

**TEJASSVI AAHARAM
LIMITED**

Annual Report FY 2023-24

CORPORATE INFORMATION

BOARD OF DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Shyamkumar	- Managing Director
Chinnathambi Vinothkumar	- Director, Independent Director
Thangavelu Dhana Lakshmi	- Director, Independent Director
Duraisamy Jeevanandham	- Director, Non-Executive Director
Satheesh Kumar Semmalai	- Director, Non-Executive Director
Abhishek Lohia	- Company Secretary & Compliance Officer
Parameshwaran Ramesh	- Chief Financial Officer

REGISTERED OFFICE

No. 99/5, Sneha Sadan Apartments,
Nungambakkam High Rd Tirumurthy Nagar,
Nungambakkam Chennai 600034

E-mail: taltdchennai@gmail.com ,
Cosectal @gmail.com

Website: talchennai.in

CORPORATE IDENTITY NUMBER

L15549TN1994PLC028672

STATUTORY AUDITORS

M/s Sundaram & Srinivasan, Chartered
Accountants, Chennai

SECRETARIAL AUDITORS

M/s. LB & CO, Practicing
Company Secretaries, Chennai.

INTERNAL AUDITORS

M/s Darmesh & Associates, Chartered
Accountants, Chennai

REGISTRAR & SHARE TRANSFER AGENT

Cameo Corporate Services Ltd
"Subramanian Building"
1, Club House Road, Chennai – 600002
Phone: + 91-44-28460390
E-mail: investor@cameoindia.com

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TEJASSVI AAHARAM LIMITED

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE THIRETH (30TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TEJASSVI AAHARAM LIMITED WILL BE HELD ON FRIDAY, 27TH DAY OF SEPTEMBER 2024 AT 02:30 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 2024 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 2024 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 APPOINT MR. DURAISAMY JEEVANANDHAM (DIN: 10176916) DIRECTOR, LIABLE TO RETIRE BY ROTATION, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

“RESOLVED THAT pursuant to provision of Section 152 of the Companies Act, 2013, Mr. Duraisamy Jeevanandham (DIN: 10176916) who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Non- Executive & Non- Independent Director of the Company”

SPECIAL BUSINESS:

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SHYAMKUMAR (DIN: 09098976) AS MANAGING DIRECTOR OF THE COMPANY.

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

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with other applicable provisions and Schedule V of the companies Act, 2013 read with companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and consent of the members are hereby accorded to reappoint Mr. Shyamkumar (DIN: 09098976) to Managing Director of the company, who will hold the office for a period of three years with effect from 22nd June 2024 to 21st June, 2027 with remuneration payable as given below:

I. Salary (Excluding perquisites)	Up to Rs.30,00,000/- Per Annum (as per the provisions of Section 197 of the Companies Act 2013 read with Schedule V) with such increments/increases as may be decided by the Nomination and Remuneration Committee or Board of Directors from time to time.
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II. Commission	Such percentage of net profits of the Company or such other quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, limited to a maximum of the annual salary.
III. Perquisites and other Allowance	In addition to the salary received the managing Director is entitled to the following perquisites, benefits and allowances: Medical Reimbursement: Reimbursement of the expenses incurred for self or medical insurance for self. Personal Accident Insurance: personal accident insurance of an amount, in accordance with policies of the Company. Earned Leave: On full pay and allowance and perquisites as per the rules of the company. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. Provisions for Cars and Telephones: The fuel and telephones bills for the Director shall be treated as perquisites. All perquisites and other allowances as stated above, shall be limited to a maximum of Rs. 30,00,000/- per annum.
IV. Other benefits	In the event of loss of office, the Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013 and rules made thereunder.

Other Terms & Conditions:

- a) He was appointed as Managing Director w.e.f 22nd June, 2024, for a period of Three years. He shall be liable to retire by rotation.
- b) As Managing Director, he will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.
- c) Managing Director shall be subject to the superintendence, control and directions of the Board.
- d) Managing Director shall work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- e) Managing Director shall, whenever required by the Board, undertake to travel in India and./or abroad towards the performance of his duties.
- f) The Board may re-allocate / re-designate the duties and responsibilities of Managing Director.
- g) Managing Director shall not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by him during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Managing Director will during the continuance of his employment with the Company also use his best endeavors to prevent any other person from doing so provided however that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.
- h) He shall not accept the directorship in any other company (ies), except with the prior approval of the Board.

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i) Either party shall be entitled to terminate this employment by giving not less than Two months, notice in writing to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.

“RESOLVED FURTHER THAT notwithstanding anything contained herein above, if in any financial year during the tenure of his appointment, the Company has no profits or its profits are inadequate as per the provisions of the Companies Act, 2013, the salary, commission, perquisites, any other allowances and Provident Fund, Gratuity and Leave encashment as detailed in the above resolutions as fixed by Nomination and Remuneration committee and board of directors pursuant to the above resolution as the case may be shall continue to be paid to, Mr. Shyamkumar, Managing Director, in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

“RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for terms of remuneration payable to Mr. Shyamkumar, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him as set out herein above for a period of 3 (three) years, on the terms and conditions, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Shyamkumar, such variation or increase in the aforesaid remuneration may be under the relevant provisions of Sections 196, 197 and Schedule V of of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof pursuant to notification issued by Ministry of Corporate Affairs (MCA) from time to time.

RESOLVED FURTHER THAT Mr. Shyamkumar shall be liable to retirement by rotation.

RESOLVED FURTHER THAT any one of the directors or the company secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid Resolution."

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

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

Date: 03rd September, 2024

Place: Chennai

Registered Office: No. 99/6, Sneha Sadan Apartment, Nungambakkam High Rd, Tirumurthy Nagar, Nungambakkam, Chennai 600034

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

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NOTES

1. 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.
2. Pursuant to the Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2020/79 dated May 12,2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15,2021, and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13,2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 (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 30th 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 2023-24 and Notice of the 30th AGM are sent only through electronic mode to the members of the Company.
3. 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.
4. 30th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars. Instructions for members for attending the AGM through VC/OAVM are given in point no 21.
5. The Register of Members and the Share Transfer books of the Company will remain closed from 21st September, 2024 to 27th September, 2024 (both days inclusive).
6. 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.
7. Our Company’s shares are tradable compulsorily in electronic form and through Cameo Corporate Services Limited, Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company’s shares under the Depository system is INE173E01019. As on 31st March, 2024 95.84% of our Company’s Shares were held in dematerialized form and the rest are in physical form. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.

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8. We draw your attention to SEBI Circular dated 16th March, 2023 bearing reference no. SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37, issued in supersession of earlier circulars, whereby SEBI has mandated the following:

- Furnishing of PAN, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities;
- Any service request and complaint shall be entertained only upon registration of the PAN, Bank details and the nomination; and
- Ensuring that your PAN is linked to Aadhaar by 31st March, 2023 or any other date as may be specified by the Central Board of Direct Taxes to avoid freezing of your folio. Currently CBDT extended the date till 30th June, 2023. Freezing of Folios without PAN, KYC details and

Nomination:

- Folios wherein any one of the said document / details are not available on or after 1st October, 2023, shall be frozen and you will not be eligible to lodge grievance or avail service request from the RTA. Further effective 1st April, 2024 you will not be eligible for receiving dividend in physical mode.
 - After 31st December, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs as mentioned in the respective forms as the earliest
9. Members holding shares in physical form and desirous of making/updating Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar & Transfer Agents, Cameo Corporate Services Ltd. These forms are also available on the Company's website (www.talchennai.in) under Investor Relations section. Members holding shares in dematerialized form should make/update their nomination with their Depository Participants
10. 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 dematerialized form with a depository and the transmission or transposition of securities held in physical or dematerialized form shall also be effected only in dematerialized form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. 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. Shyamkumar, Managing Director of the company; Email: cosectal@gmail.com).
12. The queries on the accounts and operation of the Company, if any, may please be sent to the Registered

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office of the Company at No. 99/6, Sneha Sadan Apartments, Nungambakkam High Road Tirumurthy Nagar, Nungambakkam Chennai 600034 or through email to cosectal@gmail.com at least 7 (seven) days prior to the date of AGM.

