

**Tamilnadu  
Jai Bharath  
Mills Limited**

**34<sup>th</sup> Annual Report  
2022 -2023**

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**Name & Address of the Stock Exchange**

**BOMBAY STOCK EXCHANGE LTD.,**

**Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort, Mumbai – 400 001.**

TAMILNADU JAI BHARATH MILL LIMITED  
CIN: L17111TN1989PLC018267  
REGD. OFFICE ADDRESS: 212, RAMASWAMY NAGARARUPUKOTTAI, ARUPUKOTTAI  
Email: [tnjbsecretaryms@yahoo.com](mailto:tnjbsecretaryms@yahoo.com)

**Notice to Members**

Notice is hereby given that the Thirty Fourth Annual General Meeting (“34<sup>th</sup> AGM”) of the members of M/s. Tamilnadu Jai Bharath Mill Limited will be held on Saturday, 30<sup>th</sup> September 2023, at 11.30 AM through video conferencing (VC) / other audio visual means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To consider, approve and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors’ and Auditors’ thereon
2. To re-appoint Ms. Jamuna Rajendran (holding DIN: 08615534) as Non-Executive Director, who retires by rotation and being eligible, has offered herself for re-appointment

**SPECIAL BUSINESSES:**

**3. Appointment of Mr. Subba Rao Seenivasan (DIN: 10045008) as a Non-Executive Director**

To consider and, if thought fit, to pass the following Resolution as a **ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014,(including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17, Regulation 19 and all other regulations under Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 and other applicable laws, Mr. Subba Rao Seenivasan (DIN: 10045008) who was appointed as an Additional Director by the Board of Directors on February 28, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive** Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time” for the purpose of giving effect to this resolution.

**4. Appointment of Mr. Nagarajan (DIN: 10045329) as a Non-Executive Director**

To consider and, if thought fit, to pass the following Resolution as a **ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Section 152, Section 160 and all other applicable provisions of Companies Act, 2013, and Companies (Appointment and Qualification of Directors) Rules, 2014,(including any statutory modification(s) or re-enactment thereof for the

time being in force), Regulation 17, Regulation 19 and all other regulations under Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 and other applicable laws, Mr. Nagarajan (DIN: 10045329) who was appointed as an Additional Director by the Board of Directors on February 28, 2023 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a **Non-Executive** Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may be deemed necessary in this regard, including filing of necessary statutory forms with Registrar of Companies, Ministry of Corporate Affairs, as may be required from time to time” for the purpose of giving effect to this resolution.

By Order of the Board

**Jamuna Rajendran**  
Director

Place: Aruppukottai  
Date: 5<sup>th</sup> September 2023

## **NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (MCA Circulars) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (SEBI Circular) and all other relevant circulars issued from time to time, companies are allowed to hold annual general meeting (AGM) through video conference (VC). In compliance with the circulars, the 34th AGM of the company is being held through VC. Hence, the members are requested to attend and participate at the ensuing AGM through VC/OAVM facility being provided by the company through National Securities Depository Limited (“NSDL”).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy form, attendance slip and route map are not attached to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate / institutional shareholders who are intending to authorise their representative(s) to attend the e-AGM are requested to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution, together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutinizer at [secretarial@sandeep-cs.in](mailto:secretarial@sandeep-cs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in respect of re-appointment of directors is furnished and forms part of the notice.
7. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from 24<sup>th</sup> September 2023 to 30<sup>th</sup> September 2023 (both days inclusive).
8. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to [info@skdc-consultants.com](mailto:info@skdc-consultants.com), the registrar and share transfer agent (RTA). The members holding shares in dematerialized form may send such communication to their respective depository participant/s (DPs).
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),

