

TEJASSVI AAHARAM LIMITED

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHT (28th) ANNUAL GENERAL MEETING OF THE MEMBERS OF TEJASSVI AAHARAM LIMITED WILL BE HELD ON THURSDAY, 29TH DAY OF SEPTEMBER 2022 AT 3:00 P.M THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER, AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022 ALONG WITH THE NOTES AS ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITOR’S REPORT THEREON.**

To consider and if thought fit, to pass the following items of business, as an ordinary resolution:

“RESOLVED THAT the Audited Financial Statements for the year ended 31st March 2022 together with the Auditors Report thereon, and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted”.

2. **TO RE-ELECT MR. VELU SASIKUMAR (DIN: 08092592), WHO RETIRES BY ROTATION, AS A DIRECTOR OF THE COMPANY.**

To consider and if thought fit, to pass the following items of business, as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), Mr. Velu Sasikumar (DIN: 08092592) Director, who retires by rotation and being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. **TO CONSIDER AND APPROVE THE APPOINTMENT M/S SUNDARAM & SRINIVASAN, CHARTERED ACCOUNTANTS (ICAI FIRM REG. NO: 004207S) AS THE STATUTORY AUDITORS OF THE COMPANY.**

To consider and if thought fit, to pass the following items of business, as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force) M/s Sundaram & Srinivasan, Chartered Accountants (ICAI Firm Reg. no :004207S) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years to conduct the Statutory Audit from Financial Year 2022-2023 to Financial year 2026-2027 and to hold office from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held for the financial year 2026-2027, on such remuneration & terms of engagement, as may be mutually agreed between the Board/ Audit Committee and the Auditors of the Company from time to time.”

“RESOLVED FURTHER THAT any one of the board of directors of the Company or Mr. Vakaday Subramanian Ravikumar, Company Secretary and Compliance Officer of the Company, be and are

TEJASSVI AAHARAM LIMITED

hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

SPECIAL BUSINESSES:

4. TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as an Special Resolution.

“RESOLVED THAT pursuant to Section 4, 13, and 15 of Companies Act, 2013 (including the statutory modification(s) and including the rules framed thereunder and any other applicable provisions of the Companies Act, 2013 or any other regulations as amended from time to time the consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association (“MOA”) in place of existing Memorandum of Association of the Company, a copy of which is placed before the meeting.”

“RESOLVED FURTHER THAT any one of the board of directors of the Company or Mr. Vakaday Subramanian Ravikumar, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

5. TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as an Special Resolution.

“RESOLVED THAT pursuant to Section 5, 14 and 15 of Companies Act, 2013 (including the statutory modification(s) and including the rules framed thereunder and any other applicable provisions of the Companies Act, 2013 or any other regulations as amended from time to time the consent of the members be and is hereby accorded to adopt the new set of Articles of Association (“AOA”) in place of existing Articles of Association of the Company, a copy of which is placed before the meeting.”

“RESOLVED FURTHER THAT any one of the board of directors of the Company or Mr. Vakaday Subramanian Ravikumar, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

6. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION PAYABLE TO MR. SHYAM KUMAR , MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any

TEJASSVI AAHARAM LIMITED

amendment thereto, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 17th May 2022, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Shyamkumar, Managing Director with effect from 1st May, 2022 for the remaining period of his tenure ending on 21st June, 2024

“RESOLVED FURTHER THAT the remuneration payable to Mr. Shyamkumar, Managing Director with effect from 1st May, 2022 as per the below table ;

Salary (Excluding perquisites)	Rs. 12,00,000/- (Rupees Twelve Lakhs) to Rs. 15,00,000/- (Rupees Fifteen Lakhs) per annum with such increments/increase as may be decided by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee.
Perquisites and other allowances	a) Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses. b) shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board on the recommendation of the Nomination & Remuneration Committee; c) Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Shyamkumar, Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.”

“RESOLVED FURTHER THAT any one of the board of directors of the Company or Mr. Vakaday Subramanian Ravikumar, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
For TEJASSVI AAHARAM LIMITED**

**Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Date: 01st September, 2022
Place: Chennai
Registered Office: new no.31, First
FL. lazarus Church Road, RA Puram Chennai-600028,
Email: taltdchennai@gmail.com | Website: talchennai.in

TEJASSVI AAHARAM LIMITED

NOTES

1. Pursuant to Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 14th December 2021 followed by Circular No. 2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter referred to as “SEBI Circulars”) physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Pursuant to the above circulars, the 28th AGM of the Company shall be conducted through VC / OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Also, pursuant to the above circulars, Annual Report for the Financial Year 2021- 22 and Notice of the 28th AGM are sent only through electronic mode to the members of the Company.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts, details and information in respect of item no. 2 to 6 as set out in the Notice is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive).
5. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical share members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. Cameo Corporate Services Ltd., Subramanyam Building, 1, Club House Road, Chennai 600 002
6. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, and with effect from January 24, 2022 the request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and the transmission or transposition of securities held in physical or dematerialised form shall also be effected only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
7. Members are requested to contact the Company’s Registrar & Share Transfer Agents, Cameo Corporate Services Ltd for reply to their queries/ redressal of complaints, if any, or contact Mr. Vakaday Subramanian Ravikumar, Company Secretary & Compliance Officer at the Corporate Office of the Company; Email: cosectal@gmail.com).
8. The queries on the accounts and operation of the Company, if any, may please be sent to the Registered office of the Company at New No.31, Lazarus Church Road, R.A.Puram, Chennai 600 028 or through email to cosectal@gmail.com at least 7 (seven) days prior to the date of AGM.
9. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members

TEJASSVI AAHARAM LIMITED

holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrars and Share Transfer Agents.

10. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are given in note no.17. The cut-off date for determining the eligibility to vote by electronic means shall be Friday, 23rd September, 2022.

11. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the AGM. The facility of voting through electronic voting system will be available during the AGM also. Members who have casted their vote by remote e-voting may attend the AGM, but shall not be able to vote electronically at the AGM. Such members will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through e-voting and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right during the AGM.

12. In keeping with the Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.

13. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, the members are requested to take action to dematerialise the Equity Shares of the Company, promptly.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection.

15. The details under SEBI Listing Regulations in respect of the Directors seeking appointment/re appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.

16. Important Shareholders Communication:

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21st April, 2011 and Circular No.18/2011, dated 29th April, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to the shareholders through electronic mode, to their registered email addresses. In case you are desirous of having the digital version of the Annual Report, you may write to us at cosctal@gmail.com or at the registered Office of the Company. The Annual report of the Company can be accessed at Annual Report category of Investor information in the website of Company www.talchennai.in.

Electronic copy of the Notice of the 28th AGM and Annual Report for the financial year 2021-22 of the

TEJASSVI AAHARAM LIMITED

Company inter-alia indicating the process and manner of voting through electronic means is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes.

For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report for the financial year 2021-22 will not be sent due to the ongoing COVID-19 pandemic and as per the SEBI and MCA guidelines.

17. Instructions for attending the AGM through VC/OAVM and Electronic Voting:

- a) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated 08th April, 2020 read with General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No.19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 3/2022 dated 05th May, 2022. The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate the AGM through VC/OAVM.
- b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- c) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e) Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC/OAVM portal / e-voting portal.
- f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.talchennai.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the

TEJASSVI AAHARAM LIMITED

website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on Monday, 26th September, 2022 at 9.00 a.m. (IST) and ends on Wednesday, 28th September, 2022 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com

TEJASSVI AAHARAM LIMITED

	<p>and click on Login icon and select New System Myeasi.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
--	--

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser
---	--

TEJASSVI AAHARAM LIMITED

	<p>by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
--	--

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
---	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vi. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders

- 1)The shareholders should log on to the e-voting website www.evotingindia.com.
- 2)Click on “Shareholders” module.
- 3)Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

TEJASSVI AAHARAM LIMITED

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.

TEJASSVI AAHARAM LIMITED

- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosectal@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

TEJASSVI AAHARAM LIMITED

- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 06 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company email id cosectal@gmail.com or RTA email id investor@cameoindia.com
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

TEJASSVI AAHARAM LIMITED

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2022
19. The Board of Directors has appointed Mr. Yogesh K Chandak, Partner, BY & Associates, Cost Accountants, at New No. 443 & 445, 5th Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai- 600018. as the Scrutiniser for conducting the voting process (e-Voting and Poll) in a fair and transparent manner.
20. The Scrutiniser shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The results shall be declared by the Chairman or by any person authorised by him in this regard on or before 01st October, 2022. The result along with the Scrutiniser's report shall be placed on the Company's website www.talchennai.in.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.

**BY ORDER OF THE BOARD OF DIRECTORS
For TEJASSVI AAHARAM LIMITED**

**Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Date: 01st September, 2022
Place: Chennai

TEJASSVI AAHARAM LIMITED

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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item No. 2 to 6 as given above:

ITEM NO.2 : TO RE-ELECT MR. VELU SASIKUMAR (DIN: 08092592), WHO RETIRES BY ROTATION, AS A DIRECTOR OF THE COMPANY.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Director seeking appointment / re-appointment at the Annual General Meeting are given below:

S.no	Category	Particulars
1)	Name of the Director	Mr. Velu Sasikumar
2)	DIN	08092592
3)	Date of Birth & Age	20/07/1986 & 36 Years
4)	Nationality	Indian
5)	Qualification	Graduation
6)	Experience	General Management and Administration
7)	Date of first appointment to the Board	10th March 2021
8)	Terms and conditions of appointment	Liable to retire by rotation and sought reappointment.
9)	Remuneration last drawn	Nil
10)	Proposed Remuneration sought to be paid	Nil
11)	Shareholding in the Company	Nil
12)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel
13)	No of Board Meetings attended / held during the year FY 2021-22	10/10
14)	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	Nil
15)	Chairpersonship/Membership in committees of other Entities	Nil

Except Mr. Velu Sasikumar, None of the Directors and Key Managerial Personnel of the Company or their relatives are interested in this Resolution.

TEJASSVI AAHARAM LIMITED

ITEM NO 3: TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S SUNDARAM & SRINIVASAN, CHARTERED ACCOUNTANTS (FIRM REG. NO :004207S) AS THE STATUTORY AUDITORS OF THE COMPANY.

M/s. S R B R & ASSOCIATES LLP Chartered Accountants (Firm Registration No004997S/ S200051) have tendered their resignation from the position of Statutory Auditors with effect from the ensuing Annual General Meeting, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

On recommendation of the Audit Committee, the Board of Directors of the Company hereby recommends to appoint M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration No. 004207S) as the Statutory Auditors of the Company for a period of 5 years to conduct the Statutory Audit from Financial Year 2022-2023 to Financial year 2026-2027 and to hold office from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held for the financial year 2026-2027.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Sundaram & Srinivasan to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Sundaram and Srinivasan Chartered Accountants is Founded in Chennai in 1943 and one of India's leading organizations of Independent audit, tax and advisory firms. They work with a broad spectrum of private and public companies, government agencies, financial institutions, industries, not for profit organisations, financial services, private equity and technology.

