

NOTICE TO THE SHARE HOLDERS

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of Members of **M/s. TEJASSVI AAHARAM LIMITED CHENNAI**, will be held at the Registered Office of the Company at New No. 31, Lazarus Church Road, R.A.Puram, Chennai - 600 028 on Thursday the 17th Day of December 2020 at 10.00 A.M. to transact the following business:

AGENDA

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS:-

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Director's and the Auditor's thereon.

2. RE- APPOINTMENT OF DIRECTOR

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

3. RE- APPOINTMENT OF STATUTORY AUDITORS:

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

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

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



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

Place: Chennai
Date: 12.11.2020

NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- A person can act as proxy on behalf of members not exceeding fifty (50) in numbers and holding in the aggregate not more than ten percent of the total share capital of the Company.

- The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
- Pursuant to Regulation 36 of the Listing Regulations additional information on Directors seeking appointment / re-appointment at the Annual General Meeting (AGM) is provided in the Annual report.
- The Register of Members at the Share Transfer Books of the Company will remain closed from 10.12.2020 to 17.12.2020 (both days inclusive).
- Members holding shares in physical form are requested to notify change of address and change in bank mandate if any, to M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai 600 002, the Registrar and Share Transfer Agents and those who hold share in dematerialized form are requested to notify their Depository Participants (DP) any change in address and/or bank mandate.
- Members who are holding shares more than one folio under physical form may approach the Company's Share Transfer Agent for consolidation with respective details.
- The Security and Exchange of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Member holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
- Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
- Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- Electronic copy of the Annual Report for the financial period ended 31.03.2020 is being sent to all the members whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
- Electronic copy of the Notice of the 26th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ID's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 26th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members may also note that the Notice of the 26th AGM and the Annual Report for the financial period ended on 31.03.2020 will also be available on the Company's website www.talchennai.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such

communication in physical form, upon making a request for the same, by post free of cost. The investors may contact the Compliance Officer for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Compliance Officer at the following email address: taltdchennai@gmail.com

- Members are requested to bring their copy of the Annual Report with them to the AGM.
- Members seeking any information or clarifications on the Annual Report are requested to send the written queries to the Company at least Two weeks before the meeting to enable the Company to compile the information and provide replies at the meeting.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, upto and including the date of the AGM of the Company.

E-VOTING

- In compliance with provisions of Sec. 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- The Company has appointed Mrs. S.Lalitha (Membership No. 4464), Practicing Company Secretary (CP 2666), to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The procedure and instructions for the voting through electronic means is, as follows:
 - The voting period begins on 14th December, 2020 (10.00 am) and ends on 16th December, 2020 (5.00 pm). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 10.12.2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - The shareholders should log on to the e-voting website www.evoting.nsdl.com during the voting period.
 - Click on "Shareholders" tab.
 - Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - Now Enter your User ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number, registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login
 - If you are holding shares in Demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

For Members holding shares in Demat form and in Physical form

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

- After entering these details appropriately, click on "SUBMIT " tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- Click on the "RESOLUTION FILE LINK" If you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- ~~If Demat account holder has forgotten the same password then Enter the User ID and the Image verification code and click on Forgot Password & enter the details as prompted by the system.~~
- Note for Institutional Shareholders.
- Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to log on to <https://www.evoting.nsdl.com> and register themselves as Corporates.

TEJASSVI AAHARAM LIMITED

Regd. Off.:

New No.31, Lazarus Church Road,

R.A.Puram, Chennai 600 028

CIN: L15549TN1994PLC028672

Website: talchennai.in

E-mail: taltdchennai@gmail.com

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to email id: taltdchennai@gmail.com
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manuals available at www.evoting.nsdl.com under help section or write an email to helpdesk.evoting@nsdl.co.in.
- The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him. The result declared along with the Scrutinizer's report, will be posted on the Company's website and on NSDL's website.

INSPECTION OF DOCUMENTS: All resolutions passed in this regard are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 10:00 A.M. to 05:00 P.M., on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the Meeting.

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


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

Place: Chennai
Date: 12.11.2020

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

Brief profile of Mrs. Surekha Shyam:

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

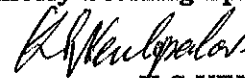
The Board recommends the resolution in relation to appointment of Smt. Surekha Shyam, as a Non-Executive Woman Director, liable to retire by rotation, for the approval by the Shareholders of the Company.

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

Details of Director seeking appointment at the 26th Annual General Meeting (Pursuant to Regulations 36 of the Listing Regulations:

1.	Name of Director	Smt. Surekha Shyam
2.	Date of Birth	04.12.1986
3.	Date of appointment	26.03.2015
4.	Qualification	M.B.A.
5.	Expertise in Specific area	Administration
6.	Directorship held in other Public Companies	Nil
7.	Membership / Chairmanship of the Public Companies (includes only Audit and Shareholders / Investors Grievance Committee)	-
8.	Number of Shares held in the Company	10,00,000

"BY ORDER OF THE BOARD"
For TEJASSVI AAHARAM LIMITED
(formerly Sterling Spinners Ltd)



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

Place: Chennai
Date: 12.11.2020

DIRECTOR'S REPORT**TO THE MEMBERS OF TEJASSVI AAHARAM LIMITED**

Your Directors have pleasure in presenting the Twenty Sixth Annual Report together with the Audited Financial statements of your Company for the year ended March 31, 2020. The Management Discussion and Analysis has also been incorporated into this report.

<u>OPERATING RESULTS</u>	(Rs. in lakhs)	
	Current Year	Previous Year
	31.03.2020	31.03.2019
Income from Operations	41.87	220.57
Total Expenditure	104.34	393.83
Interest	0.10	1.66
Gross Profit/(Loss) after interest but Before Depreciation and Taxation	(104.44)	(174.91)
Depreciation	119.84	139.74
Exceptional Item- Income	322.20	-
Prior year Taxes	5.61	-
Net Profit/(Loss)	134.15	(314.65)

Your Directors report that the Net Profit of the Company for the year under report is Rs. 134.15 lakhs as against Net Loss of Rs. 314.65 Lakhs of previous year.

OPERATIONS

Your Directors report that the unit has started its new line of Pasta food processing with effect from 1st November, 2016. However due to the change in the market trend company could not achieve the breakeven in view of the pandemic. As the Company is looking forward to improve the financial position and rebuild the Net Worth and also to reduce its liability Company had obtained the members approval through postal ballot process and sold its the Land, Building & Plant and Machineries.

Your Directors are optimistic about company's business and hopeful of better performance in the coming year.

TRANSFER TO RESERVE

As your company has been incurring operation losses, there will not be any transfer of sums to Reserve Account.

DIVIDEND

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

DIRECTORS**Retirement by Rotation of Directors.**

a) In terms of SEBI Regulations, Smt. Surekha Shyam, holding DIN 07116042, had been appointed as Additional Woman Director by the Company at their meeting held on 26.03.2015 who was re-appointed as Non-executive Women Director at the AGM held on 30.09.2019 who is liable to retire

by rotation until the conclusion of the 26th AGM. Being eligible, she offers herself for re-appointment at the ensuing AGM.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

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

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 was Rs.7.00 Crores. During the year under review, the Company has issued Preference shares with differential voting rights.

a. BUY BACK OF SECURITIES

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

b. SWEAT EQUITY

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

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

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

RISK MANAGEMENT POLICY

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

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

PUBLIC DEPOSITS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

REPORT ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

In terms of The Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013 which came into force with effect from 23.04.2013, your Directors report that an Internal Complaints Committee will not arise since the Company is not having any women employee.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

COMPOSITION OF AUDIT COMMITTEE:

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

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

a) Board Independence

Our definition of 'Independence' of Directors is derived from Clause 25 of the SEBI, LODR and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 25 of the SEBI, LODR and Section 149(6) of the Companies Act, 2013 :-

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

b) Evaluation of the Board's Performance

Pursuant to the provisions of the Act and the SEBI, LODR, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Directors was completed during the year under review. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process.

c) Remuneration Policy

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

d) Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 10 Board meetings, 7 Audit Committee meetings, 4 Nomination and Remuneration Committee meetings and 2 Stake Holder Relationship Committee meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF THE BOARD

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

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

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. that in the preparation of the Annual Financial Statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note 1 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;

- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the Annual Financial Statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

RELATED PARTY TRANSACTIONS

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

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

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

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

CORPORATE GOVERNANCE

As required under Regulation 34[3] read with Schedule V[C] of the SEBI, LODR, a report on Corporate Governance, along with the Certificate as required under Schedule V[E] of the SEBI, LODR from the Statutory Auditors of the Company, regarding compliance with the conditions of Corporate Governance forms part of this Report.