13. 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 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.
14. 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 point no.21. The cut-off date for determining the eligibility to vote by electronic means shall be Friday, 20th September, 2024.
15. 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.
16. 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.
17. 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 dematerialized form with the depositories. Therefore, the members are requested to take action to dematerialize the Equity Shares of the Company, promptly.
18. 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.
19. 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.

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20.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 cosectal@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 30th AGM and Annual Report for the financial year 2023-24 of the 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 2023-24 will not be sent due to the ongoing COVID-19 pandemic and as per the SEBI and MCA guidelines.

21.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, 10/2022 dated December 28, 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

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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) Circulars, 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 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 E-VOTING ARE AS UNDER:

- i. The voting period begins on Tuesday, 24th September, 2024 at 9.00 a.m. (IST) and ends on Thursday, 26th September, 2024 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 20th September, 2024 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

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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 and click on Login icon and select New System Myeasi. 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

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	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.
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Individual Shareholders holding securities in demat mode with NSDL	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.nsdl.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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser 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
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.
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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,
 - 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) • Shareholders who have not updated their PAN with the

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	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. 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.
- 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

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- 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.
- 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 ¹³account number/folio number, email id, mobile

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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.

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.

22. 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 20th September, 2024.

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23. 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 Scrutinizer for conducting the voting process (e-Voting and Poll) in a fair and transparent manner.
24. 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.
25. The results shall be declared by the Chairman or by any person authorised by him in this regard on or before 01st October, 2024. The result along with the Scrutiniser's report shall be placed on the Company's website [www. talchennai.in.com](http://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: 03rd September, 2024
Place: Chennai

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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. 3 is as given above:

The Board of Directors at their meeting held on 30th May 2024 had approved the reappointment of Mr. Shyamkumar, Managing Director subject to the approval of the members in the general meeting.

Reference to the provision of section 196, 197, 198 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, appointment and payment of managerial remuneration by Companies, requires members' approval by way of special resolution.

The appointment of Mr. Shyamkumar as Managing Director is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act. Hence the Board recommends the resolution for member approval by way of special resolution.

Except Mr. Shyamkumar, being an appointee, none of the Directors, Key Managerial Personnel and their relatives, are any way, concerned or interested in the said resolution. The Board recommends the Special Resolution set out at Item No.3 of the accompanying Notice for the approval by the Members.

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

1. General Information

Nature of Industry	Food industry		
Date or expected date of commencement of commercial Operation	Commercial operation for pasta products.		
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	Particulars	2022-23 (Amount in lakhs)	
	Gross Revenue	-	
	Profit before tax	-39.43	
	Profit after tax	-74.32	
Foreign investments or collaborations, if any.	NIL		

2. Information about the Appointee

Background details	Mr. Shyamkumar, Managing director of company and associated since 21st June, 2021.
Past remuneration	Rs 12,70,000 PA
Recognition or awards	NA

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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.
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

3. 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 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

As stipulated under Secretarial Standard-2, brief profile of Mr. Shyamkumar including names of companies in which he holds directorships is provided below in Table:

Name of the Director	Shyamkumar
DIN	09098976
Age	32
Nationality	Indian
Qualification	B.E
Experience	Shyamkumar, aged 32 years, was a Managing Director of our Company since 2021. He has experience in food industry for past 10 years.
Terms and Conditions of Appointment	Appointment as Managing Director of the Company for a period of three years from 22 nd June 2024 to 21 st June 2027
Remuneration last drawn (FY2022-23)	Remuneration of Rs. 20,00,000/-

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Remuneration proposed to be paid	As mentioned in the resolution
Date of first appointment on the Board	22 nd June 2021
Shareholding in the Company	Nil
Relationship with other director and Other KMP	NIL
Number of meetings attended during the financial year 2023-24 and till the date of the Notice this AGM	9
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL

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DIRECTOR'S REPORT

Dear Shareholders,

Your directors have pleasure in presenting the Thirty (30th) Annual Report together with the Audited Financial statements of your Company for the year ended 31st March, 2024.

1. FINANCIAL HIGHLIGHTS

The standalone financial statements of the Company for the financial year ended 31st March, 2024 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 Lakhs)

Particulars	For the Year ended on 31 st March, 2024	For the Year ended on 31 st March, 2023
Revenue from operations	-	-
Other income	-	-
Total revenue	-	-
Expenses	(83.69)	(74.32)
Profit/(loss) before exceptional items and tax	(83.69)	(74.32)
Exceptional items	-	-
Profit/(loss) before tax	(83.69)	(74.32)
Tax expense	-	-
Profit/(loss) for the period	(83.69)	(74.32)
Other comprehensive income net of income tax	-	-
Total comprehensive income for the period	-	-
Earnings per share	(1.20)	(1.06)

2. BUSINESS OUTLOOK

During the year, company has not started to resume its business activities and your directors are optimistic about company's business and hopeful of better performance in the upcoming year.

3. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for FY 2023-24.

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

Your Company has no Subsidiary/ Associate / Joint Venture Companies as on March 31, 2024.

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5. AMOUNTS PROPOSED TO BE CARRIED TO ANY RESERVES.

The Reserves at the end of the year March 31, 2024 is at Rs. (1228.28) Lakhs as against the Total Reserves of Rs. (1144.37) Lakhs as at March 31, 2023. During the year, the Company has not transferred any amount to the reserves during the Financial Year ended on 31st March, 2024.

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 or issued

- Buyback of shares or
- Bonus shares, or
- Sweat equity shares, or
- Equity with differential voting rights, or
- Employee stock option.

7. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year 2023-24 there was no change in the nature of business of the Company.

8. SHIFTING OF REGISTERED OFFICE

Your Directors in their Board meeting held on 30th May 2024 have approved to change the Registered office of the company from New No.31, Lazarus Church Road, R.A. Puram, Chennai 600028 to **99/5, Sneha Sadan Flats, Nungambakkam High Road, Tirumurthy Nagar, Nungambakkam, Chennai 600034** with effect from 29th May 2023.

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 have been no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relates and up to the date of this report.

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 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.

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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:

- During the year, Board of Directors in their meeting held 27th May, 2023 has appointed & subsequently, regularized in the Annual General Meeting of the Company held on 29th September 2023.
 - Mr. Duraisamy Jeevanandham (DIN: 10176916) as Additional Director (Non-executive & Non-Independent) of the Company
 - Mr. Satheesh Kumar Semmalai (DIN: 10177140) as Additional Director (Non-executive & Non-Independent) of the Company
- Mr. Abishek Lohia (Membership No. A54010) as a Company Secretary & Compliance Officer of the Company with effect from 14th February 2024.
- During the year, Board of directors in their meeting held on 30th May, 2024 have reappointed Mr. Shyamkumar (DIN: 09098976) as Managing Director of the company with effect from 22nd June 2024 for three (3) years subject to the approval of the members in the 30th Annual General meeting.