M/s Sundaram & Srinivasan, Chartered Accountants (Firm Registration No. 004207S) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the Board of Directors recommends the appointment of M/S Sundaram & Srinivasan, Chartered Accountants (Firm Reg. no :004207s) as the statutory auditors of the company as set an item no 3, for approval of members as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO 4 & 5 : TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Ministry of Corporate Affairs notified the Companies Act, 2013 (Act, 2013) during August 2013 and brought in certain sections of the Act to be effective from 1st April 2014. Further the Companies Act, 2013 has changed the form and content of the Memorandum of Association (MOA) and Articles of Association (AOA) of every Company. Pursuant to the notification of Companies Act, 2013 the Company is required to amend the existing clauses of its Memorandum of Association (MOA) and Articles of Association (AOA) to be in line with the Companies Act, 2013 thereof. Hence the Company has proposed to make relevant changes in the existing MOA and AOA. The amended MOA and AOA of the Company shall be available for inspection of the members at the Registered Office of the Company on all working days between 10:00 A.M. to 06:00 P.M. till the date of Annual General Meeting and at the meeting and the same shall also be available on the website of the Company.

TEJASSVI AAHARAM LIMITED

The Board recommends the Item No 4 & 5 as Special resolution for approval of the members to adopt the new set of Memorandum of Association and the Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the Notice

ITEM NO 6: TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION PAYABLE TO MR. SHYAM KUMAR , MANAGING DIRECTOR OF THE COMPANY

The Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 17th May, 2022, has approved the proposal to increase the salary of Mr. Shyamkumar, Managing director, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice w.e.f. 01st May,2022 for the remaining period of his tenure i.e. upto 21st June, 2024.

Reference to the provision of section 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person by way of special resolution.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing director of the Company as approved by the members of the Company shall remain unchanged. Considering Mr. Shyamkumar experience in Business Development, Merchandising, Retail Operations, the terms of his remuneration are considered to be fair, just and reasonable. Hence the Board recommends the resolution for member approval by way of special resolution

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Shyamkumar and his relative, are in any way, concerned or interested in the said resolution. The Board commends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval by the Members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013

I. General Information

Nature of Industry	Food and Beverages			
Date or expected date of commencement of commercial production	Commercial operation for pasta products commenced on 1 st November, 2016			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA			
Financial performance based on given indicators	(In lakhs)			
	Particulars	2021-22	2020-21	2019-20
	Gross Revenue	0	0	41.87
	Profit before interest, depreciation and tax	-33.53	1725.63	259.73
Profit after tax	-62.96	1700.69	134.14	
Foreign investments or collaborations, if any.	NA			

TEJASSVI AAHARAM LIMITED

II. Information about the appointee

Background details	Mr. Shyamkumar, Managing director of company and associated with since 21st June,2021.
Past remuneration	Rs 6,00,000 PA
Recognition or awards	Na
Job profile and his suitability	Mr. Shyamkumar is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company. He possesses valuable experience in Business Development, Merchandising, Product Development, Retail Operations.
Remuneration proposed	As stated in the Explanatory Statement at Item No.6 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to Mr. Shyamkumar, Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Shyamkumar before recommending the remuneration as proposed hereinabove
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any	Does not have any pecuniary relationship with the Company other than the remuneration payable to him as a Managing Director of the Company

III. Other information:

Reasons of loss or inadequate profits	Since the company's production affected by Covid-19 the company has no significant revenue thus the company resulted loss.
Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms

BY ORDER OF THE BOARD OF DIRECTORS
For TEJASSVI AAHARAM LIMITED

Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976

Date: 01st September, 2022

Place: Chennai

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty Eight Annual Report together with the Audited Financial statements of your Company for the year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS

The standalone financial statements of the Company for the financial year ended 31st March,2022 have been prepared in accordance with the Indian Accounting standards (Ind As) as noticed by the Ministry of Corporate Affairs and as amended from time to time.

The Summarized financial performance of your Company is given in the table below;

(In Rupees)

Particulars	For the Year ended on March 31, 2022	For the Year ended on March 31, 2021
Revenue from operations	-	-
Other income	-	-
Total revenue	-	-
Expenses	(62,96,397)	(42,43,704)
Profit/(loss) before exceptional items and tax	(62,96,397)	(42,43,704)
Exceptional items	-	17,43,12,579
Profit/(loss) before tax	(62,96,397)	17,00,68,875
Tax expense	-	-
Profit/(loss) for the period	(62,96,397)	17,00,68,875
Other comprehensive income net of income tax	-	-
Total comprehensive income for the period	-	-
Earnings per share	(0.90)	24.30

2. BUSINESS OUTLOOK

This has been an unprecedented year for all us in the world. India has once again come under severe pressure with a sharp increase in cases and restricted commercial/ business activities owing to the more infectious COVID-19 strains. The start of the vaccination drive in the country did initially lead to a momentary recovery, however, the resurgence of the virus and incidence of new mutants have brought in renewed market uncertainty and unpredictability. The 'second wave' in March and April 2021 further exacerbated the situation. The Company has not resumed its business activities and your Directors are optimistic about company's business and hopeful of better performance in the coming year.

3. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for FY 2021-22.

4. DETAILS OF SUBSIDIARIES, JOINT VENTURE (JV) OR ASSOCIATE COMPANIES (AC)

The Company does not have Subsidiary, Associate and Joint Venture Company.

5. AMOUNTS PROPOSED TO BE CARRIED TO ANY RESERVES.

During the year, the Company has not transferred any amount to the reserves during the Financial Year ended on 31st March, 2022.

6. CHANGE IN CAPITAL STRUCTURE OF THE COMPANY

During the year under consideration, there is no change in Capital Structure of the Company. Further, during the year under report company has not made buyback of shares or has not issued Bonus Shares, Sweat Equity Shares, Equity with differential voting rights and Employee stock option.

7. RECLASSIFICATION OF PROMOTERS

During the year the Company had received requested from the following Promoters for reclassification of ‘promoter group’ category to ‘public’ category shareholders in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

S.no	Name of the persons	Number of equity shares held	Percentage of shares held
1.	K S Venugopal	431,090.00	6.16
2.	Vinodh venugopal	-	-
3.	Shyam venugopal	-	-
4.	Manoj venugopal	-	-
5.	V Dhanalakshmi	-	-
6.	V Gowripriya	-	-
7.	Surekha shyam Venugopal	-	-
8.	Gopuram enterprises limited	-	-

Consequently, the Shareholders had approved such re-classification at the Extra-Ordinary General Meeting held on 21st February, 2022. Subsequently, the Company had submitted re-classification application with Stock Exchanges and the same is under review

8. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year 2021-22 there was no change in the nature of business of the Company.

9. 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

There were no material changes and/or commitments between the end of the year under review and the date of this report, which could have had an impact on the Company's operation in the future or its status as a going concern. There are no significant or material orders passed by the Regulators /Courts/ Tribunals, during the year under review.

10. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on the date of this Report, the Company has five (5) Directors consisting of Two Independent Directors, One Managing Director and Two Non-Executive Directors.

Pursuant to the provisions of Section 149 & 184 of the Companies Act, 2013 and under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors of the Company have submitted a declaration that each of them meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and SEBI Regulations and there has been no change in the circumstances which may affect their status as an Independent Director during the year

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

- I. Disqualification of Directors: None of the directors are disqualified
- II. Details of Changes of the Directors mentioned below:

A. APPOINTMENTS:

- Mr. Velu Sasikumar (DIN: 08092592) was appointed as Additional director (Non-Executive and Non-Independent) of the company with effect from 10th March, 2021 at the Meeting of Board of directors held on 10th March, 2021 and subsequently his appointment was regularized in the annual general meeting held on 29th September, 2021.
- Mr. Kolandavel Dhamodharan (DIN: 09076205) was appointed as Additional, (Non-Executive and Non-Independent) of the company with effect from 10th March, 2021 at the Meeting of Board of directors held on 10th March, 2021 and subsequently his appointment was regularized in the annual general meeting held on 29th September, 2021.
- Mr. Shyamkumar (DIN: 09098976) was appointed as a Managing Director of the Company with effect from 22nd June, 2021 at the Meeting of Board of directors held on 22nd June, 2021 and subsequently his appointment as Managing Director was approved by the members in the annual general meeting held on 29th September, 2021
- Mr. Chinnathambi Vinothkumar (DIN: 09098986) was appointed as Additional Director, (Non- Executive and Independent) of the company with effect from 22nd June, 2021 at the Meeting of Board of directors held on 22nd June, 2021 and subsequently his appointment was approved and regularized in the annual general meeting held on 29th September, 2021.

- Mr. Thangavelu Dhana Lakshmi (DIN: 09291452) was appointed as Additional, Non-Executive and Independent Director of the company with effect from 24th August, 2021 at the Meeting of Board of directors held on 24th August, 2021 and subsequently her appointment was approved and regularized in the annual general meeting held on 29th September, 2021.

B. RESIGNATION:

- Mr. Govindarajulu Bakthavatsalu (DIN: 09073358) Additional, Non- Executive and Non-Independent Director resigned from the Board of the Company with effect from 22nd June, 2021. The Board places its sincere gratitude for the services and support rendered by the said Directors during their tenure in the Board.

III. WOMAN DIRECTOR

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has complied with the requirement of having at least one Woman Director on the Board of the Company. Mrs. Thangavelu Dhana Lakshmi (DIN: 09291452) is an Independent and Women Director of the Company.

IV. DETAILS OF THE CHANGES IN KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 203 of the Companies Act, 2013, details of the Key Managerial Personnel of the Company.

S.no	Name	Designation	Appointment / Resignation	Effective Date
1.	Mr. Shyamkumar	Managing Director	Appointment	22 nd June, 2021
2.	Mr. Vakaday Subramanian Ravikumar	Company Secretary & Compliance Officer	Appointment	01 st December, 2021
3.	Mr. Parameswaran Ramesh	Chief Financial Officer	Appointment	17 th May 2022
4.	Mrs. Jayashree	Company Secretary & Compliance Officer	Resignation	30 th November, 2021
5.	Mr. Paramasamy Kumaresan	Chief Financial Officer	Resignation	12 th February, 2022

V. RETIREMENT BY ROTATION

Mr. Velu Sasikumar (DIN: 08092592), Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Board recommends his re-appointment as a director for approval of members.

Further the brief profiles of Director being recommended for re-appointment is given in the Notice of the Annual General Meeting being sent to the shareholders along with the Annual Report.

11. BOARD & COMMITTEES

A) BOARD MEETINGS

The Company has a professional Board with an optimum combination of executive, non-executive and independent directors (including one woman director) who bring to the table the right mix of knowledge, skill and expertise. The Board achieving its business objectives and protecting the interest of the stakeholders.

During the year, Ten (10) meetings of Board of Directors of the Company were convened and held in accordance with the provisions of the Companies Act, 2013. The date(s) of the Board Meeting, attendance by the directors are given in the Corporate Governance Report forming part of this Annual Report.

The maximum time-gap between any two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors are disqualified under Section 164(2) of the Act. Certificate on non-disqualification, as required under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is forming part of the Corporate Governance Report forming part of this Annual Report.

B) COMMITTEES OF THE BOARD

As per regulatory requirements and with a view to have focused deliberation, the Board has constituted following committees.

Audit Committee

Audit Committee of the Company meets the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, Five (05) meetings of the Committee were held, the details along with the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this Annual Report.

During the year under review, the Board has accepted all the recommendations of the Audit Committee.