MANAGEMENT DISCUSSION & ANALYSIS

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

EXTRACT OF ANNUAL RETURN

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

AUDITORS**a) Statutory Auditors**

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

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

b) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. S.Lalitha, a Practicing Company Secretary (C.P. No. 2666) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure D".

The report contains qualification and the Board's reply is given as an annexure.

c) Internal Audit

Sri N.S.R.Ganesh Babu, Chartered Accountant, (Membership No. 220157), has been appointed as an Internal Auditor by the Board of Directors to conduct internal audit of the function and activities of the Company.

SEBI SECRETARIAL COMPLIANCE REPORT :

With reference to the SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, the Annual Secretarial Compliance Report duly signed by the Practicing Company Secretary for the year ended March 31, 2020 is not applicable as the company's networth is negative.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes were made by the Company, which have a bearing or impact on the credibility of the financial statements for the year 2019-2020, between the end of the financial year of the company and the date of the Report.

Your Director report that the promoter and promoter group of your company have entered into Share Purchase Agreement (SPA) on 06.11.2020 with the Acquirer of our company Mr. John Amirtharaj Henry ("ACQUIRER 1") and Mr. G.Bakthavasalu ("ACQUIRER 2") collectively referred to as Acquirers.

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

d) Chief Financial Officer (KMP)

In terms of the requirement of the Companies Act, 2013, Mr. P.Kumaresan was appointed as a Chief Financial Officer of the Company, w.e.f. 01.10.2016.

CHANGE IN THE NATURE OF BUSINESS

The production of Pasta products commenced during the year and the Company was doing job work. However since the company is not able to achieve the breakeven and incurred huge loss, the new division was wound up and it is envisaged to do trading activities till such time the new scheme is evolved.

INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013

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

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

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

INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013

Particulars required under Sec 197(12) of the Companies Act, 2013 are furnished in Annexure A

PARTICULARS OF EMPLOYEES

There are no employees who are drawing a remuneration of Rs.5 lakhs per month or more, or Rs.60 lakhs per annum or more during the financial year 2018-2019.

GREEN INITIATIVE:

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

- a) No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.
- b) There was no change in the nature of business during FY 2019-20
- c) No significant material orders were passed by the regulators or court during the financial year which would have impacted the going concern status of the Company's operation in the future.
- d) There is no such fraud required to be reported under section 143(12) of the companies Act,2013
- e) The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

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

TEJASSVI AAHARAM LIMITED

Regd. Off.:

New No.31, Lazarus Church Road,

R.A.Puram, Chennai 600 028

CIN: L15549TN1994PLC028672

Website: talchennai.in

E-mail:taltdchennai@gmail.com

Directors place on record their sincere appreciation to the employees of the Company for their unstinted commitment and continued contribution to the Company.

CAUTIONARY STATEMENT

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

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



K.S.VENUGOPALA

**CHAIRMAN-CUM MANAGING DIRECTOR
(DIN 00707454)**

Place: Chennai

Date: 12.11.2020

ANNEXURE TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Risk and Concerns:

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

Internal Control Systems:

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

Financial and Operational Performance:

The financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and applicable Accounting standards issued by the Institute of Chartered Accountants of India. The Management accepts the integrity and objectivity of these financial statements as well as various estimates and 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.

REPORT ON CORPORATE GOVERNANCE:

Company's Philosophy on code of Governance.

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

I. BOARD OF DIRECTORS:

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

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

II. BOARD MEETING:

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

During the year under review 10 Meetings of the Board of Directors were held.

2019 (A)	2019 (B)	2019 (C)	2020(D)
30.04.2019	14.08.2019	14.11.2019	06.01.2020

30.05.2019	31.08.2019	20.11.2019	20.01.2020
			13.02.2020
			23.03.2020

The details of attendance of Directors at Board Meetings and details of other Directorship / Committee Chairmanship / Membership held by the Directors during the period from April 2019 to March 31, 2020 are as follows:

Name of the Director	Board Meetings	Directorships (other than M/s. Tejassvi Aaharam Limited)	Committees in which / Chairman / member Attended (Other than M/s. Tejassvi Aaharam Limited)		Attendance in the 25 th AGM held on 30.09.19
			Chairman	Member	
Sri. K.S. Venugopala	10/10	1	-	1	Yes
Sri.K. Alagiriswami	10/10	1	-	-	Yes
Sri.R.Vijaykumar	10/10	-	-	-	Yes
Smt.Surekha Shyam	10/10	-	-	-	Yes

III. AUDIT COMMITTEE:

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

The role, terms of reference and the authority and powers of the Audit Committee are in conformity with requirements of the Companies Act, 2013. The Audit Committee reviews the financial accounts, Policies, adequacy of Internal Control Systems and interacts with the Statutory Auditor and Internal Auditors. The Directors and other functional heads are invited to all the committee meetings. Besides, the committee reviews the audit plans, audited and un-audited financial results, observation of the internal and external auditors and follow up with the management.

During the year the committee met 7 times on 30th May, 2019, 14th August, 2019, 31st August, 2019, 14th November, 2019, 20th November, 2019, 20th January, 2020 and 13th February, 2020. All the members attended all the committee meetings.

IV. NOMINATION AND REMUNERATION COMMITTEE

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

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

The details of Nomination and Remuneration Committee are as follows:

Sl. No.	Name of the Director	Designation in Committee	Nature of Directorship in the Company
1.	Sri. K.Alagiriswami	Chairman	Independent Director

2.	Sri. R.Vijaykumar	Member	Independent Director
3.	Sri. K.S.Venugopala	Member	Chairman cum Managing Director
4	Smt.Surekha Shyam	Member	Woman Director

During the year the committee met Four times on 13th May, 2019, 14th August, 2019, 31st August, 2019 and 29th November, 2019. All the members attended all the committee meetings.

V. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

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

VI. REMUNERATION OF DIRECTORS:

Sri. K.S. Venugopala has been re-appointed as Chairman-cum-Managing Director of the Company for a further period of three Years w.e.f. 01.01.2019 and he has agreed to serve the Company as Chairman-cum-Managing Director without any remuneration in view of the financial position of the Company until further notice.

The Board of Directors of the Company in its meeting held on 31st August, 2019 approved the payment of remuneration to Mr. K.S.Venugopala, Chairman cum Managing Director for the remaining period of 2 (Two) years and 3(Three) months of his tenure w.c.f. 01 October, 2019 as recommended by the Nomination and Remuneration Committee in its meeting held on 31st August, 2019 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 subject to the approval of the members at the ensuing AGM.

In view of the present financial conditions of the Company he has agreed to serve the Company as Chairman-cum-Managing Director without any remuneration until further notice.

