</b>			
1) Current Tax		-	-
2) Deferred Tax		-	-
<b>VII Profit /Loss After Tax (V-VI)</b>		<b>(29623650)</b>	<b>(27019315)</b>
<b>VIII Earning per Share (of Rs.10/- of each)</b>			
(1) Basic /Diluted earning per share		(4.23)	(3.86)
(2) Nominal value of Equity Share (Rupees)		10.00	10.00
Significant Accounting Policies		1	
See Accompanying Notes Forming Part of Financial Statements.			

In terms of our Report attached  
**For D. SAMPATHKUMAR & CO.,**  
 CHARTERED ACCOUNTANTS  
 (FRN.003556S)

For and on behalf of the Board of Directors of  
**TEJASSVIAAHARAM LIMITED**  
 (Formerly known as Sterling Spinners Ltd.)

**M.K. RAVINDRAN**  
 PARTNER  
 Membership No. 20887  
 Place: Chennai  
 Date: 26.05.2017

**K.S. VENUGOPALA**  
 CHAIRMAN-CUM-MANAGING DIRECTOR  
**P. KUMARESAN**  
 C.F.O.

**R. VIJAYKUMAR**  
 DIRECTOR

**R. ANAND**  
 COMPANY SECRETARY

**TEJASSVI AAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.)  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

Particulars	31.03.2017	31.03.2016
	Rs.	Rs.
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit/Loss Before Taxes as per Profit & Loss Statement	(29623650)	(27019315)
<b>Adjustment for:</b>		
Depreciation and Amortisation	4823035	1816655
Interest Income	-	(14323)
Write back	19300	-
Interest Paid	<u>18144193</u>	<u>22729216</u>
Operating Loss / Profit before Working Capital Charges	(6637122)	(2487767)
<b>Adjusted for:</b>		
Trade payable	92610899	-
Other Payable	2718145	(95205)
Inventories	(6832280)	-
Short Term Loans & Advances	(3625183)	(748588)
Short Term Provisions	(3280)	(539)
Cash Generated from Operations	<u>78231179</u>	<u>(3332099)</u>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>	(92520246)	(14615000)
Payments for acquisition of Fixed Assets	(92520246)	(14615000)
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	31396703	41611476
Cash Flow from Finance Activities	(18163493)	(22714893)
	<u>13233210</u>	<u>18896583</u>
Net Increase / Decrease in Cash and Cash Equivalents A+B+C	(1055857)	949484
Cash and Cash Equivalents at the beginning of the year	1056972	107488
Cash and Cash Equivalents at the End of the year	1115	1056972
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEARS</b>		
i) Cash in Hand	1115	1975
ii) Balances with Scheduled Banks in Current Accounts	-	1054997
Total Cash and Cash Equivalents (Note No.11)	<u>1115</u>	<u>1056972</u>

In terms of our Report attached  
For **D. SAMPATHKUMAR & CO.**,  
CHARTERED ACCOUNTANTS  
(FRN.003556S)

For and on behalf of the Board of Directors of  
**TEJASSVIAAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.)

**M.K. RAVINDRAN**  
PARTNER  
Membership No. 20887  
Place: Chennai  
Date: 26.05.2017

**K.S. VENUGOPALA**  
CHAIRMAN-CUM-MANAGING DIRECTOR  
**P. KUMARESAN**  
C.F.O.

**R. VIJAYKUMAR**  
DIRECTOR

**R. ANAND**  
COMPANY SECRETARY

**TEJASSVI AAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.,)

**Notes on Financial Statements for the year ended 31st March, 20176.**

**NOTE - 1 SIGNIFICANT ACCOUNTING POLICES:**

**A. Accounting Convention:**

- i) The Financial Statements are prepared in accordance with the requirements of the Companies Act, 2013 under the historical cost convention on the accrual basis.

**Use of Estimates**

- ii) Estimates and assumptions used in the preparation of the financial statements are based upon Management's evaluation of the relevant facts and circumstances as of the date of the Financial Statement.