and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

10. As an eco-friendly measure intending to benefit the environment and society at large, we request you to be a part of the e-initiative and register your e-mail address to receive all communication and documents including annual reports from time to time in electronic form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose email address is registered with the Company / Depository Participant(s). The Notice calling the AGM has been uploaded on the website of the Company at [www.resltouchfinance.com](http://www.resltouchfinance.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
11. A statement pursuant to Section 102(1) of the Companies Act, 2013("the Act") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
12. Members may please note that SEBI vide its circular dated 25 January, 2022 has mandated listed companies to issue securities in demat mode only while processing service requests viz., transfer, transmissions, issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios and transposition. Further SEBI vide its circular dated 18 May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case maybe.
13. As per the SEBI circular dated 3 November, 2021, facility for registering nomination is available for members in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded from <https://nichetechpl.com/>. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
14. In terms of the requirements of Regulation 36 of SEBI (LODR) Regulations and the Secretarial Standards - 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, brief resume and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is enclosed as Annexure A.
15. The Registers as required to be maintained under Section 170 and Section 189 of the Companies Act, 2013 and other requisite documents mandated under applicable statutory regulations will be available for inspection by the members during the AGM. The documents referred to in the Resolutions can be inspected at the Registered Office of the Company during 10 am to 5 pm on all working days of the Company.
16. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their

demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. The Board has appointed Mr. S Sandeep (FCS 5853 /COP 5987), S Sandeep and Associates, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose. The scrutinizer shall immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes in the presence of atleast two witnesses not in the employment of the company and make a consolidated scrutinizer's report to the chairman of the company or person authorised by him in writing who shall countersign the same. The voting results along with scrutinizers report shall be posted on the company's website viz. [www.realtouchfinance.com](http://www.realtouchfinance.com) and will also be posted on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) after the result is declared by the chairman / authorised person and simultaneously communicated to BSE Limited.

By Order of the Board

**Jamuna Rajendran**  
Director

Place: Aruppukottai  
Date: 5<sup>th</sup> September 2023

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on 27<sup>th</sup> September 2023 at 9:00 A.M. and ends on 29<sup>th</sup> September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e 23<sup>rd</sup> September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2023.

**How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two steps” which are mentioned below:

**Step1: Access to NSDL e-voting system**

Part A: Individual Shareholders holding securities in demat mode-Steps to Login for e-voting and for joining the Virtual Annual General Meeting (the Meeting).

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual shareholders holding securities in demat mode with NSDL	<p><b>1.Through NSDL IDeAS facility</b> <b>If you are already registered, follow the below steps :</b></p> <ol style="list-style-type: none"><li>1. Visit the e-services website of NSDL. Open web browser by typing the following URL : <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile.</li><li>2. Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li><li>3. Enter your User ID and Password in the new screen that opens. After successful authentication, you will be able to see e-voting services.</li><li>4. Click on “Access to e-voting” appearing on the left hand side under e-voting services and you will be able to see e-voting page.</li><li>5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting.</li></ol> <p><b>If you are not registered, follow the below steps :</b></p> <ol style="list-style-type: none"><li>1. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li><li>2.Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Please follow steps given in points 1-5.</li></ol>



	<p><b>Through e-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL : <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>2. Click on the icon “Login” which is available under „Shareholder/Member“ section.</li> <li>3. Enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Through CDSL Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, can login through their User ID and Password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of <b>e-voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol> <p><b>2. Through e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN on the home page of <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the User by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, User will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-voting is in progress.</li> </ol>
<p>Individual shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</li> <li>2. Once logged-in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual Meeting and e-voting during the Meeting.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk numbers for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

Login type	Helpdesk Details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at Toll Free No.: 1800 1020 990 and 1800 224 430
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-2305 8738 or 022-2305 8542/43

B. Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode-Steps to Login for e-voting and for joining the virtual Meeting

1. Visit the e-voting website of NSDL at <https://www.evoting.nsdl.com/>
2. Click on “Login” under „Shareholder/Member” section.
3. Enter your User ID, your Password/OTP and a Verification Code as shown on the new screen.

Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are as given below:

Manner of Holding Shares i.e. Demat (NSDL or CSDL) or Physical	Your User ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if Folio Number is 001*** and EVEN is 101456 then your User ID is 101456001***

5. Password details for shareholders other than Individual Shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the „initial password“ which was communicated to you. Once you retrieve your „initial password“, you need to enter the „initial password“ and the system will force you to change your password.
- c. Process to retrieve your „initial password“:
  - i. If your email ID is registered in your demat account or with the Company, your „initial password“ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or Folio Number for shares held in physical form. The .pdf file contains your „User ID“ and your „Initial Password“.
  - ii. If your email ID is not registered, please follow steps mentioned in Part E.

6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:

- d. If you are holding shares in your demat account with NSDL or CDSL, click on “**Forgot User Details/Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- e. If you are holding shares in physical mode, click on “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- f. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on agree to “Terms and Conditions” by selecting on the check box.

8. Thereafter Home page of e-voting will open.

### **Part B: Cast your vote electronically and join the Meeting on NSDL e-voting system**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” for Abbott India Limited to cast your vote during the remote e-voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

4. Upon confirmation, the message “Vote cast successfully” will be displayed.

5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Part C: General Instructions:**

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney by clicking on “Upload Board Resolution” displayed under “e-voting” tab or send scanned copy (PDF/JPG Format) of the relevant Board Resolution, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [secretarial@sandeep-cs.in](mailto:secretarial@sandeep-cs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on Toll Free No. : 1800 1020 990/1800 224 430 or write to Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

4. Members may send a request [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of consolidated account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy). If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

#### **Part D: Instructions for voting by the Members at Meeting attended through VC/OAVM:**

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.

2. Only those Members, who will be present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the Meeting.

3. Members who have voted through remote e-voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.

4. The Members may connect with Assistant Manager-NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for any grievances/ concerns relating to e-voting during the Meeting.

#### **Part E: Instructions for registration of Email Address:**

The Members whose email addresses are not registered with the Company are requested to do so by following the process given below:

1. In case shares are held in physical mode, please provide Folio No., Name of the Shareholder, scanned copies of the Share Certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [tnjbsecretaryms@yahoo.com](mailto:tnjbsecretaryms@yahoo.com)

2. In case shares are held in demat mode, the Shareholders are requested to get in touch with their respective Depository Participants for updating their email address. If you are an individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e., Login method for e-voting and joining virtual Meeting for individual Shareholders holding securities in demat mode.

3. Alternatively, Shareholders/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing above-mentioned documents.

**Statement pursuant to section 102(1) of the Companies Act, 2013 (“the Act”) setting out all**

**material facts relating to the special businesses to be transacted at the AGM is detailed hereunder:**

**Item No. 3: Appointment of Mr. Subba Rao Seenivasan (DIN: 10045008) as a Non-Executive Director**

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, the Board has appointed Mr. Subba Rao Seenivasan (DIN: 10045008) as an Additional Director on 28<sup>th</sup> February 2023 and who holds office up to the date of this Annual General Meeting. It is now proposed to appoint Mr. Subba Rao Seenivasan (DIN: 10045008) as a **Non-Executive** Director, liable to retire by rotation, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director.

Accordingly, the Board recommends the ordinary resolution in Item No. 3 for the approval of the Members.

The notice of candidature and other consents / declarations received Mr. Subba Rao Seenivasan (DIN: 10045008) and copy of his appointment letter will be available electronically for inspection by the members during the AGM and will also be available for electronic inspection by the members up to the date of AGM, i.e. 30<sup>th</sup> September 2023 Members seeking to inspect such documents can send an email to [tjnbsecretaryms@yahoo.com](mailto:tjnbsecretaryms@yahoo.com)

Details of Mr. Subba Rao Seenivasan (DIN: 10045008), as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings are provided in Annexure A to this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Subba Rao Seenivasan (DIN: 10045008), in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 3 of the Notice

**Item No. 4: Appointment of Mr. Nagarajan (DIN: 10045329) as a Non-Executive Director**

In terms of section 152 of the Companies Act 2013 and the Articles of Association of the Company, the Board has appointed Mr. Nagarajan (DIN: 10045329) as an Additional Director on 28<sup>th</sup> February 2023 and who holds office up to the date of this Annual General Meeting. It is now proposed to appoint Mr. Nagarajan (DIN: 10045329) as a Non-Executive Director, liable to retire by rotation, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director.