B. RESIGNATION:

- During the year, following directors have resigned from their directorship with effect from 28th May, 2023.
 - Mr. Kolandavel Dhamodharan (DIN: 09076205) as a Director (Non-Executive and Non-Independent Director) of the Company.
 - Mr. Velu Sasikumar (DIN: 08092592) as a Director (Non- Executive and Non-Independent Director) of the Company.
- During the year, Board of Directors in their meeting held on 27th May, 2023 approved the resignation of Mr. Vakaday Subramanian Ravikumar (M.no A17054) as Company Secretary & Compliance Officer of the Company.

III. WOMAN DIRECTOR

Pursuant to the requirement of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. For complying the same your Company has a one-Woman Independent Director Mrs. Thangavelu Dhana Lakshmi (DIN: 09291452) on the Board 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. n o	Name	Designation	Appointment / Resignation	Effective Date
1.	Mr. Vakaday Subramanian Ravikumar	Company Secretary & Compliance Officer	Resignation	28 th May, 2023
2.	Mr. Abhishek Lohia	Company Secretary & Compliance Officer	Appointment	14 th February, 2024
3.	Mr. Shyam Kumar	Managing Director	Reappointment	30 th May, 2024

11. RETIREMENT BY ROTATION

Mr. Duraisamy Jeevanandham, Director (DIN:10176916), retires by rotation at forthcoming 30th Annual General Meeting and being eligible, offers himself for re-appointment. The brief resume and other details as required under the Listing Regulations are provided in the Notice of the 30th Annual General Meeting of the Company

12. 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, six (6) 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 is 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, two (2) 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.

13. 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.

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14. 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.

15. 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.

16. 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.

17. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

18. 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.

19. 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.

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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.

20. 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 31st March, 2024, 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 31st March, 2024 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.

21. 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.

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22. CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance and best corporate practices. The report on Corporate Governance for the year ended 31st March, 2023 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.

23. 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**".

24. AUDITORS

A) STATUTORY AUDITORS

M/s. Sundaram & Srinivasan, Chartered Accountants (ICAI Firm Reg. no 004207S) have been appointed as the Statutory Auditors of the Company for a period of 5 years in the Annual general Meeting held on 29th September, 2022 to hold the office till the conclusion of Annual general meeting to be held on the financial year 2026-27.

Auditor's Report:

No qualification, adverse remarks or disclaimer made by the Statutory Auditors with regard to the financial statements for the financial year 2023-2024. The auditor states following remark in CARO Report for the Financial Year 2023-24

Particulars				Management Reply
Company is regular in depositing undisputed statutory dues income-tax, to it during the year with appropriate authorities except the dues pertaining to Income Tax which are not deposited exceeding six months				Management has submitted a reply to the Department and awaiting order from respective authorities
Name Statute	Nature of Dues	Tax Disputed (in lacs)	Period	
The Income Tax Act, 1961	Income Tax	24.41 Lacs	AY 2011-12	

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 2023-2024.

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 re-appointed M/s. LB & CO, Practicing Company Secretaries (Firm Reg No.5363) to undertake the

TEJASSVI AAHARAM LIMITED

Secretarial Audit of the Company for the year ended 31st March, 2024. The Secretarial Audit Report is given in **ANNEXURE V** to this Report. The Report contain a qualification which is as follows:

Particulars	Management Reply
The Company has appointed Company Secretary on 14 February, 2024 to fill the vacancy that was created on 28 May, 2023 which is beyond the time limits specified as per Section 203(4) of the Companies Act, 2013.	Management was in search of a sufficient candidate to fill the office. Subsequently, Company has appointed Mr. Abhishek Lohia as the company secretary & Compliance officer of the company with effect from 14 th February 2024.

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 2023-24.

25. CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION / FOREIGN EXCHANGE

A. CONSERVATION OF ENERGY:

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

B. TECHNOLOGY ABSORPTION:

Efforts made for technology absorption	NIL
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

26. 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

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Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as ANNEXURE-III 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.

27. DEMATERIALIZATION OF SHARES

As on 31st March, 2024, 67,09,360 equity shares representing 95.85 % of the total equity share capital of the Company were held in dematerialized form with NSDL & CDSL. 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.

28. COST AUDITOR

Provision of Cost Audit is not applicable to the Company.

29. 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.

30. 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.

31. 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.

32. PREVENTION OF INSIDER TRADING

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

TEJASSVI AAHARAM LIMITED

33. CODE OF CONDUCT

Your Company has laid down a Code of Conduct Policy which can be accessed on the Company's website (<https://talchennai.com/>)

34. 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, 2024 as **ANNEXURE IV**.

35. LISTING

The shares of your Company continued to be listed at National Stock Exchange Limited and Bombay Stock Exchange Limited. Listing fee has already been paid for the financial year 2024-25.

36. 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 (<https://talchennai.com/>)

37. 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.

38. 30th ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCE

As per Ministry of Corporate Affairs Circular No. 10/2022 dated December 28, 2022 ['MCA Circular'], regarding Pandemic and relaxations (e.g. VC, no physical report) thereon, your Company made arrangement to conduct 30th AGM through Video Conference / Other Audio-Visual Means for which necessary information has been given separately in Notice of 30th AGM.

Also, your Company will be complying with said Circulars by sending 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.

39. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR: NIL

40. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING

TEJASSVI AAHARAM LIMITED

LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF: NIL

41. 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.

Date: 13th August 2024
Place: Chennai

Sd/-
SHYAMKUMAR
Managing Director
DIN: 09098976

For TEJASSVI AAHARAM LIMITED
Sd/-
CHINNATHAMBI VINOTHKUMAR
Director
DIN: 09098986

**ANNEXURE I
REPORT ON CORPORATE GOVERNANCE:**

The core principles of Corporate Governance philosophy are 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, 2024 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.

TEJASSVI AAHARAM LIMITED

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
09098986	Chinnathambi Vinothkumar	Director, Non-Executive and Independent
09291452	Thangavelu Dhana Lakshmi	Director, Non-Executive and Independent
10176916	Duraisamy Jeevanandham*	Director, Non-Executive & Non-Independent
10177140	Satheesh Kumar Semmalai*	Director, Non-Executive & Non-Independent
08092592	Velu Sasikumar [#]	Director, Non-Executive & Non-Independent
09076205	Kolandavel Dhamodharan [#]	Director, Non-Executive & Non-Independent

**Appointed on 27th May, 2023, regularized on 29th September, 2023.*

[#]Resigned on 28th May, 2023.