**B. Revenue Recognition:**

Revenue from sale of goods is recognised upon passing of title to the consumer, and delivery as per terms of sale. Other income and expenses are accounted for on mercantile basis. No business operations during the year.

**C. Fixed Assets:**

Fixed Assets are stated at cost Less accumulated depreciation. Cost includes the purchase price and related taxes, duties, freight, insurance or any other attributable cost of bringing the assets to working condition for its intended use.

**D. Depreciation:**

None of the Fixed Assets have been revalued during the year. Depreciation provided is on Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule - II to the Companies Act, 2013.

**E. Inventories: Valued at lower of cost and net realisable value**

**F. Investments: NIL**

**G. EMPLOYEE BENEFITS:**

**a) SHORT-TERM EMPLOYEE BENEFITS:**

There is only One employee. Hence not considered.

**b) POST EMPLOYMENT BENEFITS:**

- i) Defined Contribution Plans:

There is only One employee. Hence not considered.

- ii) Defined Benefit Plans:

There is only One employee. Hence not considered.

## TEJASSVI AAHARAM LIMITED

(Formerly known as Sterling Spinners Ltd.,)

### Notes forming Part of Financial Statements for the year ended 31st March, 2017

Particulars	As at 31st March 2017 Rupees	As at 31st March 2016 Rupees			
<b>NOTE 2 SHARE CAPITAL :</b>					
<b>Authorised:</b>					
1,00,00,000 (P.Y.1,00,00,000) Equity Shares of Rs. 10/- each	10,00,00,000	10,00,00,000			
1,50,00,000(P.Y.1,50,00,000) Preference shares of Rs. 100/- each	1,50,00,000	1,50,00,000			
<b>Total</b>	<b>11,50,00,000</b>	<b>11,50,00,000</b>			
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP:</b>					
70,00,000(P.Y. 70,00,000) Equity Shares of Rs. 10/- each	7,00,00,000	7,00,00,000			
<b>Total</b>	<b>7,00,00,000</b>	<b>7,00,00,000</b>			
		<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>		
		No. of Shares	Rs.	No. of Shares	Rs.
a) Reconciliation of the equity shares outstanding at the beginning and at end of reporting period					
Shares outstanding at the beginning of the Year		70,00,000	7,00,00,000	70,00,000	7,00,00,000
Shares outstanding at the end of the Year		70,00,000	7,00,00,000	70,00,000	7,00,00,000
b) <u>Terms / Rights attached to Equity Shares:</u>					
The Company has only one class of Equity Share having a par value of Rs. 10 per share. Each holder of Equity Share is entitled to one Vote per share. The Dividend is subject to the approval of the share holders in the ensuing Annual General Meeting.					
c) Details of Shareholders holding more than 5% Equity Shares in the Company					
		<b>As at 31st March 2017</b>	<b>As at 31st March 2016</b>		
Names of the Shareholder		No. of Shares	% holding in the Class	No. of Shares	% holding in the Class
Sri. K.S. Venugopala		1431090	20.44%	1431090	20.44%
Savorit Limited		600000	8.57%	600000	8.57%

## TEJASSVI AAHARAM LIMITED

(Formerly known as Sterling Spinners Ltd.,)