Nomination and Remuneration Committee

Nomination and Remuneration Committee meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, Three (3) meetings of the Committee were held, the details of the composition of the Nomination and Remuneration Committee as required under the provisions of Section 178 of the Companies Act, 2013 are given in the Corporate Governance Report which forms part of this Annual Report. During the

year under review, the Board has accepted all the recommendations of the Nomination and Remuneration Committee.

Stakeholders' Relationship Committee

This Committee considers and resolves the grievances of security holders of the Company inter-alia including grievances related to transfer of shares, non-receipt of Annual Report, non-receipt of dividend etc. The Committee also reviews measures taken for effective exercise of voting rights by shareholders, adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent and ensuring timely receipt of annual reports by the shareholders of the company. The details of the composition of the stakeholders' relationship committee are given in the Corporate Governance Report which forms part of this Annual Report

12. EVALUATION OF BOARD, COMMITTEES OF DIRECTORS

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had carried out an annual evaluation of the Board as a whole, various Committees, Directors individually and the Chairman. Performance of the Board and Board committees were evaluated on various parameters such as structure, composition, quality, diversity, experiences, competencies, performance of specific duties and obligations, conduct of meetings, quality of decision making and overall board effectiveness.

The performance of the individual directors was evaluated on parameters, such as meeting attendance, participation and contribution, responsibility towards stakeholders and independent judgment. The Managing Director was evaluated on certain additional parameters, such as performance of the Company, leadership, relationships, communication and growth, of the Company.

13. PUBLIC DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public under Section 76 of the Companies Act, 2013 and Rules made there under.

14. 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.

15. REPORT ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company firmly provides a safe, supportive and friendly workplace environment – a workplace where our values come to life through the underlying behaviours. Positive workplace environment and a great employee experience are integral parts of our culture.

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

16. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The mandatory provisions of CSR under Section 135 of the Companies Act, 2013 are not applicable to the Company.

17. 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.

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.

18. POLICIES

❖ VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has set up Vigil Mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns, unethical behavior and irregularities, if any, in the Company noticed by them which could adversely affect company's operations to the Chairman of the Audit Committee.

No concerns or irregularities have been reported during the period. The Company hereby affirms that no Director/employee has been denied an access to the Chairman of the Audit Committee and that no complaints were received during the year.

❖ RISK MANAGEMENT POLICY

The Company has already in place an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to ensure that a robust system of risk controls and mitigation is in place. Through risk management approach, the Company ensures that risk to the continued existence as a going concern and to its development are identified and addressed on a timely basis.

❖ POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Board has, on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of Directors, Key Managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

19. 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, 2022, 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, 2022 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.

20. RELATED PARTY TRANSACTIONS

There were no related party transactions entered during the financial year. 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.

21. CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance and best corporate practices. The report on Corporate Governance for the year ended March 31, 2022 pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as ANNEXURE I. The Certificate regarding compliance of conditions of Corporate Governance is attached to the report of Corporate Governance forming part of this Annual Report.

22. MANAGEMENT DISCUSSION & ANALYSIS

A Management Discussion & Analysis as required under the SEBI, LODR is annexed and forming part of the Directors' Report in "ANNEXURE II"

23. AUDITORS

A) STATUTORY AUDITORS

M/s. S R B R & ASSOCIATES LLP, Chartered Accountants (ICAI Firm Reg. no. 004997S/ S200051), has tendered their resignation as Statutory Auditors of your Company. They shall cease to hold office from the conclusion of ensuing Annual General Meeting. The Board places on record its sincere appreciation for the services rendered by M/s. S R B R & ASSOCIATES LLP during their tenure as Statutory Auditors of the Company.

The Board of Directors of the Company at their meeting held on 01st September, 2022 based on the recommendation of the Audit Committee, recommends the appointment of M/s Sundaram & Srinivasan, Chartered Accountants (ICAI Firm Reg. no 004207S) as the Statutory Auditors of the Company to hold office

from the conclusion of ensuing 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company, subject to compliance of the various provisions of Companies Act, 2013.

M/s Sundaram & Srinivasan, Chartered Accountants (ICAI Firm Reg. no 004207S) has expressed their willingness to be appointed as the Statutory Auditors of the Company and also confirmed its eligibility in compliance with the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013

Auditor’s Report:

No qualification, adverse remarks or disclaimer made by the Statutory Auditors with regard to the financial statements for the financial year 2021-2022.

The Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013. There have been no instances of fraud reported by above mentioned Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government during FY 2021-2022.

B) SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

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 Practicing Company Secretary (C.P. No. 2666) to undertake the Secretarial Audit of the Company for the year ended March 31, 2022 . The Secretarial Audit Report is given in Annexure III to this Report. The Report does not contain any qualification, reservation or adverse remark.

C) INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereto) if any of the Companies Act, 2013, M/s Darmesh & Associates, Chartered Accountants, (Firm Registration No. 015528S) were appointed as the Internal Auditors of the Company for the Financial Year 2021-22.

24. CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION / FOREIGN EXCHANGE

A. CONSERVATION OF ENERGY:

Steps taken for conservation	NA
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipment	

B. TECHNOLOGY ABSORPTION:

Efforts made for technology absorption	NA
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total Foreign exchange earned : NIL

Total Foreign exchange outgo NIL

25. PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES U/S 197(12) OF THE COMPANIES ACT, 2013

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down u/s Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The disclosure with respect to the remuneration of directors and employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as ANNEXURE-IV to this report.

The statement containing such particulars of employees as required in terms of the provisions of Section 197(12) of the Act read with rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of the Annual Report. Pursuant to the provisions of the Section 136(1) of the Companies Act, 2013, the reports and accounts, as set out therein, are being sent to all members of the Company, excluding the aforesaid information and the same is open for inspection at the registered office of the Company during working hours up to the date of Annual General Meeting and if any member is interested in obtaining such information, may write to the Company Secretary at the registered office of the Company in this regard .

26. DEMATERIALIZATION OF SHARES

As on 31st March, 2022, 67,01,960 equity shares representing 95.74 % of the total equity share capital of the Company were held in dematerialized form with National Securities Depository Limited. The shareholders can avail the facility provided by NSDL and CDSL. Shareholders are requested to convert their physical holdings into dematerialized form to derive the benefits of holding the shares in electronic form.

27. COST AUDITOR

Provision of Cost Audit is not applicable to the Company.

28. REPORTING OF FRAUDS

There was no instance fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/ or Board under Section 143 (12) of the Act and Rules framed thereunder.

29. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year, the Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS.

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations.

31. PREVENTION OF INSIDER TRADING

Your Company has adopted a code of conduct for prevention of "Insider Trading" as mandated by the SEBI.

32. CODE OF CONDUCT

Your Company has laid down a Code of Conduct Policy which can be accessed on the Company's website (www.talchennai.in)

33. MD / CFO Certification

The Managing Director/ CFO has certified to the Board on financial and other matters in accordance with the Listing Regulations pertaining to CEO/CFO certification for the financial year ended 31st March, 2022 as ANNEXURE V

34. EXTRACT OF ANNUAL RETURN

As per Section 134(3)(a) of the Companies Act, 2013, the Annual Return referred to in Section 92(3) has been placed on the website of the Company (www.talchennai.in)

35. LISTING

The shares of your Company continued to be listed at Bombay Stock Exchange Limited. Listing fee has already been paid for the financial year 2021-22.

36. 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.

37. 28TH ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCE

Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 14th December 2021 followed by Circular No. 2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and 'SEBI' Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 (hereinafter referred to as "SEBI Circulars") regarding Pandemic and relaxations (e.g VC, no physical report) thereon, your Company made arrangement to conduct 28TH AGM through Video Conference / Other Audio Visual Means for which necessary information has been given separately in Notice of 28thAGM. Also your Company will be

complying with said Circulars by sending 28th Annual Report along with Annexures by way of e-mail to the shareholders as such no physical copies shall be distributed. Those Shareholders whose email IDs are not registered, have to register their email ID with Registrar & Share Transfer Agent (RTA) of the Company

38. 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 employees of the Company for their unstinted commitment and continued contribution to the Company.

For TEJASSVI AAHARAM LIMITED

**Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

**Sd/-
CHINNATHAMBI VINOTHKUMAR
DIRECTOR
DIN: 09098986**

Date: 17th May, 2022

Place: Chennai

**ANNEXURE I
REPORT ON CORPORATE GOVERNANCE:**

The core principles of Corporate Governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

Pursuant to the provisions of Regulation 34, Schedule V and other applicable regulations (if any) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], a report on Corporate Governance of the Company for the financial year ended 31st March, 2022 is furnished below:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE.

Your Company's philosophy on Corporate Governance envisages attainment of the highest level of integrity, fairness, transparency, equity and accountability in all the facets of its functioning and in its interactions with shareholders, employees, government, regulatory bodies, listeners and the community at large. Your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings.

Your Company reiterates its commitment to adhere to the highest standards of Corporate Governance. The Company recognizes that good Corporate Governance is a continuing exercise and is committed to pursue the highest standard of governance in the overall interest of the stakeholders

I. BOARD OF DIRECTORS:

A. Composition and category of the Board of Directors and a number of other board of directors or committees in which a director is a member or chairperson

Your Company believes that an active, well- informed and independent Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors of the Company comprises an optimal combination of executive, non-executive and independent directors so as to preserve and maintain the independence of the Board.

The Board and Committees meet at regular intervals. Policy formulation, evaluation of performance and control functions vest with the Board, while the Committees oversee operational issues.

All statutory and other significant and material information(s) are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

Comprehensively drafted notes for each agenda item along with background materials, wherever necessary, are circulated well in advance to the Committee / Board, to enable them for making value addition as well as exercising their business judgment in the Committee / Board meetings.

In line with the Nomination & Remuneration policy, the Directors are identified based on their qualifications, positive attributes, area of expertise, etc. Appointment of the Directors of the Company is approved by the members at their general meetings.

Also, none of the Independent Directors on the Board serve as an independent director in more than seven listed entities and none of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as specified in SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, across all the Companies in which he/she is a Director. The Directors have made the necessary disclosures regarding Committee positions during the period under review.

Leave of absence was granted to the Director(s) for the Board Meeting(s), which they did not attend and sought the leave of absence from the meeting.

As on date, the Board of Directors is comprising of 5 Directors and composition of the Board of Directors of the Company is as follows:

DIN	Name of the Director(s)	Category
09098976	Shyamkumar	Managing Director
08092592	Velu Sasikumar	Director, Non-Executive and Non Independent Director
09076205	Kolandavel Dhamodharan	Director, Non-Executive and Non Independent Director
09098986	Chinnathambi Vinothkumar	Director, Non-Executive and Independent Director
09291452	Thangavelu Dhana Lakshmi	Director, Non-Executive and Independent Director

Board Meetings held during the financial year 2021-2022.