Board Meetings held during the financial year 2023-24

The Board of Directors had met 6 (Six) times during the financial year 2023-24. These meetings were held on 27th May, 2023, 10th August, 2023, 12th August, 2023, 05th September, 2023, 14th November, 2023, 14th February, 2024. Attendance of the Board Meetings and the last Annual General Meeting as applicable, is tabulated hereunder;

TEJASSVI AAHARAM LIMITED

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, 2023	No. Of Directorship Held in Other Companies	No. Of Board Committee Memberships Held in other companies
#Velu sasikumar	Director	1	0	No	-	-
#Kolandavel Dhamodharan	Director	1	0	No	-	-
Shyamkumar	Managing Director	6	6	Yes	-	-
Chinnathambi Vinothkumar	Independent Director	6	6	Yes	-	-
Thangavelu Dhana Lakshmi	Independent Director	6	6	Yes	-	-
*Satheesh Kumar Semmalai	Director	6	6	Yes	-	-
*Duraishamy Jeevanandham	Director	6	6	Yes	-	-

#Resigned on 28th May, 2023

*Appointed on 27th May, 2023

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, 2024 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 Program 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 updating 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 14th November, 2023 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 are 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

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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.	Duraisamy Jeevanandham [#]	Member
4.	Velu Sasikumar [*]	Member

[#]Appointed on 27th May, 2023

^{*}Resigned on 28th May, 2023

During the year the committee met 5(Five) times during the financial year 2023-2024. These meetings were held on 27th May, 2023, 10th August, 2023, 12th August, 2023, 14th November, 2023, 14th February, 2024. 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	5	5
[*] Velu Sasikumar	Director	1	-
[#] Duraisamy Jeevanandham	Director	4	4

^{*} Resigned on 28th May, 2023

[#]Appointed on 27th May, 2023

The Chairman of the Audit Committee was present at the Company's Annual General Meeting held on 29th September, 2023 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

TEJASSVI AAHARAM LIMITED

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.	Duraisamy Jeevanandham [#]	Member
4.	Velu Sasikumar	

[#]Appointed on 27th May, 2023

^{*}Resigned on 28th May, 2023

During the year, The Nomination Remuneration committee met on 27th May 2023, 14th February 2024. Date of 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	2	2
*Velu Sasikumar	Director	1	NIL
[#] Duraisamy Jeevanandham	Director	1	1

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.

TEJASSVI AAHARAM LIMITED

V. REMUNERATION OF DIRECTORS:

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2024:

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
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 18,75,000
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

TEJASSVI AAHARAM LIMITED

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.	Duraisamy Jeevanandham	Member
4.	*Velu Sasikumar	Member

* Resigned from the Board on 28th May, 2023.

During the year there were no meetings held

Name and designation of Compliance Officer:

The following table shows the nature of complaints received from the shareholders during the year 2023-24

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.

TEJASSVI AAHARAM LIMITED

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)
2022-23, AGM held on 29 th September, 2023 at 12.00 PM	Through Video Conference (VC) / Other Audio Visual Means (OAVM)	1. To Consider and approve the revision in remuneration payable to Mr. Shyam Kumar, Managing Director of the company. 2. To consider and approve the borrowing limits u/s 180(1)(c) of the Companies act, 2013 3. To consider and approve the power to create charge on the assets of the Company to secure borrowings up to Rs. 50,00,00,000/- (Rupees Fifty Crores only) under section 180(1)(a) of the Companies act, 2013 4. To consider and approve for giving authorization to Board of directors under section 186 of the Companies act, 2013 upto an aggregate limit of Rs.50,00,00,000 (Rupees Fifty Crores) 5. To consider and approve for giving authorization to board of directors to advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the Companies act, 2013 upto an aggregate limit of Rs.50,00,00,000 (Rupees Fifty Crores)
2021-22, AGM held on 29 th September, 2022 at 03.00 PM	Through Video Conference (VC) / Other Audio Visual Means (OAVM)	1. To consider and approve the adoption of new set of Memorandum of Association of the company. 2. To consider and approve the adoption of new set of Articles of Association of the company 3. To consider and approve the revision in remuneration payable to Mr. Shyam Kumar, managing director of the company

TEJASSVI AAHARAM LIMITED

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
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- (i) Extra Ordinary General Meeting held during the year – NA
- (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.com 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 2024.

TEJASSVI AAHARAM LIMITED

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.com in a downloadable form.

XV. GENERAL SHAREHOLDER'S INFORMATION

Tejassvi Aaharam Limited 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 **No. 99/5, Sneha Sadan Apartment, Nungambakkam High Rd, Tirumurthy Nagar, Nungambakkam, Chennai 600034.**

Annual General Meeting

Date & Time: 28th September, 2024 at 12.00 PM

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

Book Closure

The transfer books of the Company shall be closed from 21st September, 2024 to 27th September, 2024 (both days inclusive).

Financial Year: 01st April to 31st March

Calendar of financial year ended 31st March, 2024

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, 2024 were held on the following dates:

First Quarter Results	12 th August, 2023
Second Quarter and Half yearly Results	14 th November, 2023
Third Quarter Results	14 th February, 2024
Fourth Quarter and Annual Results	30 th May, 2024

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 2023-24 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

TEJASSVI AAHARAM 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 Email:
Cosectal@gmail.com

Distribution of shareholding as on 31st March 2024

Slab of No. of Shareholding (Rs.)	No of Shareholders	% of Total Shareholders	No of Shares	(Rs) % to Paid-up Capital
Upto 5,000	1863	90.61%	14,32,890	2.05%
5,001 to 10,000	95	4.62%	8,98,840	1.28%
10,001 to 20,000	28	1.36%	4,59,440	0.66%
20,001 to 30,000	18	0.88%	4,58,540	0.66%
30,001 to 40,000	8	0.39%	2,88,280	0.41%
40,001 to 50,000	7	0.34%	3,36,400	0.48%
50,001 to 100,000	12	0.58%	8,48,260	1.21%
Above 100,001	25	1.22%	6,52,77,350	93.25%
Total	2,056	100.00%	7,00,00,000	100.00%

Categories of shareholding pattern as on 31st March 2024

Category	No of Shareholders	No of Shares held	% of Shareholding
Promoters & Promoter group	1	2510	0.03
Mutual Funds & UTI	-	-	-
Banks / Financial Institutions / Ins / Government	-	-	-
Foreign Institutional Investors	-	-	-
Corporates	8	9,46,910	13.52

TEJASSVI AAHARAM LIMITED

Category	No of Shareholders	No of Shares held	% of Shareholding
Individuals / HUF	2047	60,50,580	86.43
NRIs / OCBs	-	-	-
Others	-	-	-
Total	2,056	70,00,000	100

Dematerialization of shares

As on 31st March, 2024 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	2,90,640	4.15
Shares held in DEMAT form		
NSDL	61,12,608	87.32
CDSL	5,96,752	8.53
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
NIL			

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 dematerialized 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.

TEJASSVI AAHARAM LIMITED

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 2023-24.

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: 13th August, 2024
Place: Chennai

TEJASSVI AAHARAM LIMITED

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 2024.

For TEJASSVI AAHARAM LIMITED

Sd/-

**SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976**

Date: 13th August, 2024
Place: Chennai

TEJASSVI AAHARAM LIMITED

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
M/s Tejassvi Aaharam Limited
No. 99/6, Sneha Sadan Apartment, Nungambakkam High Road,
Tirumurthy Nagar, Nungambakkam, Chennai, Tamil Nadu, India, 600034

We have examined the compliance of the conditions of Corporate Governance by M/s Tejassvi Aaharam Limited ('the Company') for the year ended 31st March 2024 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, 2024, 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

Date: 26th August, 2024
Place: Chennai

S NEERAJ
Partner
M No. 235695
UDIN: 24235695BKCNCMC4585

TEJASSVI AAHARAM LIMITED

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 of
M/s Tejassvi Aaharam Limited
No. 99/6, Sneha Sadan Apartment, Nungambakkam High Road,
Tirumurthy Nagar, Nungambakkam, Chennai, Tamil Nadu, India, 600034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Tejassvi Aaharam Limited having CIN: L15549TN1994PLC028672 and having registered office at No. 99/6, Sneha Sadan Apartments, Nungambakkam High Road Tirumurthy Nagar, Nungambakkam, Chennai – 600034, Tamil Nadu, India, (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, 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, 2024 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.