### Notes forming Part of Financial Statements for the year ended 31st March, 2017.

Particulars		As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
<b>NOTE 3 <u>RESERVES AND SURPLUS :</u></b>			
1. Other Reserve (Employment of Women Workers subsidy from SIPCOT) Opening Balance	a)	315000	315000
2. <u>Surplus in Statement of Profit and Loss</u> Opening Balance		(281461380)	(254442065)
Less: 1. Profit /Loss for the year		(29623650)	(27019315)
2. Appropriations	b)	-	-
<b>Total</b>	<b>(a+b)</b>	<b>(310770030)</b>	<b>(281146380)</b>
<b>NOTE 4 <u>LONG TERM BORROWINGS :</u></b>			
<u>Secured</u>		Nil	Nil
<u>Unsecured</u>			
Loan from related party			
K.S.Venugopala		136093820	114475390
Savorit Limited		135484036	125705763
<b>Total</b>		<b>271577856</b>	<b>240181153</b>
<b>NOTE 5 <u>OTHER LONG TERM LIABILITIES:</u></b>			
Rent Advance		1322890	1322890
<b>Total</b>	<b>Total</b>	<b>1322890</b>	<b>1322890</b>
<b>NOTE 6 <u>TRADE PAYABLES</u></b>			
Related parties		-	-
Others		92610899	-
<b>Total</b>		<b>92610899</b>	-
Note : The Company is in the process of compiling relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Act, 2006. Since the relevant information is still not available, no disclosure have been made in the accounts.			
<b>NOTE 7 <u>OTHER CURRENT LIABILITIES:</u></b>			
1) Advance for Supply of Goods		683776	-
2) Audit Fees Payable		157434	141184
3) Director Sitting Fees Payable		58380	58380
4) TDS Payable		1798637	1260028
5) Current Account with banks		747426	-
6) Others		828837	96753
<b>Total</b>		<b>4274490</b>	<b>1556345</b>
<b>NOTE 8 <u>SHORT TERM PROVISIONS:</u></b>			
Provisions for Employee Benefit		-	3280
<b>Total</b>		-	<b>3280</b>



**TEJASSVI AAHARAM LIMITED**

(Formerly known as Sterling Spinners Ltd.,)

**Notes forming Part of Financial Statements for the year ended 31st March, 2017.**

**NOTE -9 FIXED ASSETS**

S. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As at 01.04.2016	Addition during the year	Deduction during the year	As at 31.03.2017	As at 01.04.2016	For the year	Deduction during the year	Total	As at 31.03.2017	As at 31.03.2016
I	<b><u>Tangible Assets</u></b>										
	<b><u>Own</u></b>										
1	Land: Industrial Plot	1247689	-	-	1247689	-	-	-	-	1247689	1247689
2	Building	39814613	-	-	39814613	26247431	1805453	-	28052884	11761729	13567182
3	Plant and Equipment	1052940	106967246	-	108020186	1040301	3017582	-	4057883	103962303	12639
4	Trade Mark		168000	-	168000	-	-	-	-	168000	-
	<b>Total Rs.</b>	42115242	107135246	-	149250488	27287732	4823035	-	32110767	117139721	14827510
II	<b>Capital Work in Progress</b>	14615000	-	14615000	-	-	-	-	-	-	14615000
	<b>Total Rs.</b>	14615000	-	14615000	-	-	-	-	-	-	14615000
	<b>Grand Total (I+II)</b>	56730242	107135246	14615000	149250488	27287732	4823035	-	32110767	117139721	29442510
	Previous Year Rs.	42115242	-	-	42115242	25471077	1816655	-	27287732	29442510	16644165

**TEJASSVI AAHARAM LIMITED**

(Formerly known as Sterling Spinners Ltd.,)