VII. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

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

VIII. SHARE TRANSFER COMMITTEE:

The Company has a Share Transfer Committee in place which comprises Sri.R.Vijaykumar, Chairman and Sri.K.S.Venugopala, Sri.K.Alagiriswami as members. Composition of the share transfer committee for approval of share transfers is as follows:

Name of the Directors:

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

The share transfer committee formed under Clause 49 of the Listing Agreement approves and monitors transfers and transmission of shares of the company. The committee also reviews the compliance with various statutory and regularity requirements. During the year 2019 - 2020 the committee met one time on 24th March, 2020. All the members attended the above said Committee meeting.

IX. STAKE HOLDERS RELATIONSHIP COMMITTEE:

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

The Committee met twice during the year under review on 14th August, 2019 and 13th February, 2020 to review the status of complaints from the Stakeholders / Investors and the redressal measures taken by the Company.

The following table shows the nature of complaints received from the shareholders during the year 2018-19.

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

X. INSIDER TRADING

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

XI. GENERAL BODY MEETINGS:**Time and location of Last three Annual General Meetings**

Year	Date	Time	Location
2019	30.09.2020	10.00 A.M.	New No. 31, First Floor, Lazarus Church Road, R.A.Puram, Chennai 600 028.
2018	28.09.2018	10.15 A.M.	New No. 31, First Floor, Lazarus Church Road, R.A.Puram, Chennai 600 028.
2017	30.09.2017	10.45 A.M.	New No.4 (Old No.377/2) Suryanarayana Street, Tollgate, Chennai 600 081

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

Date of Annual General Meeting	Number of Special Resolutions passed	Details of Special Resolutions passed.

30 th Sept, 2015	1	Appointment of Mrs.Surekha Shyam (DIN 07116042) as a Non-executive Woman Director.
30 th Sept, 2016	1	Appointment of Sri.K.S.Venugopala (DIN No. 00707454) as Chairman – cum Managing Director for three consecutive years w.e.f 01.01.2016.
28 th Feb, 2019	1	Appointment of Sri.K.S.Venugopala (DIN No. 00707454) as Chairman – cum Managing Director for three consecutive years w.e.f 01.01.2019.
30 th Sep, 2019	5	<ol style="list-style-type: none"> 1) Sri R.Vijaykumar (Holding DIN 02532145) reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of Five years until the conclusion of the 30th AGM or 29th September, 2024 whichever is earlier.” 2) Sri K.Alagiriswamy (Holding DIN 02524423) reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of Five years until the conclusion of the 30th AGM or 29th September, 2024 whichever is earlier.” 3) Related party transaction(s) for Job work by the Company to M/s. Savorit Limited (CIN: U15314TN1960PLC004108) in the ordinary course of business and at arm’s length basis for a consideration estimated at Rs. 100 Lacs for the Financial Year 2019-20. 4) Delist the equity shares from BSE Limited (“BSE”) under Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009, giving exit opportunity to the shareholders on payment of exit price determined in accordance with the applicable laws and regulations, in consultation with the Merchant Bankers appointed for this purpose 5) Approve the payment of remuneration to Mr. K.S.Venugopala, Chairman cum Managing Director of the Company for a further period of 2 (Two) years and 3 (Three) months w.e.f. 01 October, 2019 of his present tenure.

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

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

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

XIV. MEANS OF COMMUNICATION:

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

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

Date	Time	Location
Thursday 17.12.2020	10.00 A.M.	New No. 31, Lazarus Church Road R.A.Puram, Chennai - 600 028.

XVI. UNIT LOCATION

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

XVII. Address for Investor Correspondence :

New No. 31, Lazarus Church Road,
R.A.Puram, Chennai - 600 028.

Financial Calendars : 2020-2021

Financial Reporting:

For the quarter ending June 30, 2020	: September, 2020
For the quarter ending September 30, 2020	: November, 2019
For the quarter ending December 31, 2020	: February, 2021
For the quarter ending March 31, 2021	: May / June 2021
Annual General Meeting for 2020-2021	: September, 2021

- The Company's shares are listed on the Bombay Stock Exchange.
- Bombay Stock Exchange Regn. Scrip Code TEJASSVI 531628
- The Company has paid the Listing Fees for the Financial Year 2019-20 to the above said Stock Exchange.
- Connectivity with NSDL: ISIN No. INE173E01019
- Address of Registrar and Transfer Agent:

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

Declaration by Managing Director

I, K.S.Venugopala, Chairman Cum Managing Director of M/s. Tejassvi Aaharam Limited (formerly Sterling Spinners Ltd.), hereby declares that all the Members of the Board of Directors have affirmed compliance with the Code of Conduct applicable to them as laid down by the Board of Directors in terms of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the year ended 31st March, 2020.

"BY ORDER OF THE BOARD"
For TEJASSVI AAHARAM LIMITED

Place: Chennai
Date: 12.11.2020


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

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

We, the undersigned, in our respective capacities, Chairman Cum Managing Director, and Chief Financial Officer of Tejassvi Aaharam Limited, certify that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the year ended 31.03.2020 and that to the best of my knowledge and belief.
- i) These statements do not contain any materially untrue statements or any material act or contain statements that might be misleading.
- ii) These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. These financial statements have been prepared in conformity, in all material aspects, with the existing generally accepting accounting principles including accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company code of conduct.
- c. We accept responsibility for establishing and maintenance internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to Auditors and Audit Committee, deficiencies in the design, or operations of such internal controls, retaining, of which we are aware and the steps have been taken or proposed to take rectify these deficiencies.
- d. We have disclosed, based on my evaluation wherever applicable to the Auditors and Audit Committee that :
1. There were no material deficiencies in internal control over financial reporting during the year.
 2. All the significant changes in Accounting Policies during the year, if any, have been disclosed to the notes to the Financial Statements; and
 3. There were no instances of significant fraud of which we have become aware and the investments thereon, of the Management or an employee, having the significant role in the Company's internal control system over financial reporting.

As required under the SEBI (Listing Obligations and Disclosures Requirements), all Board Members and Senior Management personnel have ensured the compliance with the code of conduct for the year ended 31st March, 2020.

Place: Chennai
Date: 12.11.2020


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


P.KUMARESAN
C.F.O.

ANNEXURE 'A' TO THE DIRECTORS' REPORT

Information required under Section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) Ratio of remuneration of each Director to the median remuneration of the employees of the company for the year 2019-20 and
- (ii) The percentage increase in remuneration of each Director, Chief financial Officer, Business heads, Company Secretary, if any in the Financial year 2019-20 compared to 2018-19.

Sl. No.	Name of the Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2019-20 (Rs in Lacs.)	Percentage Increase in Remuneration for the Financial year 2019-20	Ratio to the Median Remuneration of Employees
1.	Sri.K.S.Venugopala, Chairman cum Managing Director.	-	N.A	N.A
2.	Sri.R.Vijayakumar, Independent Director.	-	N.A	N.A
3.	Sri.K.Alagiriswamy, Independent Director.	-	N.A	N.A
4.	Sri.P.Kumaresan, Chief Financial Officer	2.45	16.11	2.45
5.	Sri.Suhaz M.H, Company Secretary (Resigned on 14.08.2019)	0.89	N.A	N.A

- (iii) The median Remuneration of Employees of the Company is Rs.2.45 lacs for the Financial year 2019-20.
- (iv) The number of employees in the rolls of the company is one for the year ended March 31, 2020.
- (v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 9 % The percentage increase in salary of managerial staff was 16.11 %. The increase in remuneration is determined based on the performance by the employees of the Company and the prevailing trends in the Industrial Sector.
- (vi) The company affirms that the remuneration paid is as per the remuneration policy of the Company.