S. NO.	NAME OF DIRECTOR	DIN	DESIGNATION	DATE OF APPOINTMENTS IN COMPANY
1	Mr Chinnathambi Vinothkumar	09098986	Director	22/06/2021
2	Mr Shyamkumar	09098976	Managing Director	22/06/2021
3	Mrs Thangavelu Dhana Lakshmi	09291452	Director	24/08/2021
4	Mr Satheesh Kumar Semmalai	10177140	Director	27/05/2023
5	Mr Duraisamy Jeevanandham	10176916	Director	27/05/2023

Ensuring the eligibility 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.

For Chitra Lalitha & Associates
Peer Review Certificate Number: 1843/2022

Mirza Ismail Irshad Ahmed
Partner

Place: Chennai
Date: 26th August, 2024

CP No. 24586 | M No. 11458
UDIN: F011458F001046096

TEJASSVI AAHARAM LIMITED

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: 13th August, 2024

Place: Chennai

TEJASSVI AAHARAM LIMITED

ANNEXURE III

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

The ratio of the remuneration of each director to the median remuneration of employees of the Company for the financial year is as follows:

Name	Designation	Remuneration paid FY 2023-24 (Rs. Lakhs)	Remuneration paid FY 2022-23 (Rs. Lakhs)	Increase in remuneration from previous year Rs. (Lakhs)	Ratio/Times per Median of employee remuneration
Mr. Velu Sasikumar*	Director	NIL	NIL	NIL	NA
Mr. Kolandavel dhamodharan*	Director	NIL	NIL	NIL	NA
Mr. Shyamkumar	Managing Director	18.75	12.70	6.05	1.48
Mr. Chinnathambi vinothkumar	Independent Director	NIL	NIL	NIL	NA
Mr. Thangavelu dhana lakshmi	Independent Director	NIL	NIL	NIL	NA
Mr. Vakaday Subramanian Ravikumar**	Company Secretary	0.50	3.00	(2.50)	0.04
Mr. Abhishek Lohia	Company Secretary	0.47	NIL	NIL	NA
Mr. Parameswaran Ramesh	CFO	5.76	5.28	0.48	0.45
Mr. Duraisamy Jeevanantham [#]	Director	NIL	NIL	NIL	NA
Mr. Satheesh Kumar Semmalai [#]	Director	NIL	NIL	NIL	NA

1. During the year under review there was an increase in remuneration to Mr. Shyam Kumar, Managing Director and Chief Financial Officer. However, there was no increase in remuneration to Chief Executive Officer, Company Secretary in the financial year.
2. The number of permanent employees on the rolls of the company as on 31st March, 2024- 3(Three)
3. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration policy of the Company.
4. Average percentile increases 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

TEJASSVI AAHARAM LIMITED

The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details: Except Mr. Shyamkumar, no director is in receipt of remuneration ;.

Sr. No.	Name	Designation	Ratio
1	Mr. Shyamkumar	Managing director	01.48

The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Ratio
2	Mr. Parameswaran Ramesh	Chief Financial Officer	0.45

For TEJASSVI AAHARAM LIMITED

Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976

Date: 13th August, 2024
Place: Chennai

TEJASSVI AAHARAM LIMITED

ANNEXURE IV 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 31st March, 2024 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

Sd/-
SHYAMKUMAR
MANAGING DIRECTOR
DIN: 09098976

Sd/-
PARAMESWARAN RAMESH
CHIEF FINANCIAL OFFICER
PAN: BHOPR7273J

Date: 13th August, 2024

Place: Chennai

ANNEXURE V

Form-MR-3

Secretarial Audit Report for the financial year ended 31 March, 2024

[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
Chennai

We 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 us a reasonable basis for evaluating the corporate statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has during the audit period ended on 31 March, 2024, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31 March, 2024 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, 2021- ***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);

We 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 subject to the following:

The Company has appointed Company Secretary on 14 February, 2024 to fill the vacancy that was created on 28 May, 2023 which is beyond the time limits specified as per Section 203(4) of the Companies Act, 2013.

We 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 our 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.

We 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.

TEJASSVI AAHARAM LIMITED

We 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.

We 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.

For Chitra Lalitha & Associates
Peer Review Certificate Number: 1843/2022

Place: Chennai
Date: 26th August, 2024

Mirza Ismail Irshad Ahmed
Partner
CP No. 24586
M No. 11458
UDIN: F011458F001046791

Annexure-A

To
The Members,
M/s Tejassvi Aaharam Limited
Chennai

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we 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 are the responsibility of management. Our 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.

For Chitra Lalitha & Associates
Peer Review Certificate Number: 1843/2022

Place: Chennai
Date: 26th August, 2024

Mirza Ismail Irshad Ahmed
Partner
CP No. 24586
M No. 11458
UDIN: F011458F001046791

INDEPENDENT AUDITOR’S REPORT

To the members of Tejassvi Aaharam Limited
Report on the Ind AS Financial Statements

Opinion

We have audited the accompanying financial statements of Tejassvi Aaharam Limited (“the Company”), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, and its loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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.

Key Audit Matter	How the Key Audit Matter was addressed in our audit
During the year, the company has not conducted any business activity. As evidenced from the financial statements the company has following indicators that cast a significant doubt on the company's ability to continue as a going concern. a) The net worth of the company has been eroded, b) Substantial operating losses and significant deterioration in the value of assets used to generate cash flows, In the absence of business activity and aforementioned adverse indicators on Going Concern this aspect is considered a Key Audit Matter.	a) We examined the company's intimation to Bombay Stock Exchange Dated 17th March 2023 (TAL/BSE/SEC/2022-23) where the company had communicated to exchange the following "management is intends to increase the focus in the foods business with fresh investments in food processing, packaging and contract manufacturing of food products, sourcing and trading of food grains and cereals" b) We conducted enquiries with the management regarding future business plans that it intends to undertake.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, and Shareholder's Information, 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 financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the

Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 Management representation letter 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.

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

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" to this Report, a statement on the matters specified in para 3 and 4 of the said Order.
- 2) As required by Section 143 (3) of the Act, we report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;

- (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015;
- (e) On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls 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 the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

- (h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the effect of pending litigation on the Note No - 19 to the financial statement.
 - ii. the Company does not have any long-term contracts including derivative contracts, for which there were any material foreseeable losses;
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company;
 - iv. a) The management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - b) the management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, ~~no~~⁶¹ funds have been received by the company from any

person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Nothing has come to our notice that has caused us to believe that the representations under sub-clause a and b contain any material misstatement.

v. The Company has not declared or paid any Dividend during the year by the company.