**Notes forming Part of Financial Statements for the year ended 31st March, 2017.**

Particulars		As at 31st March 2017 Rupees	As at 31st March 2016 Rupees
<b>NOTE 10</b>	<b><u>INVENTORIES</u></b>		
	(Valued at lower of cost and net realisable value)		
	Stores & Spares	93804	-
	Raw Material	590130	-
	Finished Goods	4524130	-
	Packing Material	1624216	-
	<b>Total</b>	<b>6832280</b>	<b>-</b>
<b>NOTE 11</b>	<b><u>CASH &amp; CASH EQUIVALENTS:</u></b>		
	<b>1. <u>Cash-in-Hand</u></b>		
	Cash Balance	1115	1975
	<b>Total</b>	<b>(A) 1115</b>	<b>1975</b>
	<b>2. <u>Balance with Bank</u></b>		
	Current Account	-	1054997
	<b>Total</b>	<b>(B) -</b>	<b>1054997</b>
	<b>Total</b>	<b>(A+B) 1115</b>	<b>1056972</b>
	<b>Specified Bank Notes (SBN) held and transacted during the period 8th November, 2016 to 30 December, 2016</b>	<b>SBN</b>	<b>Other denomination notes</b>
	Closing cash in hand on 8.11.2016	Nil	16518
	Add : Permitted receipts	Nil	67500
	Less : Permitted payments	Nil	59109
	Less : Amount deposited in banks	Nil	20000
	<b>Closing cash in hand as on 30.12.2016</b>	<b>Nil</b>	<b>4909</b>
			<b>Total</b>
<b>NOTE 12</b>	<b><u>SHORT TERM LOANS AND ADVANCE (UNSECURED, CONSIDERED GOOD)</u></b>		
	<b><u>A) Others:</u></b>		
	1. Advance Income Tax and Refund Due	487335	441135
	2. Balance with Revenue Authorities & Others	233610	209921
	3. VAT Input Tax Credit	3396724	726250
	4. Advance paid for Machinery & Stores	728950	-
	5. Staff Advance	196370	40500
	<b>Total</b>	<b>5042989</b>	<b>1417806</b>

## TEJASSVI AAHARAM LIMITED

(Formerly known as Sterling Spinners Ltd.,)

### Notes forming Part of Financial Statements for the year ended 31st March, 2017.

Sl.No.	Particulars	Year Ended 31st March 2017 Rupees	Year Ended 31st March 2016 Rupees
<b>NOTE 13</b>	<b><u>REVENUE FROM OPERATION</u></b>		
	<b><u>SALE OF PRODUCTS</u></b>		
	a) Sale of Pasta Products	10100616	-
	b) Sale of Wheat Products	1488100	-
	<b>Total</b>	11588716	-
<b>NOTE 14</b>	<b><u>OTHER INCOME</u></b>		
	<b><u>1. Other receipts</u></b>		
	a) Rental Income	749450	1032000
	b) Interest Income	-	14323
	c) Write back	19300	-
	<b>Total</b>	768750	1046323
<b>NOTE 15</b>	<b><u>COST OF MATERIALS CONSUMED</u></b>		
	a) Pasta Raw material	8933557	-
	b) Pasta Packing material	1079316	-
	<b>Total</b>	10012873	-
<b>NOTE 16</b>	<b><u>CHANGE OF INVENTORIES OF FINISHED GOODS</u></b>		
	Finished Goods/Stock in Trade (at close)		
	Pasta Products	4524130	-
	<b>Total</b>	4524130	-
	Finished Goods/Stock in Trade		
	Pasta Products	-	-
	<b>Total</b>	-	-
	(Increase)/Decrease	(4524130)	
<b>NOTE 17</b>	<b><u>EMPLOYEE BENEFITS EXPENSE</u></b>		
	Salaries, Bonus, PF etc.	5003030	1315666
<b>NOTE 18</b>	<b><u>FINANCE COST</u></b>		
	1. Interest on Loans	17809311	22729216
	2. Interest on TDS	313967	-
	3. Bank Charges	20915	3412
	<b>Total</b>	18144193	22732628

## TEJASSVI AAHARAM LIMITED

(Formerly known as Sterling Spinners Ltd.,)