The Board of Directors had met 10 times during the financial year 2021-2022. These meetings were held on 25th May, 2021, 22nd June, 2021, 28th June, 2021, 14th August, 2021, 24th August, 2021, 13th November, 2021, 02nd December, 2021, 17th January, 2022, 12th February, 2022 & 31st March, 2022. Attendance of the Board Meetings and the last Annual General Meeting as applicable, is tabulated hereunder;

Name of the Director	Designation	No of Meetings Entitled to Attend	No of Meetings Attended	Attendance At Previous Annual General Meeting Held On 29 th September, 2021	No. Of Directorship Held in Other Companies	No. of Board Committee Memberships held in other companies
Velu sasikumar	Director	10	10	No	1	-
Kolandavel dhamodharan	Director	10	10	No	-	-
**Shyamkumar	Managing Director	8	8	Yes	1	-
**Chinnathambi vinothkumar	Independent Director	8	8	Yes	2	-
*Govindarajulu bakthavatsalu	Additional director	2	0	Na	-	-
***Thangavelu dhana lakshmi	Independent Director	5	5	Yes	-	-

* Resigned from the Board on 22nd June, 2021

** Appointed on 22nd June, 2021.

*** Appointed on 24th August 2021.

Disclosure of relationship between the Directors inter-se

None of the Board members have inter-se relationship

Details of the other listed entities where the Directors held directorship:

As on 31st March, 2022 none of the other directors are holding directorship in any other listed company.

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

Familiarization Programme of Independent Director

The Independent directors are provided with necessary documents, reports, internal policies, documents and brochures enabling them to familiarize with the Company's systems, procedures and practices. During every meeting of the Board and committees, periodical presentations are made on the business updates, strategies, performances and related risks involved.

Access to Information and updation to Board of Directors

The required information as enumerated in Part - A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board of Directors for discussions and consideration at Board meetings. The Board also reviews significant strategic, financial, operational aspects and compliance matters in the meetings.

Independent Directors' Meeting:

The Independent Directors (IDs) met on 31st March 2022 without the presence of Non-Independent Directors and members of the company in compliance with the provisions of Schedule at this meeting, the IDs inter alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

Committees of the Board

The Board Committees have been constituted to deal with specific areas / activities which need a closer review. The Board Committees are set up under the formal approval of the Board to carry out the clearly defined roles. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

II. AUDIT COMMITTEE:

Brief description of terms of reference

The primary objective of the audit committee is to monitor and provide an effective supervision of the Management’s financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The audit committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the independent auditors, and notes the processes and safeguards employed by each of them. The audit committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditors in accordance with the law. All possible measures is taken by the audit committee to ensure the objectivity and independence of the independent auditors.

The role of the Audit Committee and information to be reviewed by the audit committee in accordance with the Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The quarterly financial results are placed before the audit committee for its review, suggestions and recommendation(s), before forwarding the same to the Board. All recommendations made by the audit committee during the year were accepted by the Board of Directors.

The Audit Committee comprises 3 (Three) members consist of Two Independent Non-Executive, One Non-Executive Director. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee.

The Audit Committee has been constituted as per Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations.

Constitution of Committee as on the date of report:

S.no.	Name of the director	Designation
1.	Chinnathambi vinothkumar	Chairman
2.	Thangavelu dhana lakshmi	Member
3.	Velu sasikumar	Member

During the year the committee met 5 times on 28th June,2021, 14th August,2021, 13th November,2021, 12th February,2022 & 31st March,2022. All the members attended all the committee meetings. Attendance of Committee members is tabulated hereunder;

Name of the Director	Designation	No of Meetings entitled to Attend	No of Meetings Attended
Chinnathambi vinothkumar	Independent director	5	5
Thangavelu dhana lakshmi	Independent director	3	3
Velu sasikumar	Director	5	5
Kolandavel Dhamodharan	Director	2	2

The Chairman of the Audit Committee was present at the Company’s Annual General Meeting held on 29th September, 2021 to answer the shareholders’ queries.

III. NOMINATION AND REMUNERATION COMMITTEE

Brief description of terms of reference

The constitution of the committee is in compliance of Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 and Part D (Point A) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee comprises 3 (Three) members consist of Two Independent Non-Executive, One Non- Executive Director

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:

Constitution of Committee as on the date of report:

S.no.	Name of the director	Designation
1.	Chinnathambi vinothkumar	Chairman
2.	Thangavelu dhana lakshmi	Member
3.	Velu sasikumar	Member

During the year the committee met on 22nd June, 2021, 24th August,2021 & 02nd December,2021. Attendance of Committee members is tabulated hereunder;

Name of the Director	Designation	No of Meetings Entitled to Attend	No of Meetings Attended
Chinnathambi vinothkumar	Independent director	2	2
Thangavelu dhana lakshmi	Independent director	1	1
Velu sasikumar	Director	3	3
Kolandavel Dhamodharan	Director	2	2
*Govindarajulu Bakthavatsalu	Director	1	0

* Resigned from the Board on 22nd June, 2021

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. Their criteria provide for certain parameters like attendance at meetings, preparedness and contribution at Board Meetings, interpersonal skills etc. which are used by the Committee and/or the Board while evaluating the performance of each Director.

IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

The mandatory provisions of CSR under Section 135 of the Companies Act, 2013 are not applicable to the Company.

V. REMUNERATION OF DIRECTORS:

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2022:

A) NON-EXECUTIVE DIRECTORS

Name of the Director	Sitting Fees (₹)	Commission to Non- Executive Directors (₹)	No. of Shares/ convertible Instruments held
Velu sasikumar	NIL	Nil	Nil
Kolandavel dhamodharan	NIL	Nil	Nil
Chinnathambi vinothkumar	NIL	Nil	Nil
Govindarajulu bakthavatsalu	NIL	Nil	Nil
Thangavelu dhana lakshmi	NIL	Nil	Nil

B) EXECUTIVE DIRECTORS

Particulars	Mr. Shyam Kumar, Managing Director
Term of Appointment	For a period of 3 years 22 nd June, 2021 to 21 st June, 2024
Salary and Allowances	Rs 4,64,500
Commission	Nil
Variable Pay	Nil
Perquisites	Nil
Sitting Fees	Nil
No. of Shares held	Nil
Minimum Remuneration	Mr. Shyam Kumar, shall be entitled to minimum remuneration comprising of salary, perquisites and benefits as per the applicable provisions of the Companies Act, 2013 in the event of inadequacy/absence of profits.

VI. 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.

IX. STAKE HOLDERS RELATIONSHIP COMMITTEE:

The Company has always valued its investors’ and stakeholders’ relationships. In order to ensure the proper and speedy redressal of stakeholders’ grievances, the Stakeholders Relationship Committee is constituted. Its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof).

The functions of the Stakeholders Relationship Committee are to review and redress Shareholders’ / Investors’ query / grievance / complaint on matters relating to transfer of shares, non- receipt of balance sheet / dividend warrants, etc., and to approve transfers, transmission, consolidation and splitting of share certificates and to authorize the officials to make necessary endorsements on the share certificates.

Brief description and term of reference

Pursuant to Regulations 13 and 20 and Part-D of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee oversees and reviews the redressal of investors’ grievances pertaining to transfer of shares and dematerialization, re-materialization, non-receipt of balance sheet, , etc. The Company is in compliance with the SCORES mechanism which has been initiated by SEBI for processing the investor complaints in a centralized web based redressal system and online redressal of all the shareholders complaints.

The Committee is headed by the Independent Non- Executive Director and comprises of the following Directors as on the date of this Report:

S.no.	Name of the director	Designation
1.	Chinnathambi vinothkumar	Chairman
2.	Thangavelu dhana lakshmi	Member
3.	Velu sasikumar	Member

* During the year there were no meetings held

Name and designation of Compliance Officer:

Mr. Vakaday Subramanian Ravikumar, - Company Secretary is the Compliance Officer of the Company (email:taltdchennai@gmail.com)

The following table shows the nature of complaints received from the shareholders during the year 2021-22

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:

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

Details of the location and time, where last three Annual General Meetings (AGMs) held and the special resolutions passed thereat are as follows:

Financial Year, Date and Time	Venue/ Mode	Whether any Special Resolution Passed (Purpose)
2020-21, AGM held on 29 th September, 2021 at 02.30 PM	Through Video Conference (VC) / Other Audio Visual Means (OAVM)	No Special Resolutions were Passed
2019-20, AGM held on 17 th December, 2020 at 10.00 AM	New No. 31, 1st Floor, Lazarus Church Road, R.A Puram, , Chennai, Tamil Nadu, 600028	No Special Resolutions were Passed
2018-19, AGM held on 30 th September, 2019 at 10.00 AM	New No. 31, 1st Floor, Lazarus Church Road, R.A Puram, , Chennai, Tamil Nadu, 600028	<ol style="list-style-type: none"> 1. Reappointment of Mr. R.Vijaykumar (Holding DIN 02532145) as an Independent Director of the Company. 2. Reappointment of Mr. K.Alagiriswamy (Holding DIN 02524423) as an Independent Director of the Company. 3. Related party transaction(s) for Job work by the Company to M/s. Savorit Limited (CIN: U15314TN1960PLC004108) in the ordinary course of business and at arm's length basis for a consideration estimated at Rs. 100 Lacs for the Financial Year 2019-20. 4. Delist the equity shares from BSE Limited ("BSE") under Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009, giving exit opportunity to the shareholders on payment of exit price determined in accordance

		<p>with the applicable laws and regulations, in consultation with the Merchant Bankers appointed for this purpose</p> <p>5. Approve the payment of remuneration to Mr. K.S.Venugopala, Chairman cum Managing Director of the Company for a further period of 2 (Two) years and 3 (Three) months w.e.f. 01 October, 2019 of his present tenure.</p>
--	--	--

- (i) Extra Ordinary General Meeting held during the year – Yes

Date of Meeting	Particulars	Type of Resolution
21/02/2022	Reclassification of the 'Promoters and Promoter Group' Shareholders of the Company to 'Public Category Shareholders'	Ordinary

- (ii) Special Resolutions passed through Postal Ballot: NIL
 (iii) The Person who conducted the aforesaid postal ballot exercise: N.A.
 (iv) Whether any special resolution is proposed to be conducted through postal ballot: No

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 results

The Company’s quarterly financial results are announced within 45 (forty five) days of the close of the quarter and the audited annual financial results are announced within 60 (sixty) days from the close of the financial year as per the requirements of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The aforesaid financial results are intimated to BSE Limited (BSE) where the Company’s securities are listed, immediately after the approval of the Board of directors and are simultaneously displayed on our website www.talchennai.in.

Newspapers wherein results normally published:

Trinity Mirror (English - all India Edition) & Makkal Kural (Tamil, the regional language)

Website

The website of the Company : www.talchennai.in contains a separate dedicated section “Investor details” where all the investors information is available including the Company’s Annual Report.

Presentations made to institutional investors or to the analysts:

No presentation to any institutional investors or analysts has been made during the financial year ended 31st March 2022.

Annual Report

The Annual Report containing the Audited Financial Statements, Board's Report, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis report forms part of the Board's report. The Annual Report is displayed on the Company's website www.talchennai.in in a downloadable form.

XV. GENERAL SHAREHOLDER'S INFORMATION

Tejassvi Aaharam Ltd was incorporated on 1994. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is L15549TN1994PLC028672.

The registered office of the Company is situated at New No. 31, Lazarus Church Road, R.A.Puram, Chennai – 600 028.

Annual General Meeting

Date & Time : 29th September, 2022 at 3.00 PM

Mode : Through Video Conferencing ("VC") / Other Audio Visual means ("OAVM")

Book Closure

The transfer books of the Company shall be closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive).

Financial Year: 01st April to 31st March

Calendar of financial year ended 31st March, 2022

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2022 were held on the following dates:

First Quarter Results	14 th August, 2021
Second Quarter and Half yearly Results	13 th November, 2021
Third Quarter Results	12 th February, 2022
Fourth Quarter and Annual Results	17 th May, 2022

Listing of Equity Shares

Equity Shares of the Company are listed in BSE Limited.