"BY ORDER OF THE BOARD"
For TEJASSVI AAHARAM LIMITED



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

Place: Chennai
Date: 12.11.2020

ANNEXURE 'B' - TO THE DIRECTORS' REPORT

FORM NO. AOC - 2

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

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


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

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

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

Sl. No	Particulars	Details
a)	Name (s) of the related party	Savorit Limited, United India Roller Flour Mills Private Limited Sri K.S.Venugopala, Chairman-cum-Managing Director
b)	Nature of Relation ship	Associate Enterprises, Key Managerial Personnel
c)	Nature of contracts / arrangements /transaction	Purchase, Job Work, Rent & Loan
d)	Duration of the contracts/ arrangements / transaction	01.04.2019 to 31.03.2020.
e)	Salient terms of the contracts or arrangements or transaction	-
f)	Justification for entering into such contracts or arrangements or transactions	-
g)	Date of approval by the Board	30.04.2019.
h)	Amount incurred during the year (Rs. In lakhs)	Purchase Rs.4.76 lacs, Job Work - Rs.32.25 lacs Rent Rs.1.40 lacs & Loan Rs.1398.73 lacs.

"BY ORDER OF THE BOARD"
For TEJASSVI AAHARAM LIMITED


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

Place: Chennai
Date: 12.11.2020

ANNEXURE '-C' TO THE DIRECTORS' REPORT

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2020

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L15549TN1994PLC028672
- ii) Registration Date : 20.09.1994
- iii) Name of the Company : TEJASSVI AAHARAM LIMITED
- iv) Category / Sub-Category of the Company : Limited by Shares
- v) Address of the Registered office and contact details : New No.31, Lazarus Church Road,
Chennai-600 028 Phone No.044 48573911
- vi) Whether listed company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Ms/. Cameo Corporate Services Ltd
"Subramanian Building",
No.1, Club House Road, Chennai – 600 002.
Phone: 91-44 – 2846 0390 (5 lines)
Fax: 91-44 – 2846 0129
E-Mail:cameo@cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

The income generated during the year 2019-20 comprises of Sale of Pasta Products and Job Work amounting to Rs.38.12 lacs only, and as such incurred a net loss of Rs.182.44 lacs after incurring an expenditure of Rs.224.31 lacs mainly toward depreciation and other expenses.

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
-	-	-	-	-	-

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1000	286820	287820	4.11	1500	286320	287820	4.11	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	4170820	4170820	59.58	3822810	348010	4170820	59.58	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies – D R	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+(B)(2)	1000	4467840	4468840	63.84	3824310	644530	4468840	63.84	-

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1908050	5091950	7000000	100.00	6306240	693760	7000000	100.00	-

(ii) Shareholding of Promoters

S N	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
I	K S Venugopala	1431090	20.44	Nil	431090	6.16	Nil	-

2	Savorit Limited	600000	8.57	Nil	600000	8.57	Nil	-
3	Vinodh Venugopal	162515	2.32	Nil	162515	2.32	Nil	-
4	Manoj Venugopal	162810	2.33	Nil	162810	2.33	Nil	-
5	Shyam Venugopal	163410	2.33	Nil	163410	2.33	Nil	-
6	V. Dhanalakshmi	2825	0.04	Nil	2825	0.04	Nil	-
7	V.Gowripriya	6000	0.09	Nil	6000	0.09	Nil	-
8	Surekha Shyam Venugopal	-	-	-	1000000	14.28	Nil	-
	Total	2528650	36.13	Nil	2528650	36.13	Nil	-

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

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

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

Sl. No.	Name of the shareholders	Shareholding at the beginning of the year as on 1.4.2019		Change in shareholding during the year		Shareholding at the end of the year as on 31.3.2020	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	V Ganapathy	347510	4.96	-	-	347510	4.96
2	B. Padmanaban	347500	4.96	-	-	347500	4.96
3	A.Vallaban	349000	4.99	-	-	349000	4.99
4	S. Dhandapani	348000	4.97	-	-	348000	4.97
5	R. Balakrishnan	349200	4.99	-	-	349200	4.99
6	C. Selvaganapathy	348000	4.97	-	-	348000	4.97
7	R. Selvarajan	348000	4.97	-	-	348000	4.97
8	S.N. Kumar	347300	4.96	-	-	347300	4.96
9	P. Palaniappan	346710	4.95	-	-	346710	4.95
10	C.D.Balachander	349600	4.99	-	-	349600	4.99

Note: The above details are given as on 31 March, 2020. The Company is listed and 27.25% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holding by top ten shareholders is due to market operations. Further, Company has not allotted/transferred or issued any bonus or sweat equity shares during the year.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the shareholders	Shareholding at the beginning of the year as on 1.4.2019		Change in shareholding during the year		Shareholding at the end of the year as on 31.3.2020	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	K S Venugopala	1431090	20.44	(1000000)	(14.28)	1431090	6.46
2	R. Vijayakumar	10	0.00	-	-	10	0.00
3.	K. Alagiriswamy	10	0.00	-	-	10	0.00
4.	Surekha Shyam Venugopal	-	-	1000000	14.28	1000000	14.28

V. INDEBTEDNESS (Amount in Lakhs)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	4623.40	-	4623.40
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	4623.40	-	4623.40
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	2877.39	-	2877.39
Net Change	-	2877.39	-	2877.39
Indebtedness at the end of the financial year				
i) Principal Amount	-	1746.01	-	1746.01
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1746.01	-	1746.01

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (In Rs.)
1.	Gross salary		

	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2.	Stock Option				Nil
3.	Sweat Equity				Nil
4.	Commission				Nil
	- as % of profit				
	- others, specify...				
5.	Others, please specify				Nil
	Total (A)				Nil

b. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors				Nil
	• Fee for attending board committee meetings				Nil
	• Commission				
	• Others, please specify				
	Total (1)				Nil
2	Other Non-Executive Directors				Nil
	• Fee for attending board committee meetings				Nil
	• Commission				
	• Others, please specify				
	Total (2)				Nil
	Total (B) = (1 + 2)				Nil

c. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	Rs.89,032/-	Rs.2,45,015	Rs.3,34,047
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	Rs.89,032/-	Rs.2,45,015	Rs.3,34,047


VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

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

"BY ORDER OF THE BOARD"
For TEJASSVI AAHARAM LIMITED

Place: Chennai

Date: 12.11.2020


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

Annexure "D" to the Director's Report

Form-MR-3

Secretarial Audit Report for the financial year ended 31st March, 2020

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

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Tejeassvi Aaharam Limited (Formerly Known as M/s Sterling Spinners Limited) (hereinafter called "the Company") (CIN: L15549TN1994PLC028672). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate statutory compliances and expressing my opinion thereon.

Based on my verification of the M/s. Tejeassvi Aaharam Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by "the Company", its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to an extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period ended on 31st March, 2020 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (as amended from time to time);
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - *Not applicable to the Company during the audit period;*

5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time);
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (as amended from time to time) - *Not applicable to the Company during the audit period;*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) (Amendment) Regulations, 2008 - *Not applicable to the Company during the audit period;*
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (as amended from time to time);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended) - *Not applicable to the Company during the audit period;*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (as amended from time to time) - *Not applicable to the Company during the audit period;*
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time);

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

- i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and Meetings of General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards as mentioned above subject to the following observation:

Mr Suhaz M.H (ACS No. 45580) has resigned as a Company Secretary w.e.f 14th August, 2020 and the Company is yet to appoint a Company Secretary as per Section 203 of the Act. However, as per the information provided by the Company, the Company is taking all necessary steps for such Appointment.

I further report that:

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

I further report that:

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

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

I further report that

- The Company at its 25th Annual General Meeting held on 30th September, 2019, has passed necessary resolution for voluntarily delisting of the equity shares from BSE Limited under Regulation 29(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Securities) Regulations, 2009.
- The members of the Company has passed ordinary resolution by postal ballot on 27th December, 2019, for increase in Authorized Share Capital of the Company from existing Rs.11,50,00,000/- (Rupees Eleven Crore Fifty Lakh Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,50,000 Preference Shares of Rs. 100/- (Rupees One hundred only) each to Rs.25,00,00,000/- (Rupees Twenty Five Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakh) Redeemable Preference Shares of Rs. 100/- (Rupees One hundred Only).