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was operated from 12th April 2023 for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with for transactions after 12th April 2023. The audit trail has been preserved by the company as per the statutory requirements for record retention. As proviso to Rule 3(1) of Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

for **SUNDARAM & SRINIVASAN**

Chartered Accountants

(Firm's Registration No. 004207S)

S Usha

Partner

Place: Chennai

Date: 30th May 2024

Membership No. 211785

UDIN: 24211785BKCPTZ7818

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

With reference to the Annexure A referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of the Independent Auditor's report to the members of Tejassvi Aaharam Limited on the Financial Statements for the year ended 31 March 2024, we report that:

i. In respect of the Company's property, plant and equipment, right-of-use assets and intangible assets:

a) (A) The Company does not have any Property, Plant and Equipment. So, reporting under Para3(1)(a)(A) is not applicable.

(B) The Company does not have any Intangible asset. So reporting under Para3(1)(a)(B) is not applicable.

b) The Company has no Right-to-use asset during the financial year. So, Para 3(i)(b) is not applicable.

c) The company does not have any immovable property, accordingly reporting under this clause is not applicable.

d) The Company does not have any of its property, plant and equipment (including right-of-use assets) or intangible assets or both during the year, hence the question of revaluation does not arise. Hence reporting under this clause is not applicable.

e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

ii.

a) The company has no inventory, hence reporting under this clause is not applicable.

b) During the year, the company has not been sanctioned working capital limits in excess of Rs. Five Crores from banks or financial Institution on the basis of security of current assets. Accordingly, the reporting under this clause is not applicable

iii. The company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured and not made any investment in any Firm or Limited Liability partnership or any other parties during the year.

iv. The Company has not granted any loans, has not made any Investment and provided any guarantees and securities as prescribed under the provisions of Sections 185 and 186 of the Companies Act, 2013. Hence reporting under this clause is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under sub-section of section 148 of the Companies Act, 2013. Hence, reporting under this clause is not applicable.

vii.

- a) The Company is regular in depositing undisputed statutory dues income-tax, to it during the year with appropriate authorities except the dues pertaining to Income Tax which are not deposited exceeding six months

Name Statute	Nature of Dues	Tax Disputed (in lacs)	Period
The Income Tax Act, 1961	Income Tax	24.41 Lacs	AY 2011-12

- b) According to the information and explanations given to us and the records of the Company examined by us, there were no statutory dues as at 31st March 2024 which were not deposited on account of any disputes.

viii. Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, The company has not Surrendered or disclosed any transaction as income during the year in the tax assessments under the Income Tax Act, 1961.

ix.

- a) Based on our examination of the books of accounts and other records of the company, The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, the company has not been declared as a wilful defaulter by any bank, financial institution or any other lender.
- c) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, the company has not availed Term Loans. Hence reporting under clause 3(ix)(c) is not applicable.
- d) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management; no funds raised on short term basis have been utilized for long term purposes.
- e) The company has no subsidiaries. Hence reporting under this clause is not applicable.
- f) The company has no subsidiaries, joint ventures or Associate companies. Hence reporting under this clause is not applicable.

x.

- a) The Company has not raised monies by way of Initial Public Offer or Further Public Offer during the year.

- b) The Company has not made any Rights issue or preferential placement during the year. So reporting under this clause is not applicable.

xi.

- a) Based on our examination of the Books of Accounts and other Records of the company and based on the information and explanation provided by the management, no case of fraud by the company and fraud on the company has been noticed by us during the year.
- b) No report under sub section (12) of Section 143 of the Companies Act in form ADT-4 was filed as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) There were no Whistle-blower complaints received during the year

xii. The Company is not a Nidhi Company. Hence, clauses 3(xii)(a), (b), (c) of the Order are not applicable.

xiii. The transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv.

- a) The company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the report of the internal auditor.

xv. According to the information and explanations given to us by the management, the Company has not entered into any non-cash transactions with directors or persons connected with the directors during the year.

xvi.

- a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3 (xvi) of the Order does not arise
- b) As the company has not conducted any Non-Banking Financial or Housing Finance activities, the provision of this clause is not applicable.
- c) The company is not a Core Investment Company, hence reporting under clause 3(xvi)(c) is not Applicable
- d) The Group, as defined under Core Investment Companies (Reserve Bank) Directions 2016, has no Core Investment Companies as of March 31, 2024.

xvii. The company has incurred cash losses of Rs.83.69 Lakhs during the year and for the previous year Rs.74.32 Lakhs.

xviii. There was no resignation of Statutory auditor during the year, hence reporting under this clause shall not apply.

xix. On the basis of our evaluation of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statement and our knowledge of Board of Directors and Management plans, we are of the opinion that, no material uncertainty exists as on the date of Audit Report that company is 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 further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due

xx. The requirements as stipulated by the provision of section 135 are not applicable to the company.

Accordingly, clause 3(xx)(a) and 3(xx)(b) of the order are not applicable.

xxi. The company has no subsidiaries during the financial year, so reporting under this clause is not Applicable

for **SUNDARAM & SRINIVASAN**

Chartered Accountants

(Firm's Registration No. 004207S)

S Usha

Partner

Place: Chennai

Date: 30th May 2024

Membership No. 211785

UDIN: 24211785BKCPTZ7818

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) of our Report of even date]

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

We have audited the internal financial controls over financial reporting of **Tejassvi Aaharam Limited** ("the Company") as of 31 March 2024 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

for **SUNDARAM & SRINIVASAN**

Chartered Accountants

(Firm's Registration No. 004207S)

S Usha

Partner

Place: Chennai

Date: 30th May 2024

Membership No. 211785

UDIN: 24211785BKCPTZ7818

TEJASSVI AAHARAM LIMITED
No. 99/6, Sneha Sadan Apartements
Tirumurthy Nagar, Nungambakkam
CHENNAI-600034
CIN : L15549TN1994PLC028672

Balance Sheet as at 31 March , 2024

Particulars	Note	As at 31 March 2024 (in Lacs)	As at 31 March 2023 (in Lacs)
I. ASSETS			
(1)Non-Current Assets			
(2)Current assets			
(a) Financial assets			
(i) Cash and bank balance	4	0.32	0.74
(b) Current Tax Asset(Net)			
(c) Other current assets	5	1.73	1.30
Total current assets		2.05	2.04
TOTAL ASSETS		2.05	2.04
I. EQUITY AND LIABILITIES			
(1)Equity			
(a) Equity Share Capital	6	700.00	700.00
(b) Other Equity	7	(1,228.28)	(1,144.58)
Total equity		(528.28)	(444.58)
(2)Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	8	388.43	356.35
Total Non-current liabilities		388.43	356.35
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	9	131.48	83.14
(ii) Trade Payables			
(A) total outstanding dues of micro enterprises and small enterprises; and	10	1.80	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises		0.45	1.97
(b) Other current liabilities	11	8.16	5.16
Total current liabilities		141.89	90.27
Total liabilities		530.32	446.62
TOTAL EQUITY AND LIABILITIES		2.05	2.04