Stock Code : 531628

Security ID : TEJASSVI

ISIN : INE173E01019

Payment of Listing Fees/Custodian Fees

Annual Listing Fee for the financial year 2021-22 has been paid by the Company to BSE. Annual Custodian fee has been paid by the Company to NSDL and CDSL.

Registrar and Share Transfer Agent (RTA)

M/s. Cameo Corporate Services Limited
 Subramanian Building, No. 1, Club House Road, Chennai – 600 002,
 Tel: 044-2846 0390; Fax: 044 2846 0129,
 Email: cameo@cameoindia.com, Website: www.cameoindia.com.

Address for Investor Correspondence :

The Shareholders may address their communication/suggestions/grievances/queries to

Company Secretary & Compliance Officer

Mr. Vakaday Subramanian Ravikumar
 Tejassvi Aaharam Ltd
 New No. 31, Lazarus Church Road, R.A.Puram, Chennai – 600 028
 Email: talchennai.in
 Ph.No: 044-25912675

Distribution of shareholding as on 31st March 2022

Slab of Shareholding (Rs.)	No. of Shareholders	% of Shareholders	Total No of Shares	(Rs) % to Paid-up Capital
Upto 5,000	1,595	93.38%	1,25,800	1.80%
5,001 to 10,000	78	4.57%	74,210	1.06%
10,001 to 20,000	15	0.88%	27,720	0.40%
20,001 to 30,000	10	0.59%	25,910	0.37%
30,001 to 40,000	2	0.12%	8,000	0.11%
40,001 to 50,000	2	0.12%	9,800	0.14%
50,001 to 100,000	1	0.06%	9,700	0.14%
Above 100,001	5	0.29%	67,18,860	95.98%
Total	1,708	100%	70,00,000	100.00%

Categories of shareholding pattern as on 31st March 2022

Category	No of Shareholders	No of Shares held	% of Shareholding
Promoters & Promoter group	1	2510	0.04
Mutual Funds & UTI	-	-	-
Banks / Financial Institutions / Ins / Govt	-	-	-
Foreign Institutional Investors	-	-	-
Corporates	8	18,00,610	25.72
Individuals / HUF	1,699	51,96,880	74.24
NRIs / OCBs	-	-	-
Others	-	-	-
Total	1,708	70,00,000	100

Dematerialization of shares

As on March 31, 2022 the details of the shares of the Company held in physical and demat form are given below

Particulars	No. of Shares	% to the capital
Shares held in Physical form	2,98,040	4.26
Shares held in DEMAT form		
NSDL	67,01,960	95.74
CDSL	0	0
Total	70,00,000	100.00

Other Disclosures

Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the financial year under review, there were no materially significant related party transactions with the Promoters, Directors, etc. that may have potential conflict with the interests of the Company at large.

Details of non-compliance by the Company, penalties, structures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years except following non- Compliances under SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

S.no	Particulars of Non-compliance of Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015	Amount of Penalty	Remarks / Comments
1	Regulation 13(3) – For Delay submission	Rs. 8000	Due to imposition of strict lockdown during first wave of covid-19 pandemic the company was not in position to adhere to compliance of Regulations of SEBI (LODR) Regulation, 2015. Further the Company had taken steps to avoid these kinds of non-compliance in future
2	Regulation 27(2) - For Delay submission	Rs. 32,000	
3	Regulation 31 – For Delay submission	Rs. 18,000	

Share Transfer / Transmission

The Securities and Exchange Board of India (‘SEBI’) and Ministry of Corporate Affairs (‘MCA’) during FY 2018-19, has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form except in case of requests received for transmission or transposition and relodged transfer of securities. Further SEBI vide

circular no. SEBI/HO/ MIRSD/ RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cutoff date for relodgement of transfer deeds and the shares that are relodged for transfer shall be issued only in demat mode. SEBI then vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, mandated all listed companies to issue securities in dematerialized form only while processing the service request of issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. During the year the Company has not received requests for transfer, subdivision, consolidation, renewal and exchange or endorsement.

Nomination Facility

Shareholders whose shares are in physical form and wish to make/change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit to RTA the prescribed Forms SH-13/ SH-14

Updating of Shareholder’s Details - Physical & Electronic mode Shareholders holding shares in physical form may please note that instructions regarding change of address, bank details, e-mails ids, nomination and power of attorney should be given to the Company’s RTA i.e. Cameo Corporate Services Ltd. SEBI vide circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 had laid down common and simplified norms for processing Investor’s Service request by RTAs and norms for furnishing PAN, KYC details and nomination. As per the abovesaid circular, the shareholders holding physical securities are required to mandatory furnish PAN, KYC details and Nomination by holders and are also required to link PAN with Aadhaar. The said circular stipulates that folios wherein the required documents are not made available on or before April 1, 2023 shall be frozen by RTA. The Company had sent relevant communication to all physical holders along with relevant Forms to enable the shareholders to update the PAN, KYC and other relevant details with RTA/ Company in line with the SEBI directives. The PAN, KYC and other relevant documents are being processed by RTA on receipt from the shareholders.

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email ids, nomination and power of attorney should be given directly to their respective Depository Participant.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	Compliance
Number of complaints filed during the financial year	Nil
No of Complaints disposed of during the financial year	Nil
No of complaints pending as on end of the financial year.	Nil

Disclosure of commodity price risks and commodity hedging activities: Not applicable.

Details relating to fees paid to the Statutory Auditors are given in Note 14 to the Standalone Financial Statements.

Details of utilization of funds raised through preferential allotment or qualified institution placement as specified under regulation 32[7A]: NIL

The Company has complied with the requirement of corporate governance report of sub paras (2) to (10) of the Schedule V of the Listing Regulations.

Adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations.

Audit qualifications:

No qualification, adverse remarks or disclaimer made by the Statutory Auditors with regard to the financial statements for the financial year 2021-22.

The Company has complied with the all applicable corporate governance requirements specified in SEBI (LODR), 2015..

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT UNDER SCHEDULE V (F) OF THE LISTING REGULATIONS

As confirmed by the R & TA, M/s. CAMEO CORPORATE SERVICES LTD., the Company does not have any Demat Suspense Account/Unclaimed Suspense Account.

For TEJASSVI AAHARAM LIMITED

**Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Date : 17th May, 2022

Place : Chennai

COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Regulation 26 (3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Tejassvi Aaharam Limited Code of Business Conduct and Ethics for the year ended 31st March 2022.

For TEJASSVI AAHARAM LIMITED

**Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Date : 17th May,2022

Place : Chennai

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

Independent Auditor's Certificate on compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To, The Members of
Tejassvi Aaharam Limited

We have examined the compliance of the conditions of Corporate Governance by S&S Power Switchgear Limited ('the Company') for the year ended 31st March 2022 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as may be amended from time to time.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing regulations.

We further state that in respect of investor grievances received during the year ended March 31, 2022, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Investor Grievance / Stakeholders Relationship Committee.

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 Srivatsan & Associates
Chartered Accountants
Firm Reg No.014921S

Sd/-
S NEERAJ
Partner
M No. 235695
UDIN: 22235695AJKMXR5113

Date: 17th May, 2022
Place: Chennai

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members,
TEJASSVI AAHARAM LIMITED
NEW NO.31, FIRST FL. LAZARUS CHURCH ROAD,
R A PURAM CHENNAI 600028

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of TEJASSVI AAHARAM LIMITED having CIN L15549TN1994PLC028672 and having registered office at NEW NO.31, FIRST FL. LAZARUS CHURCH ROAD, CHENNAI -600028 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT IN COMPANY*
1.	VELU SASIKUMAR	08092592	10/03/2021
2.	KOLANDAVEL DHAMODHARAN	09076205	10/03/2021
3.	SHYAMKUMAR	09098976	22/06/2021
4.	CHINNATHAMBI VINOCHKUMAR	09098986	22/06/2021
5.	THANGAVELU DHANA LAKSHMI	09291452	24/08/2021

*The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
S Sridevi
Company Secretary in Practice
FCS No: 11693
CP No: 17176
UDIN: F011693D000937145

**ANNEXURE II
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 judgments 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.

For TEJASSVI AAHARAM LIMITED

**Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Date : 17th May, 2022

Place : Chennai

ANNEXURE III

Form-MR-3

Secretarial Audit Report for the financial year ended 31st March, 2022

[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

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: L15549TN1994PLC028672). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate 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, 2022, 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, 2022 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 Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (as amended from time to time);
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - ***Not applicable to the Company during the audit period;***
5. 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 (as amended from time to time);

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time);
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time);
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended from time to time) - *Not applicable to the Company during the audit period;*
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2008 - *Not applicable to the Company during the audit period;*
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time);
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended) - *Not applicable to the Company during the audit period;*
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended from time to time) - *Not applicable to the Company during the audit period;*
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time);

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.

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:

- Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors and others designated professionals.
- Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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.
- Most of 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. Redemption/buy-back of securities.
- ii. Merger/amalgamation/reconstruction etc.
- iii. Foreign Technical Collaborations.

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

Place: Chennai

Date: 17th May, 2022

Sd/-
S Lalitha
Company Secretary in Practice
FCS No: 4464
CP No: 2666
UDIN: F004464D000325686

Annexure-A

To
The Members,
M/s Tejassvi Aaharam Limited
New Door No.31, First Floor, Lazarus Church Road,
Raja Annamalaipuram, Chennai - 600 028.

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: 17th May, 2022

Sd/-
S Lalitha
Company Secretary in Practice
FCS No: 4464
CP No: 2666
UDIN: F004464D000325686

ANNEXURE IV

Disclosures in terms of Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of employees of the Company for the financial year and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name	Designation	Remuneration paid FY 2021-22 (Rs. Lakhs)	Remuneration paid FY 2020-21 (Rs. Lakhs)	Increase in remuneration from previous year Rs. (Lakhs)	Ratio of Remuneration
Mr. Velu sasikumar	Director	NIL	NIL	NIL	NA
Mr. Kolandavel dhamodharan	Director	NIL	NIL	NIL	NA
Mr. Shyamkumar	Managing Director	4,64,500	NIL	NIL	NA
Mr. Chinnathambi vinothkumar	Independent Director	NIL	NIL	NIL	NA
Mr. Thangavelu dhana lakshmi	Independent Director	NIL	NIL	NIL	NA
Mr. Kolandavel dhamodharan	Director	NIL	NIL	NIL	NA
Ms. Jayashree*	Company Secretary	2,00,000			
Mrs. Vakaday Subramanian Ravikumar**	Company Secretary	1,00,000	NIL	NIL	NA
Mr. Paramasamy Kumaresan***	CFO(KMP)	2,19,000	2,31,899	NIL	NA

* Resigned on 30th November, 2021

**Appointed on 01st December, 2021

*** Resigned on 12th February, 2022

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year - NIL
3. The percentage increase in the median remuneration of employees in the financial year; NIL
4. During the year under review there was no increase in the median remuneration of the employees of your Company.
5. The key parameters for any variable component of remuneration availed by the directors - NA
6. The number of permanent employees on the rolls of the company. 2 (Excluding MD)
7. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification there of - Nil

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.