- The Company has passed special resolution by postal ballot on 27th December, 2019, for amendment of Clause No V of the Memorandum of Association of the Company with respect to increase in Authorized Share Capital of the Company from existing Rs.11,50,00,000/- (Rupees Eleven Crore Fifty Lakh Only) to Rs.25,00,00,000/- (Rupees Twenty Five Crore).
- The Company has passed special resolution by postal ballot on 27th December, 2019, for amendment of capital clause 4a of Articles of Association and altering of clause 14 relating to Redeemable Preference Shares.
- The Company has passed special resolution by postal ballot on 27th December, 2019, conversion of unsecured loans of Rs.14,78,66,486/- taken from Mr Vinodh Venugopal into Redeemable Preference Shares of the Company.
- The Company has passed special resolution by postal ballot on 27th December, 2019, for offer, issue and allot on private placement basis 14,78,660 Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS) of Rs.100/- each, at par aggregating to Rs.14,78,66,000/- for consideration other than cash to Mr Vinodh Venugopal by conversion of outstanding unsecured loan.
- The Company has passed a special resolution by postal ballot on 27th December, 2019, accorded to the Board of Directors of the Company or any committee constituted by Board to sell / transfer / dispose off its assets whether tangible or intangible assets, movable or immovable properties of the Company for an amount not exceeding a sum of Rs.50/- Crore.
- The Board has allotted 14,78,660 Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS) of Rs. 100/- each, at par aggregating to Rs.14,78,66,000/- to Mr Vinodh Venugopal by conversion of outstanding unsecured loan on 06th January, 2020.

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

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

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

Place: Chennai

Date: 11th November, 2020

Practice

S.Lalitha

Company Secretary in

FCS No: 4464

CP No: 2666

UDIN: F004464B001212066

Annexure-A

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

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

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

Place: Chennai
Date: 11th November, 2020

S.Lalitha
Company Secretary in Practice
FCS No: 4464
CP No: 2666



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Tejassvi Aaharam Limited

Independent Auditor's certificate on Compliance of Corporate Governance Report

The Corporate Governance Report prepared by Tejassvi Aaharam Limited ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("applicable criteria") with respect to Corporate Governance for the year ended March 31, 2020. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company

Management's Responsibility

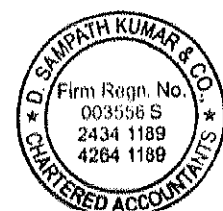
The preparation of the Corporate Governance report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is responsible for ensuring that the Company complies with the requirements as stipulated in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the report and applying an appropriate basis of preparation.

Auditor's Responsibility

Pursuant to the requirements of the Listing Regulations, our responsibility is to state whether the Company has complied with the above said compliances of the conditions of Corporate Governance for the period 1 April 2019 to 31 March 2020.

We have examined the compliance of conditions of Corporate Governance by the Company for the period 1 April 2019 to 31 March 2020 as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations. 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.

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





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

The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.

The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

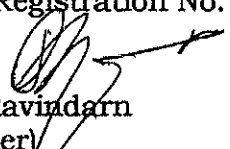
In our opinion and to the best of information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable.

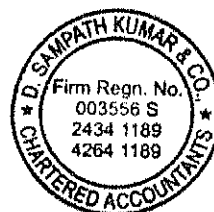
We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

This certificate is issued solely for the purpose of complying with Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020 and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For D Sampathkumar & Co.,
Chartered Accountants
Firm Registration No. 003556S


M K Ravindarn
(Partner)
Membership No.020887
UDIN : 20020887AAAAEJ6803
Chennai, 01st July, 2020





Independent auditor's report

To the members of Tejavvi Aaharam Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Tejavvi Aaharam Limited (the "Company"), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information, (hereinafter referred to as the " financial statements").

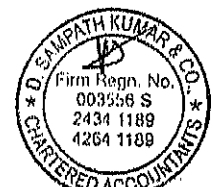
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting 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 March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) 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 ethical 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

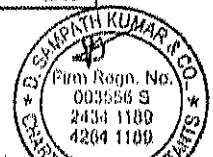
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we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





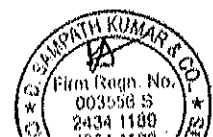
We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr.No	Key Audit Matter	Auditor's Response
1	<p>Revenue is recognised when the control of the products being sold has been transferred to the customer.</p> <p>We identified revenue recognition as a key audit matter because the Company and its external stakeholders focus on revenue as a key performance indicator.</p> <p>This could create an incentive for revenue to be overstated or recognised before control has been transferred.</p>	<p>Our audit procedures included:</p> <ol style="list-style-type: none"> 1. Assessing the appropriateness of the revenue recognition accounting policies, by comparing with applicable accounting standards. 2. Testing the design, implementation and operating effectiveness of the Company's general IT controls and key IT/manual application controls over the Company's systems which govern recording of revenue in the general ledger accounting system. 3. Performing substantive testing (including year-end cut-off testing) by selecting samples of revenue transactions recorded during the year (and before and after the financial year end) by verifying the underlying documents, which included sales invoices/contracts and shipping documents. 4. Carrying out analytical procedures on revenue recognised during the





		<p>year to identify unusual variances.</p> <p>5. Performing confirmation procedures on selected customer balances at the balance sheet date.</p> <p>6. Testing, on a sample basis, revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate appropriate financial period</p> <p>7. We assessed manual journals posted to revenue to identify unusual items.</p>
2.	<p>Going Concern</p> <p>The financial statements have been prepared on a going concern basis.</p> <p>Historically, the company has been loss making, and has raised capital and taken out borrowings to fund costs growth.</p> <p>Accumulated losses shown in the Balance Sheet totalled Rs.39.11 Crores as at 31 March 2020.</p> <p>We included the going concern assumption as a key audit matter as it relies on adoption of "light asset" model in place of "heavy</p>	<p>In assessing the appropriateness of the going concern assumption used in preparing the financial statements, our procedures included, amongst others:</p> <p>1. Assessing the cash flow requirements of the company over the period based on budgets and forecasts.</p> <p>2. The company is in the process of restructuring the financial model to generate future cash flow to increase the profitability.</p> <p>3. Considering potential downside scenarios and the resultant</p>





	asset" model. In view of present business scenario and accordingly, the company drawdown the loan liability to the tune of Rs.2877.39 Lakhs.	impact on available funds.

Emphasis of Matter

a. We draw attention to Note No 39 to the financial statements, which describes the uncertainties and the impact of the COVID-19 pandemic on the company's operations and results as assessed by the management. The Management has assessed that there is no material impact on the financial statements due to lockdown and related restrictions imposed towards controlling the COVID 19 pandemic. Our opinion is not modified in respect of this matter.

b. Material uncertainty relating to going concern basis

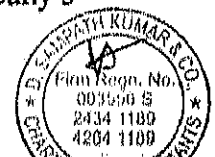
We draw attention to Note No.40 to the financial statement which indicates the existence of material uncertainty that may cast significant doubt the Company's ability to continue as going concern. The company has disposed off its entire Property, Plant & Equipment, the Company has continuously been incurring substantial losses since past years and has incurred net operating loss of Rs.182.44 Lakhs before considering exceptional item (i.e., profit on sale of Plant, property & Equipment Crores) for the year ended 31st March, 2020. As of the reporting date, the Company's total liabilities exceed its total assets by Rs. 1732.46 Lakhs and its net worth has been fully eroded. However, in view of mitigating factors as fully described in the note, the management is of the view that the going concern basis of accounting is appropriate. Our opinion is not modified in respect of this matter.