For Sundaram & Srinivasan, Chartered Accountants
ICAI Firm Regn.No : 004207S

On Behalf of the Board
For Tejassvi Aaharam Limited

S USHA
Partner
Membership No : 211785
Managing Director

Shyamkumar
Managing Director
DIN : 09098976

Chinnthambi Vinothkumar
Director
DIN: 09098986

Parameswaran Ramesh
Chief Financial Officer

Abhishek Lohia
Company Secretary

Place: Chennai
Date: 30.05.2024

Place: Chennai
Date: 30.05.2024

Statement of Profit and Loss for the Year ended 31st March 2024			
Particulars	Note	Year Ended 31 March 2024 (in Lacs)	Year Ended 31 March 2023 (in Lacs)
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	25.48	20.98
Finance costs	13	41.62	34.89
Depreciation and amortisation expense		-	-
Other expenses	14	16.59	18.45
Total Expenses		83.69	74.32
V. Profit before exception items and tax (III - IV)		(83.69)	(74.32)
VI. Exceptional Items			-
VII. Profit before exception items and tax (V - VI)		(83.69)	(74.32)
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)		(83.69)	(74.32)
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)		(83.69)	(74.32)
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)		(83.69)	(74.32)
XVI. Earnings per equity share :			
Equity shares of par value of Rs.10 each			
(1) Basic earnings per share- in Rupees		(1.20)	(1.06)
(2) Diluted earnings per share- in Rupees		(1.20)	(1.06)
For Sundaram & Srinivasan, Chartered Accountants ICAI Firm Regn.No : 004207S		On Behalf of the Board For Tejassvi Aaharam Limited	
S Usha Partner Membership No : 211785		Shyamkumar Managing Director DIN : 09098976	Chinnthambi Vinothkumar Director DIN: 09098986
Place : Chennai Date : 30th May 2024		Parameswaran Ramesh Chief Financial Officer	Abhishek Lohia Company Secretary
		Place : Chennai Date : 30th May 2024	

Statement of Cash Flow for the year ended 31 March , 2024		
Particulars	Year Ended 31 March 2024 (Rs. in Lacs)	Year Ended 31 March 2023 (Rs. in Lacs)
Cash Flow from Operating Activities		
Net Profit / [Loss] before taxation	(83.69)	(74.32)
Adjustments for:		
Interest expense	41.62	34.89
Exceptional items	-	-
Operating Profit before Working Capital changes	(42.07)	(39.43)
Adjustments for :		
Increase/ (decrease) in other current liabilities	3.00	0.59
Increase/ (decrease) in current liabilities		
(Increase)/ decrease in Other assets	-0.43	-
(Increase)/ decrease in Trade Payables	0.28	1.97
Increase/ (decrease) in short term borrowings		
Increase/ (decrease) in other financial liabilities		(2.19)
(Increase)/ decrease in Current assets		
Working Capital Changes	2.85	0.37
Income tax	-	-
Net Cash inflow from/(outflow) from Operating activities (A)	(39.21)	(39.06)
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)	38.80	34.70
Effective interest provided on financial liability component of preference share		-
Net Cash inflow from/(outflow) from Financing activities (C)	38.80	34.70
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(0.42)	(4.36)
Cash and Cash Equivalents at the beginning of the Year	0.74	5.10
Cash and Cash Equivalents at the closing of the year	0.32	0.74
Notes		
1) Cash on Hand		-
2) Cash at Bank	0.32	0.75
For Sundaram & Srinivasan, Chartered Accountants ICAI Firm Regn.No : 004207S S Usha Partner Membership No : 211785 Place : Chennai Date : 30th May 2024 On Behalf of the Board For Tejassvi Aaharam Limited Shyamkumar Managing Director DIN : 09098976 Chinnthambi Vinothkumar Director DIN: 09098986 Parameswaran Ramesh Chief Financial Officer Place : Chennai Date : 30th May 2024 Abhishek Lohia Company Secretary		

1. Background

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

2. Material 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) 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.

d) 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.

e) 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.

f) 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 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.

g) 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.

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

Statement of Changes in Equity for the year ended 31 March 2024
A. Equity Share Capital
(1) Current Reporting Period
(Rupees in Lakhs)

Particulars	Amount
Balance as at 01.04.2023	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 31.03.2024	700.00

(2) Previous Reporting Period
(Rupees in Lakhs)

Particulars	Amount
Balance as at 01.04.2022	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 31.03.2023	700.00

B. Other Equity
(i) Current reporting Period
(Rupees in Lakhs)

Particulars	Equity component of other financial instruments	Reserves and surplus		Total
		Other Reserve	Retained earnings	
Balance as at 01.04.2023	1,209.54	3.15	(2,357.28)	(1,144.58)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-
Total Profit/(loss) for the year	-	-	(83.69)	(83.69)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	-	-
Total Comprehensive Income/(loss) for the year	-	-	-	-
Balance as at 31.03.2024	1,209.54	3.15	(2,440.97)	(1,228.27)

(ii) Previous reporting Period
(Rupees in Lakhs)

Particulars	Equity component of other financial instruments	Reserves and surplus		Total
		Other Reserve	Retained earnings	
Balance as at 01.04.2022	1,209.54	3.15	(2,282.96)	(1,070.26)
Changes in accounting policy or prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	1,209.54	3.15	(2,282.96)	(1,070.26)
Total Profit/(loss) for the year	-	-	(74.32)	(74.32)
Dividends	-	-	-	-
Transfer to retained earnings	-	-	-	-
Any other change	-	-	-	-
Total Comprehensive Income/(loss) for the year	-	-	-	-
Balance as at 31.03.2023	1,209.54	3.15	(2,357.28)	(1,144.58)

For **Sundaram & Srinivasan**, Chartered Accountants
ICAI Firm Regn.No : 004207S

S Usha
Partner
Membership No : 211785

Place : Chennai
Date : 30th May 2024

On Behalf of the Board
For **Tejassvi Aaharam Limited**
Shyamkumar
Managing Director
DIN : 09098976

Parameswaran Ramesh
Chief Financial Officer

Place : Chennai
Date : 30th May 2024

Chinnthambi Vinothkumar
Director
DIN: 09098986

Abhishek Lohia
Company Secretary

Particulars	As at 31-Mar-24	As at 31-Mar-23
<u>Note 4 - Cash and bank balance</u>		
- in current accounts	0.32	0.74
	0.32	0.74
<u>Note 5 - Other Current assets</u>		
Rental Deposits	0.5	-
Advance income tax and tax deducted at source	-	-
Advance for expenses	1.23	1.3
	1.73	1.3
<u>Note 7 Other Equity</u>		
Reserves and Surplus		
Equity component of other financial instruments	1,209.54	1,209.54
Other Reserves	3.15	3.15
Retained Earnings	-2,440.97	-2,357.07
	-1,228.28	-1,144.37
Other Reserves		
Balance at the beginning of the year	3.15	3.15
Additions during the year	-	-
Deductions/Adjustments during the year	-	-
Balance at the end of the year	3.15	3.15
Retained earnings		
Balance at the beginning of the year	-2,357.28	-2,282.96
Net profit for the period	-83.69	-74.32
Transfer to general reserve		
Dividend paid during the year		
Tax paid on proposed dividend		
Prior period Adjustments		
Balance at the end of the year	-2,440.97	-2,357.28
<u>Note 8 - Long Term Borrowings</u>		
- Financial Liability (Non-Convertible Non-Cumulative preference shares)	388.43	356.35
*Refer Note 17	388.43	356.35
<u>Note 9 - Short Term Borrowings</u>		
Repayable on demand		
Unsecured		
- Loans from others	131.48	83.14
	131.48	83.14