For TEJASSVI AAHARAM LIMITED

Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976

Date: 17th May, 2022

Place: Chennai

ANNEXURE V

MD / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. TEJASSVI AAHARAM LIMITED (“the Company”) to the best of our knowledge and belief certify that:

(a) We have reviewed financial statements for the year ended March 31, 2022 and that to the best of our knowledge and belief, we state that:

- I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- II. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violate of the Company’s code of conduct.

(c) We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

- I. significant changes, if any, in internal control over financial reporting during the year;
- II. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- III. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

For TEJASSVI AAHARAM LIMITED

For TEJASSVI AAHARAM LIMITED

Sd/-

**SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Sd/-

**PARAMESWARAN RAMESH
CHIEF FINANCIAL OFFICER**

Place: Chennai

Date: 17th May, 2022

Independent Auditor's Report

To the Members of M/s. Tejassvi Aaharam Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of M/s. Tejassvi Aaharam Limited (“the Company”) which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss, Statement of Cash Flows and statement of changes in equity for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, 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, 2022 and its losses and its Cash Flows and its changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty related to going concern

We draw attention to Note 3(a) in the financial statements, which indicate that the company has incurred losses during the past few years since there were no operations. As a result of this, entire capital has been eroded, which may cast a doubt on the ability of the company to continue as a going concern. However, the company is in the advanced stage of discussion of a merger proposal with another company, which the board is hopeful of implementing in the next financial year. This proposal would be a radical turnaround for the company's business and hence the financials were prepared on a going concern basis and our opinion is not modified in this regard.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matter

Key audit matters	How the matter was addressed in our audit
<p><u>Preference shares</u></p> <p>➤ To ascertain that the recognition, measurement, presentation and disclosure of preference shares issued during the financial year 2019-2020 in accordance with Ind AS 109 “Financial Instruments”.</p>	<p>Our audit procedures included the following:</p> <ol style="list-style-type: none"> 1. The prior year financial statements were audited by different firm of Chartered Accountant’s. On verification of the recognition and measurement of the preference shares in accordance to SA 510 “Initial audit engagements- opening balances”, a misstatement was identified in the opening balance which materially impacts the current year financial statements. 2. The accounting policy applied on recognition of the preference shares were found inappropriate. 3. We obtained an understanding of the nature and terms of the issue of the preference shares. 4. We analysed the recognition and subsequent measurement of the instrument in the books of accounts of the Company. 5. The error in initial recognition and the subsequent measurement of the instrument was rectified by discounting the instrument to its fair value as per the prescribed Standard at an effective interest rate computed based on the market rates. 6. The discounted value is recognized as borrowings under Non-current liabilities and the balance is recognized as Other Equity which is classified under the Shareholders’ Funds. 7. The Financial statement are re-stated and prior period figures after restating the opening balances are also presented in accordance with Ind AS 8 “Accounting policies, changes in accounting estimates and errors”

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the company so far

as it appears from our examination of those books.

- c. The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the statement of change in equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act
- e. On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the Report on 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.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) the company does not have any pending litigations 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 required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv) The management has represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no further funds have been advanced, loaned or invested or received for matters stated in rule 11 clause (e) of Companies (Audit and Auditors) Rules,2014
Based on such audit procedures as we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the above representations contain any material misstatement.
 - v) The Company had not declared or paid dividend during the year as stated in rule 11 clause (f) of Companies (Audit and Auditors) Rules, 2014.

For S R B R & Associates LLP
Chartered Accountants
FRN: 004997S/S200051

Sd/-
K. VIJAYARAGHAVAN
Partner
M.No.224345
UDIN: 22224345AMQNUD7857

Place: Chennai
Date: 17.05.2022

“Annexure A” to the Independent Auditors’ Report

As Referred in ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2022:

- (i) (a) The company does not hold any property, plant and equipment.
 - (b) The Company does not hold any immovable properties.
 - (c) No proceedings have been initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) a. the Company had no inventories during the year.
b. the Company had not availed any working capital facility from Banks or financial Institutions during the year
- (iii) According to the information and explanations given to us, during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties
- (iv) As stated in clause (iii) above, no loans, investments, guarantees, and security had been granted during the year, and hence reporting under this clause is not applicable.
- (v) the company has not accepted any deposits or amounts which are deemed to be deposits, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, are not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us, undisputed statutory dues including income tax, cess have been regularly deposited by the company with the appropriate authorities in all cases during the year.

(b) According to the information and explanations given to us, no disputed amounts payable in respect of Income-tax, Goods and Services tax, cess and other material statutory dues were in arrears as at 31 March 2022, for a period of more than six months from the date they became payable.
- (viii) The Company has not recorded any transactions in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961. Hence, this clause is not applicable.
- (ix) (a) In respect of loan or other borrowings, the payment of interest is as per the terms of the agreement and for the repayment of principal, the agreement does not specify a schedule of repayment, hence the question of regularity in repayment of principal does not arise.

TEJASSVI AAHARAM LIMITED

The Company has obtained loan and outstanding amount as on 31st March 2022 Rs. 42.97 Lakhs for which repayment schedules have not been stipulated. According to the information and explanations given to us, such loans have not been demanded for repayment during the relevant financial year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information and explanations given to us, the company has not borrowed any long term loans during the year, hence this clause is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken funds from entities and persons on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments during the year.

(b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year. Hence, reporting under this clause is not applicable.

(xi) (a) According to the information and explanations given to us, no fraud by the company or fraud on the company has been noticed or reported during the year

(b) no report was required to be filed under sub-section (12) of section 143 of the Companies Act by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, no whistle-blower complaints were received during the year by the company. Hence reporting under this sub - clause is not applicable.

(xii) The company is not a Nidhi Company as defined under Section 406 of the Act. Hence reporting under sub – clauses (a) to (c) of this clause is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

TEJASSVI AAHARAM LIMITED

- (xiv) (a) In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) The company has not entered into any non-cash transactions with directors or persons connected with him as per provisions of section 192 of Companies Act.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934), hence reporting under sub-clauses (a) to (d) of this clause is not applicable.
- (xvii) The company has incurred cash losses in the current financial year of Rs. 35.97 lakhs.
- (xviii) There has not been any resignation of the statutory auditors during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, the adversity in the ratios indicate that there is material uncertainty as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due. We draw attention to Note No. 3(a) stating that the company is reviving its operations and the Management is of the opinion that the uncertainty will be mitigated. Our opinion is not modified in this regard.
- (xx) The provisions of Section 135 of Companies Act, 2013 is not applicable to the company, hence reporting under sub-clause (a) and (b) of this clause is not applicable.

For S R B R & Associates LLP
Chartered Accountants
FRN: 004997S/S200051

Sd/-
K. VIJAYARAGHAVAN
Partner
M.No.224345
UDIN: 22224345AMQNUD7857

Place: Chennai
Date: 17.05.2022

“Annexure B” to the Independent Auditor’s Report

As referred in clause (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Tejassvi Aaharam Limited of even date.

Report on the Internal Financial Controls 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 Tejassvi Aaharam Limited as at March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s responsibility for Internal Financial Controls

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 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 in 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 Control system over financial reporting.

Meaning of Internal Financial Controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 (iii) 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.

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 of 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 and according to the information and explanations given to us, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S R B R & Associates LLP
Chartered Accountants
FRN: 004997S/S200051

Sd/-
K. VIJAYARAGHAVAN
Partner
M.No.224345
UDIN: 22224345AMQNUD7857

Place: Chennai
Date: 17.05.2022

Balance Sheet as at 31 March 2022

(Rupees in Lakhs)

Particulars	Note No.	As at 31 March 2022	As at 31 March 2021 *restated	As at 1st April 2020 *restated
I. ASSETS				
(1)Non-Current Assets				
(2)Current assets				
(a) Financial assets				
(i) Cash and bank balance	4	5.10	0.06	3.69
(b) Current Tax Asset(Net)		-	-	
(c) Other current assets	5	1.30	10.67	11.89
Total current assets		6.40	10.73	15.58
TOTAL ASSETS		6.40	10.73	15.58
I. EQUITY AND LIABILITIES				
(1)Equity				
(a) Equity Share Capital	6	700.00	700.00	700.00
(b) Other Equity	7	(1,070.26)	(1,007.30)	(2,707.99)
Total equity		(370.26)	(307.30)	(2,007.99)
(2)Liabilities				
Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	8	326.93	299.94	275.17
Total Non-current liabilities		326.93	299.94	275.17
Current liabilities				
(a) Financial liabilities				
(i) Borrowings	9	42.97	16.09	1,746.01
(ii) Other financial liabilities	10	2.19	-	-
(b) Other current liabilities	11	4.56	2.00	2.39
Total current liabilities		49.73	18.09	1,748.40
Total liabilities		376.66	318.02	2,023.57
TOTAL EQUITY AND LIABILITIES		6.40	10.73	15.58

See accompanying notes to the Financial Statements

As per our report of even date attached

For S R B R & Associates LLP

Chartered Accountants

FRN: 004997S/S200051

For and on behalf of Board of DirectorsSd/-
K. Vijayaraghavan
Partner
M.No: 224345Sd/-
S Shyamkumar
Managing Director
DIN: 09098976Sd/-
Chinnathambi Vinothkumar
Director
DIN: 09098986Sd/-
V S Ravikumar
Company SecretarySd/-
Parameswaran Ramesh
Chief Financial Officer

Date: 17th May 2022

Place: Chennai

Statement of Profit & Loss for the year ended 31 March 2022

(Rupees in Lakhs)

Particulars	Note No.	For the year ended 31 March 2022	For the year ended 31 March 2021 *restated
I. Revenue from operations		-	-
II. Other Income		-	-
III. Total Income (I + II)		-	-
IV. EXPENSES			
Cost of Material consumed		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods and work-in-progress		-	-
Employee benefit expense	12	10.26	2.47
Finance costs	13	29.43	24.94
Depreciation and amortisation expense		-	-
Other expenses	14	23.27	15.03
Total Expenses		62.96	42.44
V. Profit before exception items and tax (III - IV)		(62.96)	(42.44)
VI. Exceptional Items		-	1,743.13
VII. Profit before exception items and tax (V - VI)		(62.96)	1,700.69
VIII. Tax Expense			
(a) Current Tax		-	-
(b) Adjustment of Current tax relating of prior periods		-	-
(c) Deferred Tax		-	-
Total tax expense		-	-
IX. Profit (Loss) for the year from continuing operations(VII-VIII)		(62.96)	1,700.69
X. Profit/(loss) from discontinued operations		-	-
XI. Tax expenses of discontinued operations		-	-
XII. Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII. Profit/(loss) for the period (IX+XII)		(62.96)	1,700.69
XIV. Other comprehensive income			
(i) Items that will not be reclassified subsequently to profit or loss			
- Remeasurements of net defined benefit liability / assets, net		-	-
- Equity instruments through other comprehensive income, net		-	-
(iii) Items that will be reclassified to profit or loss			
- Fair value changes on derivatives designated as cash flow hedge, net		-	-
- Fair value changes on investments, net		-	-
Total Other comprehensive income		-	-
XV. Total comprehensive income for the year (XIII+XIV)		(62.96)	1,700.69
XVI. Earnings per equity share :	15		
Equity shares of par value of Rs.10 each			
(1) Basic earnings per share- in Rupees		(0.00)	24.30
(2) Diluted earnings per share- in Rupees		(0.00)	24.30
Weighted average equity shares used in computing earnings per equity share			
(1) Basic		7,000,000	70
(2) Diluted		7,000,000	70