Other Matter

Our attendance at the physical inventory verification done by the management was impracticable under the current lockdown restrictions imposed by the government. Consequently, we have performed alternative procedures to audit on the existence and condition of inventory at year end as per the guidance provided in SA-501 "Audit Evidence - Specific considerations for selected items" and have obtained sufficient audit evidence to issue our un-modified opinion on these financial results. Our opinion on the statement is not modified in respect of this matter.

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's





annual report, but does not include the financial statements and our auditors' 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

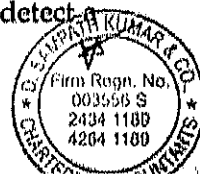
The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a

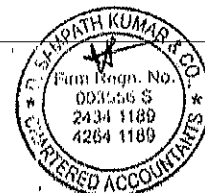




material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.





Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

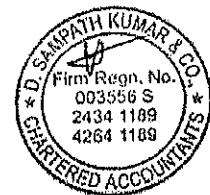
1. As required by Section 143(3) of the Act, based on our audit we report that :

- 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;





- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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 :
The company has not paid or provided any managerial remuneration to its directors, hence not commented upon.
- 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, as amended in our opinion and to the best of our information and according to the explanations given to us :
- i. The Company does not have pending litigation as at march 31,2020 which would impact its financial position:
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses and
 - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company



D. SAMPATHKUMAR & CO.,

CHARTERED ACCOUNTANTS

Firm Regn. No. 003556 S




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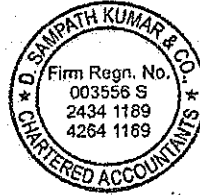
2. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For D Sampathkumar & Co.,
Chartered Accountants
Firm Registration No. 003556S


M K Ravindarn
(Partner)
Membership No.020887

UDIN : 20020887AAAAEI3227

Chennai, 01st July, 2020





Annexure "A" to the Independent Auditor's Report (Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Tejassvi Aaharam Limited for the year ended 31st March, 2020)

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

Opinion

We have audited the internal financial controls over financial reporting of Tejassvi Aaharam Limited (the "Company") as of 31st March, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

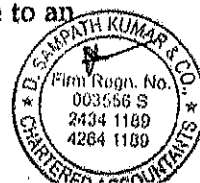
In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an



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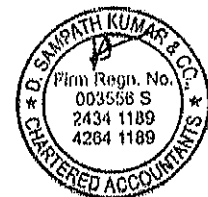
audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement 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 authorisations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



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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.

For D Sampathkumar & Co.,
Chartered Accountants
Firm Registration No. 003556S

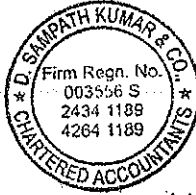

M K Ravindarn

(Partner)

Membership No.020887

UDIN / 20020887AAAAEI3227

Chennai, 01st July, 2020





Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Tejavvi Aaharam Limited of even date)

i. In respect of the Company's fixed assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The company does not have any property, plant or equipment as at the reporting date as it has disposed off its entire assets during the year, hence reporting under this clause does not arise.

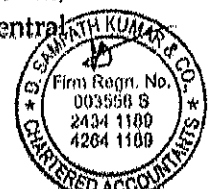
ii. The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification at reasonable intervals.

iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

iv. According to the information and explanations given to us, the Company has not granted loans to the parties covered in the Register maintained under Section 185 of the Companies Act, 2013. The company has not made any investment during the year nor has not provided any guarantee outstanding as at the end of the year, hence, not reported upon.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.

vi. In our opinion and according to the information and explanations given to us, maintenance of cost records for the company has not been specified by the Central



D. SAMPATHKUMAR & CO.,

CHARTERED ACCOUNTANTS

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Government under sub-section (1) of section 148 of the Companies Act, 2013, hence, reporting under this clause is not applicable.

vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Sales-tax, Goods and Services tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues applicable to it.

(b) According to the information and explanations provided to us, no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Sales Tax, Goods and Service tax, Duty of custom, Duty of excise, Value added tax, Cess and Other Statutory Dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, service-tax, duty of customs, and duty of excise or value added tax goods and services tax which have not been deposited on account of any dispute

(viii) In our opinion and according to the information and explanations given to us, the Company does not have any borrowings from any financial institution, bank, government, nor has it issued any debentures as at the balance sheet date, hence the provisions of Clause 3(viii) of the Order are not applicable to the Company.

(ix) The Company has not raised money by way of initial public offer or further public offer (including debt instrument) or term loans and, hence reporting under Clause 3(ix) of the Order is not applicable.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations provided by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations provided by the management, the company has not paid or provided any managerial remuneration, hence, reporting under this clause is not applicable.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.






(xiii) According to the information and explanations provided by the management, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and the details have been disclosed in the financial statements, as required by the applicable accounting standards.

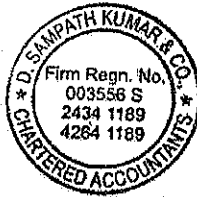
(xiv) The company has made preferential allotment of 14,78,660 Non-Convertible Non Cumulative Preference Shares of Rs.100 each at par aggregating to Rs.14,78,66,000 to promoter group by conversion of outstanding unsecured loan of Rs.14,78,66,000 on 6th January, 2020. The preference shares are non- participating, shall not carry any dividend and shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.

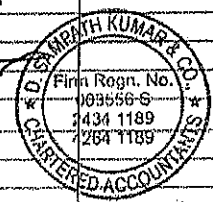
(xv) According to the information and explanations provided by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of the Act.

(xvi) According to the information and explanations provided to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For D Sampathkumar & Co.,
Chartered Accountants
Firm Registration No. 003556S


MK Ravindarn
(Partner)
Membership No.020887
UDIN : 20020887AAAAEI3227
Chennai, 01st July, 2020

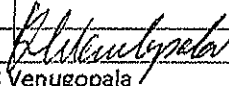

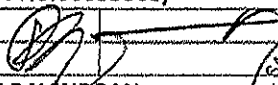



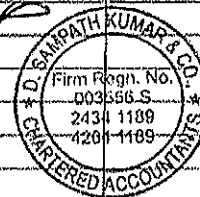
Balance Sheet as at 31st March, 2020				
(All amounts are in Indian Rupees, unless otherwise stated)				
	Notes	As at March 31, 2020	As at March 31, 2019	
ASSETS				
Non-current assets				
Property, plant and equipment	4	0	128751032	
Intangible assets	4	0	246968	
Intangible Assets	4	0	0	
Capital work in progress	5	0	0	
Financial assets				
Other financial assets	6	-	898121	
Other non-current assets	7	-	-	
Total Non-Current Assets		0	129896121	
Current assets				
Inventories	8	-	301756	
Financial assets				
Trade receivables		0	0	
Cash and cash equivalents	9	369024	816	
Bank balances other than above		0	0	
Loans	10	-	71950	
Other financial assets		0	0	
Other current assets	11	1224119	3407592	
Total Current Assets		1593143	3782114	
Total Assets		1593143	133678235	
EQUITY AND LIABILITIES				
Equity				
Equity share capital	12	70000000	70000000	
Preference Share Capital	12	147866000	0	
Other equity	13	(391112074)	(404526926)	
Total equity		(173246074)	(334526926)	
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	14	174600980	462340374	
Other financial liabilities	15	0	2610500	
Total non-current liabilities		174600980	464950874	
Current liabilities				
Financial liabilities				
Trade payables	16	0	1700785	
Other current liabilities	17	238237	1553502	
Short Term Provisions	18	0	0	
Total current liabilities		238237	3254287	
Total liabilities		174839217	468205161	
Total Equity and Liabilities		1593143	133678235	
The accompanying notes form an integral part of the financial statements				
For and on behalf of the board		As per our report of even date attached		
		For M/s D Sampath kumar & Co		
		Chartered Accountants		
		(FRN No.0003556S)		
K S Venugopala	R Vijaykumar			
Chairman cum Managing Director	Director			
DIN : 00707454	DIN : 02532145			
P Kumaresan	M K RAYINDRAN	Partner		
Chief Financial Officer	M.No.020887			
Place : Chennai				
Date : 01.07.2020				