Accordingly, the Board recommends the ordinary resolution in Item No. 4 for the approval of the Members.

The notice of candidature and other consents / declarations received Mr. Nagarajan (DIN: 10045329) and copy of his appointment letter will be available electronically for inspection by the members during the AGM and will also be available for electronic inspection by the members up to the date of AGM, i.e. 30<sup>th</sup> September 2023 Members seeking to inspect such documents can send an email to [tjnbsecretaryms@yahoo.com](mailto:tjnbsecretaryms@yahoo.com)

Details of Mr. Nagarajan (DIN: 10045329), as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings are provided in Annexure A to this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Nagarajan (DIN: 10045329), in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice

**Statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings:**

<b>Name of Director</b>	<b>Mr. Subba Rao Seenivasan</b>
<i>DIN</i>	10045008
<i>Date of Birth / (Age)</i>	01.05.1968
<i>Qualifications</i>	M.Com
<i>Brief resume &amp; Experience</i>	S.Seenivasan hold a Master's degree in Commerce (M.Com) and has 30 years working experience in textile spinning mills and have been actively involved in day-to-day operations.
<i>Expertise in specific Functional areas</i>	Accounting and Finance matters.
<i>Terms and conditions of appointment</i>	Mr. Subba Rao Seenivasan was appointed as Additional Director at the Board Meeting held on 28 <sup>th</sup> February 2023 to be regularized at AGM held on 30 <sup>th</sup> September 2023.
<i>Remuneration sought to be paid</i>	NA
<i>Remuneration last drawn (for financial year 2022-23)</i>	NA
<i>Date of first appointment on the Board</i>	28 <sup>th</sup> February 2023
<i>Shareholding in the Company as of March 31, 2023</i>	NA
<i>Relationship with other Directors, Manager and KMP of the Company</i>	NA
<i>Number of Board Meetings attended during FY 2022-23</i>	1
<i>Other Directorships, Membership/ Chairmanship of Committees of other Boards</i>	NA
<i>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</i>	NA

<b>Name of Director</b>	<b>Mr. Nagarajan</b>
<i>DIN</i>	10045329
<i>Date of Birth / (Age)</i>	19.03.1961
<i>Qualifications</i>	BBA Graduate
<i>Brief resume &amp; Experience</i>	V.Nagarajan is a graduate of BBA with a rich experience of 43 years in the textile spinning industry.
<i>Expertise in specific Functional areas</i>	Accounting and Finance matters.
<i>Terms and conditions of appointment</i>	Mr. Nagarajan was appointed as Additional Director at the Board Meeting held on 28 <sup>th</sup> February 2023 to be regularized at AGM held on 30 <sup>th</sup> September 2023.
<i>Remuneration sought to be paid</i>	NA
<i>Remuneration last drawn (for financial year 2022-23)</i>	NA
<i>Date of first appointment on the Board</i>	28 <sup>th</sup> February 2023
<i>Shareholding in the Company as of</i>	NA

<i>March 31, 2023</i>	
<i>Relationship with other Directors, Manager and KMP of the Company</i>	NA
<i>Number of Board Meetings attended during FY 2022-23</i>	1
<i>Other Directorships, Membership/ Chairmanship of Committees of other Boards</i>	NA
<i>In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</i>	NA



## **BOARD'S REPORT**

To The Members,

Your directors have pleasure in presenting the Thirty Fourth Annual Report together with the audited financial statements of the company for the financial year ended March 31, 2023.