### Notes forming Part of Financial Statements for the year ended 31st March, 2017.

Sl.No.	Particulars	Year Ended 31st March 2017 Rupees	Year Ended 31st March 2016 Rupees	
<b>NOTE 19</b>	<b><u>OTHER EXPENSES</u></b>			
	<b><u>A.MANUFACTURING EXPENSES</u></b>			
	1.Power & Fuel	4195304	-	
	2.Processing Charges	337500	-	
	3.Repair & Maintenance Machineries	1495208	-	
	<b>Total</b>	<b>A</b>	6028012	-
	<b><u>B.ADMINISTRATIVE EXPENSES</u></b>			
	1. Rates & Taxes	85639	130919	
	2. Repair & Maintenance Building	40823	155002	
	3. General Expenses	-	6000	
	4. Legal Expenses	-	23350	
	5. Professional Charges	632707	1170839	
	6. Security Expenses	375784	607875	
	7. Printing & Stationery Expenses	18603	34149	
	8. As Auditors			
	a) for Audit	25000	25000	
	b) for taxation matters	20000	20000	
	9. Advertisement & Publicity	25200	27555	
	10. Pooja expenses	10940	-	
	11. Donation expenses	1000	-	
	12. Telephone charges.	1185	-	
13. Travelling expenses	472946	-		
14. Insurance	16470	-		
<b>Total</b>	<b>B</b>	1726297	2200689	
<b><u>C.SELLING EXPENSES</u></b>				
1. Lorry Freight expenses	664260	-		
2. Sales incentive expenses	103546	-		
<b>Total</b>	<b>C</b>	767806	-	
<b>Total</b>	<b>A+B+C</b>	8522115	2200689	

## TEJASSVI AAHARAM LIMITED

(Formerly known as Sterling Spinners Ltd.,)

Notes on Financial Statements for the year ended 31st March, 2017.      2016-17      2015-16

<b>Note No. 20</b>	Foreign Exchange Transactions: During the year Company has not dealt with foreign exchange transactions.	Nil	Nil
<b>Note No. 21</b>	In the opinion of the Board the Current Assets, such as Short Term Loans and Advances are shown at realisable value.		
<b>Note No. 22</b>	Value of Import and Indigenous materials consumed		
	Raw Materials		
	Imported	Nil	Nil
	Indigenous	10012873 (100%)	Nil
	Stores & Spares		
	Imported	Nil	Nil
	Indigenous	1495208 (100%)	Nil
<b>Note No. 23</b>	Value of Import (CIF value)	2016-2017	2015-2016
	a) Raw Materials	-	-
	b) Capital Goods	-	-
<b>Note No. 24</b>	Expenditure in Foreign Currency	-	-
<b>Note No. 25</b>	Earnings in Foreign Currency	-	-
<b>Note No. 26</b>	Related Parties disclosure		

Enterprises over which Key Managerial personnel are able to exercise significant influence

1. Savorit Limited
2. Vims Impex Limited
3. Yenlakshmi Enterprises
4. Parvenu Vanigam Private Limited
5. United India Roller Flour Mills Private Limited

### Investing parties having substantial interest

Sri K.S.Venugopala, Chairman-cum-Managing Director

### Key Managerial Personnel

- |                   |   |
|-------------------|---|
| 1. K.S.Venugopala | - Chairman cum Managing Director            |
| 2. Surekha Shyam  | - Woman Director                            |
| 3. M. Anguraj     | - Chief Financial Officer (Upto 30.09.2016) |
| 4. P. Kumaresan   | - Chief Financial Officer (from 1.10.2016)  |
| 5. R. Anand       | - Company Secretary                         |