See accompanying notes to the Financial Statements

As per our report of even date attached

For S R B R & Associates LLP

Chartered Accountants

FRN: 004997S/S200051

Sd/-
K. Vijayaraghavan
Partner
M.No: 224345

For and on behalf of Board of Directors

Sd/-
S Shyamkumar
Managing Director
DIN: 09098976

Sd/-
Chinnmathambi Vinothkumar
Director
DIN: 09098986

Sd/-
V S Ravikumar
Company Secretary

Sd/-
Parameswaran Ramesh
Chief Financial Officer

Date: 17th May 2022

Place: Chennai

Cash Flow Statement for the year ended March 31, 2022

(Rupees in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021 *restated
Cash Flow from Operating Activities		
Net Profit / [Loss] before taxation	(62.96)	1,700.69
<u>Adjustments for:</u>		
Interest expense	29.43	24.94
Exceptional items	-	(1,743.13)
Operating Profit before Working Capital changes	(33.54)	(17.50)
<u>Adjustments for :</u>		
Increase/ (decrease) in other current liabilities	2.57	(0.39)
(Increase)/ decrease in inventories	-	-
(Increase)/ decrease in Other assets	9.37	1.22
Increase/ (decrease) in short term borrowings	26.88	13.21
Increase/ (decrease) in other financial liabilities	2.19	-
Working Capital Changes	41.01	14.04
Income tax	-	-
Net Cash inflow from/(outflow) from Operating activities (A)	7.47	(3.46)
Cash Flow from Investing Activities		
Purchase of investments	-	-
Purchase of fixed assets	-	-
Sale Proceeds from investments	-	-
Sale Proceeds from fixed assets	-	-
Capital Work in Progress	-	-
Interest received	-	-
Dividend received	-	-
Net Cash inflow from/(outflow) from Investing activities (B)	-	-
Cash Flow from Financing Activities		
Proceeds from Borrowings/ (Repayment of Borrowings)	26.99	24.77
Effective interest provided on financial liability component of preference share	(29.43)	(24.94)
Net Cash inflow from/(outflow) from Financing activities (C)	(2.43)	(0.17)
Net increase /(decrease) in cash and cash equivalents (A+B+C)	5.04	(3.64)
Cash and Cash Equivalents at the beginning of the Year	(0.32)	3.69
Cash and Cash Equivalents at the closing of the year	4.72	(0.32)
Notes		
1) Cash on Hand	-	-
2) Cash at Bank	5.10	0.06

As per our report of even date attached

For S R B R & Associates LLP

Chartered Accountants

FRN: 004997S/S200051

Sd/-

K. Vijayaraghavan

Partner

M.No: 224345

For and on behalf of Board of Directors

Sd/-

S Shyankumar

Managing Director

DIN: 09098976

Sd/-

Chinnathambi Vinothkumar

Director

DIN: 09098986

Sd/-

V S Ravikumar

Company Secretary

Sd/-

Parameswaran Ramesh

Chief Financial Officer

Date: 17th May 2022

Place: Chennai

Statement of Changes in Equity for the year ended 31 March 2022

A. Equity Share Capital

(1) Current Reporting Period (Rupees in Lakhs)

Particulars	Amount
Balance as at 01.04.2021	700.00
Changes in Equity share capital due to prior period errors	-
Restated balances at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
Balance as at 31.03.2022	<u>700.00</u>

(2) Previous Reporting Period

Particulars	Amount
Balance as at 01.04.2020	700.00
Changes in Equity share capital due to prior period errors	-
Restated balances at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
Balance as at 31.03.2021	<u>700.00</u>

B. Other Equity

(i) Current reporting Period

Particulars	Equity component of other financial instruments	Reserves and surplus		Total
		Other Reserve	Retained earnings	
Balance as at 01.04.2021	1,209.54	3.15	(2,219.99)	(1,007.30)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	1,209.54	3.15	(2,219.99)	(1,007.30)
Total Comprehensive Income for the year	-	-	(62.96)	(62.96)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	-	-
Balance as at 31.03.2022	<u>1,209.54</u>	<u>3.15</u>	<u>(2,282.96)</u>	<u>(1,070.26)</u>

(ii) Previous reporting Period

Particulars	Equity component of other financial instruments	Reserves and surplus		Total
		Other Reserve	Retained earnings	
Balance as at 01.04.2020	-	3.15	(3,914.63)	(3,911.48)
Changes in accounting policy or prior period errors	-	-	-	-
-Recognition of financial instruments as per Ind AS 109	1,209.54	-	(6.06)	1,203.49
Restated balance at the beginning of the current reporting period	1,209.54	3.15	(3,920.68)	(2,707.99)
Total Comprehensive Income for the year	-	-	1,700.69	1,700.69
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	-	-
Balance as at 31.03.2021	<u>1,209.54</u>	<u>3.15</u>	<u>(2,219.99)</u>	<u>(1,007.30)</u>

As per our report of even date attached

For S R B R & Associates LLP

Chartered Accountants

FRN: 004997S/S200051

For and on behalf of Board of Directors

Sd/-
K. Vijayaraghavan
Partner
M.No: 224345

Sd/-
S Shyamkumar
Managing Director
DIN: 09098976

Sd/-
Chinnathambi Vinothkumar
Director
DIN: 09098986

Sd/-
V S Ravikumar
Company Secretary

Sd/-
Parameswaran Ramesh
Chief Financial Officer

Date: 17th May 2022

Place: Chennai

Notes forming part of the financial statements

Particulars	(Rupees in Lakhs)		
	As at 31 March 2022	As at 31 March 2021 *restated	As at 1st April 2020 *restated
Note 4 - Cash and bank balance			
- in current accounts	5.10	0.06	3.69
	5.10	0.06	3.69
Note 5 - Other Current assets			
Advance income tax and tax deducted at source	1.15	10.67	11.89
Advance for expenses	0.15	-	-
	1.30	10.67	11.89
Note 7 Other Equity			
Reserves and Surplus			
Equity component of other financial instruments	1,209.54	1,209.54	1,209.54
Other Reserves	3.15	3.15	3.15
Retained Earnings	(2,282.96)	(2,219.99)	(3,920.68)
	(1,070.26)	(1,007.30)	(2,707.99)
Other Reserves			
(employment of women workers subsidy from SIPCOT)			
Balance at the beginning of the year	3.15	3.15	3.15
Additions during the year	-	-	-
Deductions/Adjustments during the year	-	-	-
Balance at the end of the year	3.15	3.15	3.15
Retained earnings			
Balance at the beginning of the year	(2,219.99)	(3,920.68)	(3,920.68)
Net profit for the period	(62.96)	1,700.69	-
Balance at the end of the year	(2,282.96)	(2,219.99)	(3,920.68)
Note 8 - Long Term Borrowings			
- Financial Liability (Non-Convertible Non-Cumulative preference shares)	326.93	299.94	275.17
*Refer Note 17	326.93	299.94	275.17
Note 9 - Short Term Borrowings			
Repayable on demand			
Unsecured			
- Loans from others	42.97	16.09	1,746.01
	42.97	16.09	1,746.01
Note 10 - Other Financial Liabilities			
Interest Payable	2.19	-	-
	2.19	-	-
Note 11 - Other Current Liabilities			
Expenses Payable	4.56	2.00	2.39
	4.56	2.00	2.39

Notes forming part of the financial statements

Note 6 - Share capital

(Rupees in Lakhs)

Particulars	As at 31 March 2022		As at 31 March 2021 *restated		As at 1st April 2020 *restated	
	Number of shares	(Rs.)	Number of shares	(Rs.)	Number of shares	(Rs.)
(a) Authorised						
Equity shares of Rs.10 each	10,000,000.00	1,000.00	10,000,000.00	1,000.00	10,000,000.00	1,000.00
	10,000,000.00	1,000.00	10,000,000.00	1,000.00	10,000,000.00	1,000.00
(b) Issued , subscribed and fully paid up						
Equity shares of Rs.10 each with voting rights	7,000,000.00	700.00	7,000,000.00	700.00	7,000,000.00	700.00
Total	7,000,000.00	700.00	7,000,000.00	700.00	7,000,000.00	700.00

Refer Notes (i) to (iv) below

(i) Reconciliation of the number of shares issued and amount outstanding at the beginning and at the end of the reporting year:

Particulars	Number of shares	(Rs.)	Number of shares	(Rs.)	Number of shares	(Rs.)
Equity shares with voting rights						
Opening Balance	7,000,000.00	70,000,000.00	7,000,000.00	70,000,000.00	7,000,000.00	70,000,000.00
Add: Issued During the Year	-	-	-	-	-	-
Less: Buy back of equity shares	-	-	-	-	-	-
Closing Balance	7,000,000.00	70,000,000.00	7,000,000.00	70,000,000.00	7,000,000.00	70,000,000.00

(ii) Terms and rights attached to equity shares

The Company presently has one class of equity shares of Rs. 10 each. The equity shares of the company having par value of Rs.10/- rank pari-passu in all respects including voting rights and entitlement to dividend. Each shareholder of equity share is entitled to one vote per share. In the event of liquidation, the equity shareholders are entitled to receive payments out of the remaining net assets of the Company after payment of claims of preference shareholders, secured creditors if any and other preferential claims, in proportion to their shareholding.

(iii) Details of shareholders holding more than 5% shares in the Company

Class of shares / Name of shareholder	As at 31 March 2022		As at 31 March 2021 *restated	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
(i) Henry John Amirtharaj	2,655,735.00	37.94%	2,655,735.00	37.94%
(ii) Govindrajulu Bakthavatsulu	2,252,915.00	32.18%	1,819,825.00	26.00%
(iii) Sri Mahavishnu Enterprise private Ltd	1,389,400.00	19.85%	-	0.00%
(iv) Dhana Trading Private Limited	401,410.00	5.73%	-	0.00%
(v) K.S.Venugopala	-	0.00%	431,090.00	6.16%
(vi) S.N.Kumar	-	0.00%	1,389,400.00	19.85%
(vii) G.Saravanan	-	0.00%	401,410.00	5.73%

(iv) Details of promoters holding

Promoter's name	As at 31 March 2022		As at 31 March 2021 *restated		% change during the year
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
(i) S.Kousalya	2,510.00	0.04%	2,510.00	0.04%	-
(ii) K S Venugopal	-	-	402,190.00	5.75%	-100.00
(iii) Vinodh Venugopal	-	-	162,515.00	2.32%	-100.00
(iv) Manoj Venugopal	-	-	162,515.00	2.32%	-100.00
(v) V Dhanalakshmi	-	-	2,825.00	0.04%	-100.00
(vi) V Gowripriya	-	-	6,000.00	0.09%	-100.00
(vii) Gopuram Enterprises Limited	-	-	600,000.00	8.57%	-100.00

Promoter's name	As at 31 March 2021		As at 31 March 2020 *restated		% change during the year
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
(i) S.Kousalya	2,510.00	0.04%	2,510.00	0.04%	-
(ii) K S Venugopal	402,190.00	5.75%	431,090.00	6.16%	-6.70
(iii) Vinodh Venugopal	162,515.00	2.32%	162,515.00	2.32%	-
(iv) Manoj Venugopal	162,515.00	2.32%	162,810.00	2.33%	-0.18
(v) V Dhanalakshmi	2,825.00	0.04%	2,825.00	0.04%	-
(vi) V Gowripriya	6,000.00	0.09%	6,000.00	0.09%	-
(vii) Gopuram Enterprises Limited	600,000.00	8.57%	-	0.00%	100.00
(viii) Shyam Venugopal	-	0.00%	163,410.00	2.33%	-100.00
(ix) Surekha Shyam Venugopal	-	0.00%	1,000,000.00	14.29%	-100.00
(x) Savorit Limited	-	0.00%	600,000.00	8.57%	-100.00