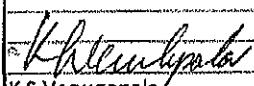
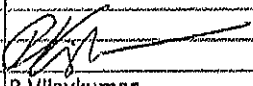
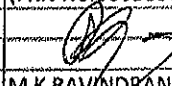
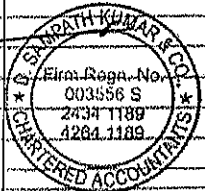
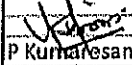
TEJASSVI AAHARAM LIMITED

Statement of profit and loss for the year ended March 31, 2020

(All amounts are in Indian Rupees, unless otherwise stated)

		Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
Continuing Operations				
A	Income			
	Revenue from operations	19	3811553	21701983
	Other income	20	375576	354809
	Total income		4187129	22056792
B	Expenses			
	Cost of materials consumed	21	443804	31903
	Purchases of stock in trade	22	4509	15952772
	Changes in inventories	23	0	58993
	Employee benefits expense	24	449345	8063335
	Depreciation and amortisation expense	25	11987127	13973637
	Other expenses	26	9536038	15275617
	Finance costs	27	10285	165985
	Total expenses		22431108	53522242
C	Profit before exceptional items and tax		(18243979)	(31465450)
	Exceptional items	28	32220217	0
D	Profit before tax from continuing operations		13976238	(31465450)
	Income tax expense		0	
	Current tax		0	0
	Prior year taxes		561386	
	Deferred tax charge/ (credit)		0	0
	Profit for the year		13414852	(31465450)
E	Other comprehensive Income			
	Items that will not be reclassified to profit or loss			
	Remeasurement of post employment benefit obligations.		0	0
	Income tax relating to these items		0	0
	Other comprehensive income for the year, net of tax		0	0
	Total comprehensive income for the year		13414852	(31465450)
	Earnings per share	29		
	Basic earnings per share		2	(5)
	Diluted earnings per share		2	(5)
The accompanying notes form an integral part of the financial statements				
		As per our report of even date attached		
For and on behalf of the board		For M/s D Sampath kumar & Co		
		Chartered Accountants		
		(FRN No.0003556S)		
				
K S Venugopala	R Vijaykumar	M K RAVINDRAN		
Chairman cum Managing Director	Director	Partner		
DIN : 00707454	DIN : 02532145	M.No.020887		
				
P Kumaresan				
Chief Financial Officer				
Place : Chennai				
Date : 01.07.2020				



TEJASSVI AAHARAM LIMITED			
Statement of cash flows for the year ended March 31, 2020			
(All amounts are in Indian Rupees, unless otherwise stated)			
Particulars	For the year ended		For the year ended
	March 31, 2020		March 31, 2019
Cash Flow From Operating Activities			
Profit before tax but after exceptional item		13976238	(31465450)
Adjustments for			
Profit on sale of asset (Exceptional item)		(32220217)	0
Bad debts written off / (Write Back)		(87498)	
Depreciation and amortisation expense		11987127	13973637
Finance costs		10285	165985
		(6334065)	(17325828)
Change in operating assets and liabilities			
(Increase)/ decrease in loans			145268
(Increase)/ decrease in inventories		301756	1361273
(Increase)/ decrease in Other assets		2145473	(724447)
Increase/ (decrease) in provisions and other liabilities		(1315265)	(1497464)
Increase/ (decrease) in trade payables		(1700785)	(1392281)
Cash generated from operations		(6902886)	(19433479)
Less : Income taxes paid (net of refunds)		(1753606)	
Net cash from operating activities (A)		(8656492)	(19433479)
Cash Flows From Investing Activities			
Purchase of PPE (including changes in CWIP)		(193500)	
Sale proceeds of PPE		150000000	(28778545)
(Increase)/ decrease in Other financial assets		(898121)	112140
Net cash used in investing activities (B)		148908379	(28666405)
Cash Flows From Financing Activities			
Proceeds from issue of Preference share capital (net of share application money)		147866000	0
Proceeds from/ (repayment of) long term borrowings		(287739394)	48141329
Finance costs		(10285)	(165985)
Net cash from/ (used in) financing activities (C)		(139883679)	47975344
Net decrease in cash and cash equivalents (A+B+C)		368208	(124540)
Cash and cash equivalents at the beginning of the financial year		816	125356
Cash and cash equivalents at end of the year		369024	816
Notes:			
1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".			
2. Components of cash and cash equivalents			
Balances with banks			
- in current accounts		369024	-
Cash on hand		0	816
		369024	816
For and on behalf of the board		As per our report of even date attached For M/s D Sampath kumar & Co Chartered Accountants (FRN No.0003556S)	
			
K S Venugopala Chairman cum Managing Director DIN : 00707454	R Vijaykumar Director DIN : 02532145	M K RAVINDRAN Partner M.No.020887	
			
P Kumarasan Chief Financial Officer			
Place : Chennai			
Date : 01.07.2020			

TEJASSVI AAHARAM LIMITED
Statement of Changes in Equity for the year ended March 31, 2020
 (All amounts are in Indian Rupees, unless otherwise stated)

(A) Equity Share Capital	
Balance at the beginning of April 1, 2019	70000000
Changes in equity share capital during the year	0
Balance at the end of March 31, 2020	70000000

(B) Other Equity	
Particulars	
Balance as at April 1, 2019	0
Additions/ (deductions) during the year	0
Total Comprehensive Income for the year	0
Dividend and tax thereon paid	0
Balance as at March 31, 2020	0

Other Comprehensive Capital Reserve	0
General Reserve	0
Securities premium	0
Other Reserves (for Retained Earnings) Total	315000
	(404841926)
	0
	13414852
	0
	315000
	(391427074)
	(391112074)

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

K S Venugopala
 K S Venugopala
 Chairman & Managing Director
 DIN : 00707454

R Vijaykumar
 R Vijaykumar
 Director
 DIN : 02532145

P Kumaresan
 P Kumaresan
 Chief Financial Officer

Place : Chennai
 Date : 01.07.2020

As per our Report of even date attached
 For M/s D Sampath Kumar & Co
 Chartered Accountants
 (FRN No.00035565)

M K RAMNIDRAN
 M K RAMNIDRAN
 Partner
 M.No.020887



TEJASSVI AAHARAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Notes to the Financial statements

Company Background

Tejassvi Aaharam Limited is a company incorporated in India under the Companies Act, 1956 and is a domiciled in India. Its Registered Office is located at New No. 31, First Fl., Lazarus Church Road, R.A.Puram, Chennai-600028. The Company's Shares are listed in Bombay Stock Exchange (BSE), Mumbai. The Company is engaged in the manufacture of Pasta products.

The Plant of the Company is located in Dindigul, Tamil Nadu.

2. Significant Accounting Policies and key accounting Estimates and judgments

Significant Accounting Policies

2.1 Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015.

2.2 Basis of Preparation and compliance

The financial statements are prepared in accordance with historical cost convention except for certain items that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below. The financial statements are prepared on a "going concern" basis using accrual concept except for the cash flow information.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimate using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability at the measurement date. Fair value for measurement and/or disclosure purpose in these financial statements is determined on such basis and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2- Inventories or values in use in Ind AS 36-Impairment of Assets.

2.3 Current/Non-Current Classification

An asset or liability is classified as Current if it satisfies any of the following conditions:

- (i) The asset / liability is expected to be realized / settled in the Company's normal operating cycle;
- (ii) The asset is intended for sale or consumption;
- (iii) The asset / liability is held primarily for the purpose of trading;
- (iv) The asset / liability is expected to be realized / settled within twelve months after the reporting period;
- (v) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;
- (vi) In case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve after the reporting period.