### Relatives of Key Managerial Personnel

1. V. Dhanalakshmi
2. Shyam Venugopal
3. Vinod Venugopal
4. Surekha Shyam
5. Gowri Priya
6. Manoj Venugopal

**B) Transactions with Related Parties**

Amount in Rupees

Particulars	Investing parties having substantial Interest	Enterprises over which key managerial personnel are able to exercise significant influence	Key Managerial Personnel	Relatives of key Managerial Personnel	Total
<b><u>Rental Income</u></b>					
Savorit Limited	-	<b>462000</b>	-	-	<b>462000</b>
	-	<i>870500</i>	-	-	<i>870500</i>
Parvenu Vanigam Private Limited	-	<b>30000</b>	-	-	<b>30000</b>
	-	<i>153000</i>	-	-	<i>153000</i>
Vims Impex Limited	-	<b>24000</b>	-	-	<b>24000</b>
	-	<i>3000</i>	-	-	<i>3000</i>
Yenlakshmi Enterprises	-	<b>24000</b>	-	-	<b>24000</b>
	-	-	-	-	-
United India Roller Flour Mills Private Limited	-	<b>24000</b>	-	-	<b>24000</b>
	-	-	-	-	-
<b><u>Interest Paid on Loans</u></b>					
Sri K.S.Venugopala	<b>17809311</b>	-	-	-	<b>17809311</b>
	<i>12716347</i>	-	-	-	<i>12716347</i>
Savorit Limited	-	-	-	-	-
	-	<i>10012869</i>	-	-	<i>10012869</i>
<b><u>Remuneration</u></b>					
M. Anguraj	-	-	<b>127400</b>	-	<b>127400</b>
	-	-	<i>204180</i>	-	<i>204180</i>
P. Kumaresan	-	-	<b>88500</b>	-	<b>88500</b>
	-	-	-	-	-
R. Anand	-	-	<b>240000</b>	-	<b>240000</b>
	-	-	<i>40000</i>	-	<i>40000</i>
<b><u>Long Term Borrowings</u></b>					
Sri.K.S.Venugopala	<b>136093820</b>	-	-	-	<b>136093820</b>
	<i>114475390</i>	-	-	-	<i>114475390</i>
Savorit Limited	-	<b>135484036</b>	-	-	<b>135484036</b>
	-	<i>125705763</i>	-	-	<i>125705763</i>

Note : Figures in italics represent previous year's amounts

**Note No. 27 THE BASIC AND DILUTED EARNINGS PER SHARE (EPS)**

Particulars	Year ended 2016-2017 Rs.	Year ended. 2015-2016 Rs.
Profit / Loss after Tax	(29623650)	(27019315)
Number of Equity Shares	7000000	7000000
Nominal Value of Ordinary Shares	Rs.10/-	Rs.10/-
Basic / Diluted Earning per Share	(4.23)	(3.86)

The Company has unabsorbed depreciation and carry forward losses under Income Tax Act, 1961 available to be setoff against future taxable Income. In the absence of virtual certainty of sufficient future taxable Income to avail the said credit, deferred Tax Assets are not recognised during the year.

**TEJASSVI AAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.)  
**Notes on Financial Statements for the year ended 31st March, 2017.**

	2016-2017	2015-2016
<b>Note No. 28 <u>Contingent Liabilities</u></b>		
Claims against the company, not acknowledged as debt	Nil	Nil
Estimated amount of contracts remaining to be executed on Capital Accounts not provided for	Nil	Nil
Corporate guarantee		
Furnished on behalf of Vims Impex Limited for business loan	90000000	Nil

**Note No. 29** Previous Year's Figure have been regrouped / reclassified wherever necessary to correspond with the current year's figure.

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In terms of our Report attached  
**For D. SAMPATHKUMAR & CO.,**  
CHARTERED ACCOUNTANTS  
(FRN.003556S)

For and on behalf of the Board of Directors of  
**TEJASSVIAAHARAM LIMITED**  
(Formerly known as Sterling Spinners Ltd.)

**M.K. RAVINDRAN**  
**PARTNER**  
Membership No. 20887  
Place: Chennai  
Date: 26.05.2017

**K.S. VENUGOPALA**  
CHAIRMAN-CUM-MANAGING DIRECTOR  
  
**P. KUMARESAN**  
C.F.O.

**R. VIJAYKUMAR**  
DIRECTOR

**R. ANAND**  
COMPANY SECRETARY

**TEJASSVI AAHARAM LIMITED**

(Formerly known as Sterling Spinners Ltd.,)

Regd. Office New No. 4, (Old No. 377/2) S.N. Street, Tollgate, Chennai-600 081.