Notes forming part of the financial statements

(Rupees in Lakhs)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021 *restated
Note 12- Employee Benefit Expense		
Salaries and Wages(including Gratuity)	10.26	2.23
Contribution to Provident and other funds	-	0.23
	10.26	2.47
Note 13 - Finance costs		
Interest Expenses on borrowings	2.43	0.17
Interest on financial liabilities	26.99	24.77
	29.43	24.94
Note 14 - Other expenses		
Professional Charges	10.74	2.42
Listing Fee & Other Charges	3.54	3.54
Service Charges	2.12	5.66
Penalties	2.49	-
Advertisement & Publicity	1.67	0.34
Rent	1.50	-
For audit services:		
- Statutory Audit	1.00	1.50
Printing & Stationery	-	0.88
Other expenses	0.20	0.69
	23.27	15.03

Note 15 : Earnings per share (Rupees in Lakhs)

Earnings per share in accordance with Indian Accounting Standard (Ind AS 33) " Earnings per share" are disclosed in the Profit & loss account and the computation is as follows

Basic & Diluted

Net profit / (loss) for the year from continuing operations and total operations	(62.96)	1,700.69
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	(62.96)	1,700.69
Weighted average number of equity shares	7,000,000.00	70.00
Par value per share	10.00	10.00
Earnings per share from continuing operations and total operations	(0.00)	24.30

Note 16: Related party transactions**a. Details of related parties**

Description of relationship	Names of related parties
(i) Key Management Personnel (KMP)	S.Shyamkumar, Managing Director (Appointed w.e.f. 1-7-2021) Jayashree, Company Secretary (till 30-11-2021) V S Ravikumar, Company Secretary(appointed w.e.f. 1-12-2021) P.Kumaresan, Chief Financial Officer(till 17-05-2022)

Note: Related parties have been identified by the Management.

b. Details of related party transactions during the Year ended 31st March 2022 and balances as at 31st March 2022

Particulars	KMP	
	2021-22	2020-21
i. Remuneration		
- S.Shyamkumar, MD	4.65	-
- Jayashree, CS	2.00	-
- P.Kumaresan, CFO	2.19	2.32
-V S Ravikumar, CS	1.00	-
	<u>9.84</u>	<u>2.32</u>
Salary payable as at 31.03.2022	0.25	

Note 17: Preference Shares**(i) Terms and Rights attached to preference shares**

The Company presently has Non-Convertible non-Cumulative redeemable preference shares of Rs.100 each. The preferences shares shall carry preferential right with respect to repayment of capital and shall be non- participating in the surplus- funds.These shares are redeemable within 20 years from the date of allotment at a premium equal to an amount calculated to yeild a return of 0.1% per annum from date of allotment up to the date of redemption.

(ii) Prior period errors

The Company has identified prior period errors in the initial recognition and subsequent measurement of the non-convertible, non-cumulative, redeemable preference shares of Rs 1478.66 lakhs that were issued on 6th January 2020.The liability was recorded erroneously as preference share capital instead of its treatment as per Indian Accounting Standard 109 'Financial Instruments'. The same has been rectified in the current financial year and the financial liability is recognized at its discounted value on the date of issue and the restated balance sheets have been presented in accordance with 'Ind AS 8: Accounting policies, changes in accounting estimates and errors' to make the financials comparable. There are no changes in accounting estimates or policies.

(iii) Financial Liability Component

Particulars	Terms
1. Redeemable Amount	1508.23
2. Financial liability Component	269.12
3.Other Equity	1209.54
4. Terms	20 Years
5. Interest Rate	9% p.a.

Note 18 : Ratios

(Rupees in Lakhs)

S.No	Ratio	Formula	2021-22		2020-21		Variance	Reason for variance
1	Current Ratio	Current Assets	6.40	0.13	10.73	0.59	-78.31	The Company has borrowed short-term funds from another company in the current year, current liabilities has increased.
		Current Liabilities	49.73		18.09			
2	Debt Equity	Total Debt	Not Applicable since the capital is completely eroded					Not Applicable
		Shareholder's Equity						
3	Debt Service Coverage Ratio	Earnings available for debt service	Not Applicable as there is no term loan for the financial year					
		Debt Service(interest+Instalments)						
4	Return on Equity Ratio	PAT - Preference Dividend	Not Applicable since the capital is completely eroded					
		Average Shareholder's Equity						
5	Inventory Turover Ratio	Turnover	Not Applicable as there is no inventory for the financial year					
		Average Inventory						
6	Trade receivable turnover ratio	Credit Turnover	Not Applicable as there is no trade receivable for the financial year					
		Average Accounts Receivable						
7	Trade payables turnover ratio	Net Credit Purchases	Not Applicable as there is no trade payable for the financial year					
		Average Trade Payables						
8	Net Capital Turnover Ratio	Net Sales	Not Applicable as there is no turnover for the year					
		Working capital						
9	Net Profit Ratio	Net Profit(PAT)	Not Applicable as there is no turnover for the year					
		Net Turnover						
10	Return on Capital employed	PBIT	Not Applicable since the capital is completely eroded					
		Capital employed						
11	Return on Investments	Net operating profits	Not Applicable as there is no investment for the year					
		Investments						

Notes forming part of the financial statements

1. Background

TEJASSVI AAHARAM LIMITED was incorporated under the Provisions of Companies Act 2013. The Company's Shares are listed in Bombay Stock Exchange (BSE), Mumbai. The Company is engaged in the manufacture of Pasta products.

2. Significant accounting policies

a) Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the section 133 of companies act, 2013 read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 (as amended) Companies (Indian Accounting Standards) (Amendment Rules), 2016 and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported Income and Expenses during the period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) Inventories

Raw materials and stores, work-in-progress, traded goods and finished goods are stated at lower of cost and net realisable value. Cost is determined using the First-in First-Out ('FIFO') method after deducting rebates and discount. The cost of raw materials and traded goods comprises of cost of purchases. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

d) Cash and cash equivalents

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

e) Cash flow statement

Cash flow statement has been prepared under Indirect Method.

f) Events occurring after the reporting period.

There are no contingencies and events occurring after the balance sheet date that affects the financial position of the company.

g) Accounting policies, changes in accounting estimates and errors.

All items of Income & expense in the period are included in the determination of the net profit of the year.

h) Depreciation and amortisation

Depreciation has been provided on the Written down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions/deletions is calculated on the basis of date of addition/deletion.

i) Revenue recognition

- Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.
- Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which coincides with the performance obligation under the contract with the customer.
- Revenue from services is recognized in accordance with the terms of contract when the services are rendered and the related costs are incurred.

j) Property, plant and Equipment

Property, plant & equipment are stated at cost comprising of purchase price, duties (excluding those that are eligible for setoff) and other directly attributable cost of bringing the asset to its working condition for its intended use less accumulated depreciation and impairment, if any.

k) Foreign currency transactions and translations

Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. They are re-translated at the exchange rate prevailing at the Balance sheet date.

Measurement of foreign currency items at reporting date

Foreign currency monetary items are translated at the closing exchange rates. Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is Measured.

Treatment of exchange differences

Exchange differences arising on settlement / restatement of monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

l) Earnings per share

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

m) Taxes on income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

Current and Deferred tax are directly recognised in Statement of Profit and Loss.

n) Provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

o) Impairment of assets

Goodwill and intangible assets that have indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they may be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

m) Financial Instruments.

A financial liability is any liability that a contractual obligation to deliver cash or another financial asset to another entity; or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity.

Financial Liabilities of the Company:

The financial liability of the Company includes Borrowings from Government of India and Banks, Accrued expenses and other payables.

Initial recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities classified at amortized cost are recognized initially at fair value net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss or in the CWIP, if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the Effective interest rate ('EIR') method.

Subsequent measurement

The subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial Liabilities classified as Amortised Cost

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest expense that is not capitalized as part of costs of assets is included as Finance costs in the Statement of Profit and Loss.

Financial Liabilities classified as Fair value through profit and loss (FVTPL)

Financial liabilities classified as FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities designated upon initial recognition at FVTPL only if the criteria in Ind AS 109 is satisfied.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of financial instruments

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

n) Intangible Assets

A) On transition to Ind AS, the Company has elected to continue with the carrying value of Intangible Assets recognized as at 1st April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of its Intangible Assets.

B) Intangible Assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

C) Software which is not an integral part of related hardware is treated as intangible asset.

D) An item of Intangible Asset is derecognized on disposal or when no future economic benefits are expected from its use. Any profit or loss arising from derecognition of an Intangible Asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in Statement of Profit and Loss or in Statement of Expenditure during Construction Pending Allocation.

E) Any software which is added as independent software for functional use is recognised as 'Intangible Assets' and is amortized on straight line method over the licence period or 5 years, whichever is earlier. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on prospective basis.

F) Amortisation of Intangible assets is charged to EDC, as the project is under construction.

3. Notes on Accounts:-

a) In the opinion of the management, the balances in the current assets, Loans & advances approximate to the values stated if realised in the ordinary course of business.

b) Segment Reporting

The Company is primarily engaged in the business of manufacture of Wheat Products & Pasta Products. The management of the Company has identified the above as the primary operating segment and hence reporting under product-wise segment is not applicable.

c) Accounting policies, changes in accounting estimates and errors.

The Company has identified prior period errors in the initial recognition and subsequent measurement of the non-convertible, non-cumulative, redeemable preference shares of Rs 1478.66 lakhs that were issued on 6th January 2020. The liability was recorded erroneously as preference share capital instead of its treatment as per Indian Accounting Standard 109 'Financial Instruments'. The same has been rectified in the current financial year and the financial liability is recognized at its discounted value on the date of issue and the restated balance sheets have been presented in accordance with 'Ind AS 8: Accounting policies, changes in accounting estimates and errors' to make the financials comparable. There are no changes in accounting estimates or policies.

d) Micro Small and Medium enterprises.

Dues to Micro and Small Enterprises have been determined and disclosed to the extent such parties have been identified on the basis of information collected by the Management.

e) Employee Benefits.

The number of employees on the roll of the company are below the statutory limit for the purpose of registration under provident fund Act and Gratuity Act. Hence, the company has not provided for liability of Provident fund and Gratuity in its books. The company does not have the policy of compensating absences. Hence no provision is made in the books of accounts.

f) Previous year's figures have been regrouped / reclassified wherever found necessary to conform to this year's classification.

For S R B R & Associates LLP

Chartered Accountants
FRN: 004997S/S200051
Sd/-
K. Vijayaraghavan
Partner
M.No: 224345

For and on behalf of Board of Directors

Sd/-	Sd/-
S Shyamkumar	Chinnathambi Vinothkumar
Managing Director	Director
DIN: 09098976	DIN: 09098986

Sd/-	Sd/-
V S Ravikumar	Parameswaran Ramesh
Company Secretary	Chief Financial Officer

Date : 17th May,2022
Place : Chennai