TEJASSVI AAHARAM LIMITED

All other assets and liabilities are classified as Non- Current.

For the purpose of Current / Non- Current classification, the Company has reckoned its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets or inventories for processing and their realization in cash or cash equivalents.

Deferred Tax assets and liabilities are classified as Non-Current.

2.4 Property, Plant and Equipment (PPE)

Property, Plant and Equipment are tangible items that

- (a) are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes: and
- (b) are expected to be used during more than one period.

The cost of an item of Property, Plant and Equipment shall be recognized as an asset if, and only if:

- (a) It is probable that future economic benefits associated with the item will flow to the entity; and
- (b) The cost of the item can be measured reliably.

An item of PPE that qualifies for recognition as an asset is measured on initial recognition at cost. Following initial recognition, PPEs are carried at its cost less accumulated depreciation and accumulated impairment losses.

- (i) For transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognized as on April 1, 2016 (transition date) measured as per the previous IGAAP as its deemed cost as on the transition date.
- (ii) The cost of an item of PPE comprises of purchase price, taxes and duties net of input tax credit entitlement and other items directly attributable to the cost of bringing the asset to its working condition for its intended use. Trade discounts and rebates are deducted. Cost includes cost of replacing a part of a PPE if the recognition criteria are met. Expenses directly attributable to new manufacturing facility during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of PPE if the recognition criteria are met.
Borrowing cost (net of interest earned on temporary investments of those borrowings) directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of the assets till the asset is ready for its intended use.
- (iii) The Company identifies and determines the cost of each part of an item of PPE separately, if the part has a cost which is significant to the total cost of that item of PPE and has useful life that is materially different from that of the remaining item.
- (iv) Items such as spare parts, stand-by equipment and servicing equipment that meet the definition of PPE are capitalized at Cost. Costs in nature of repairs and maintenance are recognized in the statement of Profit and Loss as and when incurred. All up gradation / enhancements are charged off as revenue expenditure unless they bring significant additional benefits.
- (v) Capital advances and Capital Work-in-Progress
Advances given towards acquisition of fixed assets outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets. Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as Capital Work-in-Progress. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use.

TEJASSVI AAHARAM LIMITED

- (vi) Depreciation is recognized so as to write off the cost of assets (Other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives and residual values are reviewed at the end of each reporting period and changes, if any, are treated as changes in accounting estimate.
- (vii) Estimated useful lives of the assets are as follows:

Asset	Years
Factory Buildings	30
Buildings (Other than factory buildings)	60
Plant and Equipment (other than continuous process plants)	15
Plant and Equipment (continuous process plants)	8
Furniture and Fixtures	10
Electrical Fittings	10
Vehicles	
Motor Cycles, Scooter and Mopeds	10
Other vehicles	8
Office Equipment	5
IT Hardware -Server & network	6
-Other than Server	3

2.5 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable for supply of goods or services net of returns, discounts, rebates and allowances.

(a) Sale of products

Revenue from sale of products is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, and retains continuing neither managerial involvement nor effective control over the products sold and the amount of revenue can be measured reliably and recovery of the consideration is probable.

(b) Dividend and Interest Income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and using effective interest rate method.

(c) Insurance Claims.

Insurance claims are recognized on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

(d) Rental Income / Warehousing Charges

Rental income and warehousing charges from operating leases are recognized on a straight line basis over the term of the relevant lease, if the escalation is not a compensation for increase in cost of inflation index.

2.6 Ind AS 115- Revenue from contracts with customers

The Company has adopted IND AS 115- Revenue from contracts with customers effective from 1st April, 2018 using cumulative method.

TEJASSVI AAHARAM LIMITED

2.7 Inventories

Inventories are valued at lower of cost and net realizable value. Materials and other items intended for use in the production of inventories are not written –down below cost if the finished goods in which they will be incorporated or expected to be sold at or above cost. Cost includes taxes and duties (other than taxes and duties for which input tax credit is available), freight and other direct expenses. Stocks of Raw materials, Stores & Spares are valued at cost on FIFO basis. Finished Goods / Stock-in-Progress are valued at cost and cost includes material, direct labour, overheads (other than selling and administrative overheads). Net realizable value is the estimated selling price less estimated cost of completion and estimated costs necessary to make the sale.

Obsolete, slow moving and defective inventories are periodically identified and provision is made where necessary.

Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

2.8 Employee Benefits

(a) Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service.

(b) Post-employment benefits

(i) Defined Contribution Plan

Contribution to Provident Fund(Defined Contribution Plan) as per the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 is recognized as expenses in the Statement of Profit and Loss and remitted to the Provident Fund Commissioner.

(ii) Defined Benefit Plans

The company operates the Defined Benefit Gratuity Plan for employees. The cost of providing defined benefits is determined using the Projected Unit Credit Method with actuarial valuation being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations as reduced by the fair value of plan assets, if applicable. Any defined benefit asset (negative defined benefit obligations resulting from this calculation) is recognized representing the present value of available refunds and reductions in future contributions to the plan.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability / (asset) are recognized in the Statement of Profit and Loss. Re-measurement of the net defined benefit liability / (asset) comprising actuarial gains and losses and the return on the plan assets (excluding amounts included in net interest on the net defined benefit s liability / asset), are recognized in Other Comprehensive Income and taken to retained earnings. (Such re-measurements are not classified to the Statement of Profit and Loss in the subsequent periods).

TEJASSVI AAHARAM LIMITED

All other financial assets are subsequently measured at fair value.

(b) Effective Interest Method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL. Interest income is recognized in the Statement of Profit and Loss.

(c) Investment in Equity Instruments at FVTOCI

(i) Investments in Equity Instruments in Subsidiaries and associates:

The Company has elected to carry investment in equity instruments in subsidiaries and associates at cost in accordance with paragraph 10 of Ind AS 27- Separate Financial Statements.

(ii) Investments in Other Equity Instruments:

The Company has irrevocably designated to carry investment in Equity Instruments as Fair Value through Statement of Profit and Loss.

(d) Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses "Expected Credit Loss'(ECL) model, for evaluating impairment of financial assets other than those measured at fair value through Profit and Loss (FVTPL). Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instruments).

For Trade receivable, Company applies "simplified approach" which requires expected life time losses to be recognized from initial recognition of these receivables.

For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk, if there is significant increase in credit risk full lifetime ECL is used.

(e) Derecognition of Financial Assets:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109, a financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

Concomitantly, if the asset is one that is measured at:

- (a) Amortised cost, the gain or loss is recognized in the Statement of Profit and Loss.
- (b) Fair value through Other Comprehensive Income, the cumulative fair value adjustments previously taken to Reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is classified within equity.

TEJASSVI AAHARAM LIMITED

2.12 Financial Liabilities and Equity Instruments

(a) Classification as Debt or Equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument.

(b) Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognized at the proceeds received, net of direct issue costs.

(c) Financial Liabilities

All financial liabilities are initially recognized at the value of respective contractual obligations. 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. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included in the "Finance costs" line item.

(d) Derecognition of Financial Liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

2.13 Derivative Financial Instruments and Hedge Accounting

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks, by means of foreign exchange forward contracts.

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit and loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Company designates hedging instruments in respect of foreign currency risk as either fair value hedges or cash flow hedges.

At the inception of the hedge relationship, the Company documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether hedging instruments is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

2.14 Foreign Currency Transactions

(a) Initial Recognition

On initial recognition, transactions in foreign currencies are recorded in the functional currency (ie Indian Rupees), by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency as at the date of the transaction.

(b) Measurement of foreign currency items at reporting date