Website : talchennai.in, Email : taltdchennai@gmail.com

CIN : L15549TN1994PLC028672

**Form No. MGT 11**

**PROXY FORM**

(Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014.)

Name & Address of the Member	
Registered Address	
E-mail ID	
Folio No. / Client ID	

I/We, being the Share holder(s) holding ..... shares of the above named Company, hereby appoint

1. Name : .....

Address : .....

Email ID : ..... Signature : ..... or failing him/ her

2. Name : .....

Address : .....

Email ID : ..... Signature : ..... or failing him/ her

3. Name : .....

Address : .....

Email ID : ..... Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General meeting of the Company, to be held on Saturday the 30th September, 2017 at 10.45 AM at New No.4, S.N.Street, Tollgate, Chennai 600 081 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution	For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Director's and the Auditor's thereon.		
2.	Appointment of Smt. Surekha Shyam (DIN 07116042), as a Non-Executive Woman Director, liable to retire by rotation.		
3.	Ratification of appointment of M/s. D.Samathkumar & Co., Chartered Accountants (Firm Registration No. 003556S) as Statutory Auditors of the Company.		

Signed this ..... day of ....., 2017.

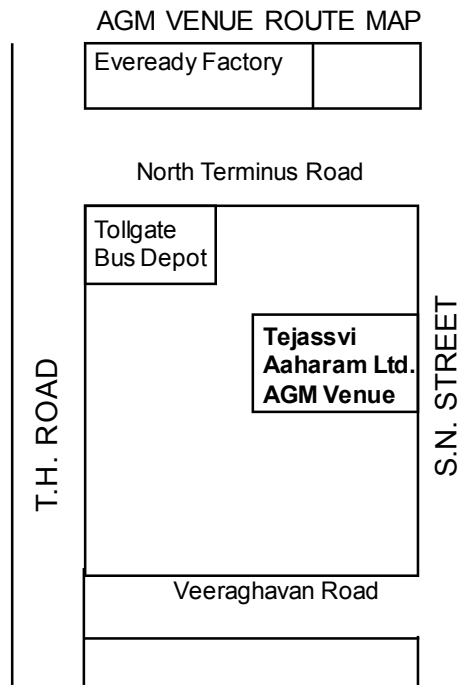
Affix a  
Re. 1/-  
Revenue  
Stamp

.....  
Signature of Shareholder

.....  
Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. This is only a optional. If you leave the "For or Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



**TEJASSVI AAHARAM LIMITED**  
 (Formerly known as Sterling Spinners Ltd.,)  
 Regd. Office New No. 4, (Old No. 377/2) S.N. Street, Tollgate, Chennai-600 081.  
 Website : talchennai.in, Email : taltdchennai@gmail.com  
 CIN : L15549TN1994PLC028672

**ATTENDANCE SLIP**

<b>DP ID Number</b>		<b>Name and Address of the registered Shareholders</b>
<b>Client ID/Regd. Folio No.</b>		
<b>No. of Shares held</b>		

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence of the Twenty Third Annual General Meeting held on Saturday the 30th September, 2017 at 10.45 a.m. to New No. 4, S.N. Street, Tollgate, Chennai - 600 081.

.....  
 (Member's / Proxy's Signature)

Note : Please complete this and hand it over at the entrance of the hall. Also please bring the proof of Identity.

**Electronic Voting Particulars**

The detailed instructions for remote e-voting are given in the AGM Notice. The particulars for remote e-voting are as under:

EVS Electronic voting Sequence Number	User ID	Password / Sequence No.

Those who have not earlier created their password for NSDL platform for e-voting need use their PAN for password creation. Existing users can login using their existing password.

Please read the details instruction for remote e-voting given in the AGM notice before voting.

Book - Post

To

If undelivered please return to :  
**TEJASSVI AAHARAM LIMITED**  
(Formerly STERLING SPINNERS LTD.,)  
Registered Office :  
New No. 4, (Old No. 377/2) S.N. Street,  
Tollgate, Chennai-600 081.