Notes forming part of the financial statements

Note 6 - Share capital

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number of shares	(Rs.in Lakhs)	Number of shares	(Rs.in Lakhs)
(a) Authorised Equity shares of Rs.10 each	1,00,00,000.00	1,000.00	1,00,00,000.00	1,000.00
	1,00,00,000.00	1,000.00	1,00,00,000.00	1,000.00
(b) Issued, subscribed and fully paid up Equity shares of Rs.10 each with voting rights	70,00,000.00	700.00	70,00,000.00	700.00
Total	70,00,000.00	700.00	70,00,000.00	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	As at 31 March 2024		As at 31 March 2023	
	Number of shares	(Rs.)	Number of shares	(Rs.)
Equity shares with voting rights Opening Balance	70,00,000.00	7,00,00,000.00	70,00,000.00	7,00,00,000.00
Add: Issued During the Year	-	-	-	-
Less: Buy back of equity shares	-	-	-	-
Closing Balance	70,00,000.00	7,00,00,000.00	70,00,000.00	7,00,00,000.00

(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 2024		As at 31 March 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
(i) Henry John Amirtharaj	26,55,735.00	37.94%	26,55,735.00	37.94%
(ii) Govindrajulu Bakthavatsulu	22,52,915.00	32.18%	22,52,915.00	32.18%
(iii) Shweta Singhal	1,08,550.00	1.55%		
(iv) Madhavan	91,003.00	1.30%		
(v) Sri Mahavishnu Enterprise private Ltd	-	-	13,89,400.00	19.85%
(vi) Gopuram Enterprises Private Limited	8,66,610.00	12.38%		
(vii) Wisecap Investment Pvt Limited	70,500.00	1.01%		
(viii) Dhana Trading Private Limited	-	-	4,01,410.00	5.73%

(iv) Details of promoters holding

Promoter's name	As at 31 March 2024		As at 31 March 2023	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
(i) S.Kousalya	2510	0.04%	2510	0.04 %

Notes forming part of the financial statements

Particulars	Year Ended 31 March 2024	Year Ended 31 March 2023
Note 12- Employee Benefit Expense	-	
Salaries and Wages(including Gratuity)	25.48	20.98
	25.48	20.98
Note 13 - Finance costs	-	
Interest Expenses on borrowings	9.55	5.46
Interest on financial liabilities	32.07	29.42
	41.62	34.88
Note 14 - Other expenses	-	
Professional Charges	5.55	8.04
Listing Fee & Other Charges	-	-
Service Charges	5.63	4.90
Penalties		-
Advertisement & Publicity	0.62	0.76
Rent	2.07	1.80
For audit services:		
- Statutory Audit	2.00	2.25
Printing & Stationery		-
Other expenses	0.72	0.69
Total	16.59	18.44

Other Notes:

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

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
<u>Basic & Diluted</u>		
Net profit / (loss) for the year from continuing operations and total operations	-83.69	-74.32
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	-83.69	-74.32
Weighted average number of equity shares	7000000.00	7000000.00
Par value per share	10.00	10.00
Earnings per share from continuing operations and total operations	-1.20	-1.06

Note 16:Related Party transactions		
a.Details of related parties		
Description of relationship	Name of the related parties	
(i)Key Management Personnel - (KMP)	1. S.Shyamkumar, Managing Director (Appointed w.e.f. 1-7-2021)	
	2. Abishek Lohia , Company Secretary (Appointed w.e.f 14-02-2024)	
	3. V S Ravikumar, Company Secretary(till 28-05-2023)	
	4. Parameshwaran Ramesh, Chief Financial Officer(Appointed w.e.f 17-05-2022)	
(ii) Directors	1. S. Shyamkumar, Managing Director	
	2. Chinnathambi vinothkumar, Director, Independednt Director	
	3. Thangavelu Dhanalakshmi, Director, Independent Director	
	4. Duraisamy Jeevanandam, Additional Director, Non Executive Director	
	5. Sathish Kumar Semmalai, Additional Director, Non Executive Director	
Note: Related parties have been identified by the Management.		
b. Details of related party transactions during the Year		
(Rupees in Lakhs)		
Particulars	FY 2023-2024	FY 2022-2023
i. Remuneration		
- S.Shyamkumar, MD	18.75	12.70
- V S Ravikumar, CS	0.50	3.00
- Abisheak Lohia	0.47	0
- P Ramesh, CFO	5.76	5.28
Total	25.47651	20.98
c. Details of related party transactions as on Balance Sheet Date		
Particulars	As at 31st March 24	As at 31st March 23
i. Remuneration		
- S.Shyamkumar, MD	0.72	1.31
- V S Ravikumar, CS	0.00	0.25
- Abisheak Lohia, CS	0.30	0
- P Ramesh, CFO	0.48	0.48
Total	1.50	2.04

Other Notes

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 preference 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 yield a return of 0.1% per annum from date of allotment up to the date of redemption.

(ii) Financial Liability Component

Particulars	Amount in (Rs. In Lacs)
1. Preference Share	1478.66
2. Premium on Redemption	29.57
3. Redeemable Amount	1508.23
4. Financial liability Component	269.12
5. Other Equity	1209.54
Preference Share Capital	1478.66
A. Terms	20 yrs
B. Interest Rate	9% p.a.

Liability Component as on 31st March 2024 is Rs.388.43 lakhs(31st March 2023 is Rs.265.35 Lakhs)

Note 18 : Contingent Liability

Particulars	As at 31st March 2024	As at 31st March 2023
Disputed amounts in respect of Income Tax, and not provided for	24.41 Lacs	24.41 Lacs

Note 19: Going Concern

In the board meeting held on 17th March 2023, the Board has decided the following

The company will endeavour to bring new investments to restart its business in food processing, packaging, contract manufacturing of food products, sourcing & trading in grains & cereals, etc.

Note 20 : Ratios
(Rupees in Lakhs)

Annexure 20: Ratios								
S.No	Ratio	Formula	2023-24		2022-23		Variance	Reason for variance
1	Current Ratio	Current Assets	2.05	0.01	2.04	0.02	-36.20	The Company has borrowed short-term funds from another company in the current year, current liabilities has increased.
		Current Liabilities	141.89		90.27			
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 Debt Service(interest+Instalments)	Not Applicable as there is no term loan for the financial year					
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)						
		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						

Note 21 : Disclosure on Other Regulatory Requirements as required by Schedule - III of Companies Act,2013.

(a)The Company does not have any benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

b)The Company is not declared as a willful defaulter by any bank or financial Institution or other lender.

(c)The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

(d)The company does not have any charges or satisfaction to be registered with ROC beyond stipulated statutory period.

(e)The Company has not made any investments in any other Company.

(f)The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(g)The company has not granted any loans or advances in nature of loans to promoters, directors, KMPs and the related parties (as defined under the - Companies Act, 2013) either severally or jointly with any other persons. Hence disclosure under clause (v) of Schedule III of The Companies Act 2013, is not applicable.

(h)There are no scheme of arrangements approved. Hence disclosure under clause (xv) of Schedule III of The Companies Act 2013, is not applicable.

i)Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (1) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.(j) Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(1) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

For Sundaram & Srinivasan, Chartered Accountants
ICAI Firm Regn.No : 004207S

On behalf of Board of Directors
For Tejassvi Aaharam Limited

S Usha
Partner
M.No.: 211785

ShyamKumar
Managing Director
DIN: 09098976

Chimmathambi Vinothkumar
Director
DIN: 09098986

Place: Chennai
Date: 30th May 2024

Parameshwaran Ramesh
Chief financial Officer

Abhishek Lohia
Company Secretary