### **1. FINANCIAL RESULTS**

#### **1.1 Financial Results**

The performance of the Company for the Financial Year ended 31<sup>st</sup> March 2023 is summarized below:

<b>Particulars</b>	<b>2022-2023 (Rs.)</b>	<b>2021-2022 (Rs.)</b>
Total Income	13,62,189	6,08,91,942
Exceptional Items	3,77,92,381	5,14,57,621
Total Expenses	43,52,787	14,71,32,985
Profit (+) /Loss (-) for the period	3,48,01,783	(3,47,83,422)
Balance of Loss as per Last Balance Sheet	(84,53,41,661)	(81,05,58,239)
Add: Transfer from Profit and Loss Account	3,48,01,783	(3,47,83,422)
<b>Balance Loss carried over to next year</b>	<b>(81,05,39,878)</b>	<b>(84,53,41,661)</b>

#### **1.1.1 Company's Performance**

The Company has registered a total income of Rs. 13.62 lakhs as against Rs. 608.92 lakhs in the previous financial year 2021-22. The income has substantially reduced due to stoppage of production as the power connection to the factory was disconnected. The company could not resume the operations due to the ongoing liquidity and financial crisis. Considering the severe constraint faced by the company in resuming its operations, certain machineries which has been lying idle were sold to avoid it became obsolete. The exceptional income out of sale proceeds of machinery during the year amounts to Rs. 377.92 lakhs. The company has registered a net profit of Rs. 348.01 lakhs for the financial year 2022-23 mainly due to the income from sale of machinery. The accumulated loss at the end of the financial year amounts to Rs. 8105.40 lakhs as against Rs. 8453.42 lakhs in the previous financial year. As at the end of the financial year the net worth of the company continues to be negative.

### **2. SHARE CAPITAL AND DEBENTURES**

The paid-up share capital of the Company is divided as 3,97,84,736 equity shares of Rs.10/- each, aggregating to Rs. 39,78,47,360/-. There was no change in the Authorised, Issued, Subscribed and Paid-up share capital of the company during the period under review.

### **3. DIVIDEND**

In the absence of any distributable profit, the Board does not recommend payment of any Dividend on the Equity Shares for FY 2022-23.

### **4. TRANSFER TO RESERVES**

Due to losses of the Company for the period ended 31<sup>st</sup> March 2023, your Directors have not proposed any amount to be transferred to the General Reserves of the Company.

## **5. SUBSIDIARIES**

The Company is a Subsidiary of M/s. Shri Ramalinga Mills Limited, who holds 61.63% in the Company. However the Company does not have any subsidiaries.

## **6. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS**

There are no material changes or commitments affecting the financial position of the Company which have occurred during the financial year and from the end of the financial year till the date of this Report.

## **7. DIRECTORS AND KMP**

As at the end of financial year, your company's Board of Directors comprises of the following members, namely:

1. Veerappa Naicker Ramasamy Naicker Rajendran, Independent Director
2. Rajendran Jamuna, Non-Executive Director
3. Subba Rao Seenivasan, Additional Director
4. Nagarajan, Additional Director

The Company has received all the necessary declarations from each Independent Director under Section 149 (7) of the Companies Act, 2013 confirming that he meets the criteria of Independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015.

Mr. Subba Rao Seenivasan and Mr. Nagarajan were appointed as Additional Directors in the Company with effect from 28<sup>th</sup> February 2023. Their appointment is proposed to be regularized at the ensuing Annual General Meeting of the Company scheduled to be held on 30<sup>th</sup> September 2023.

Ms. Rajendran Jamuna, Non-Executive Director, retiring by rotation in the ensuing Annual General Meeting, has offered herself for re-appointment.

Pursuant to provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company is Mr. Rajeshkanna Krishnabai, Chief Financial Officer.

## **8. DECLARATION FROM INDEPENDENT DIRECTORS**

All the independent directors (IDs) have submitted their declaration of independence, as required pursuant to section 149(7) of the Act, confirming that they meet the criteria of independence as provided in section 149(6) of the Act. In the opinion of the board, the IDs fulfill the conditions specified in the Act and the rules made there under for appointment as IDs including integrity, expertise and experience and confirm that they are independent of the management. All the IDs of the company have registered their names with the data bank of IDs and are in the process of completion of online proficiency self-assessment test as per the timeline notified by the Ministry of Corporate Affairs (MCA).

## **9. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 4 (2) of SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance and of the individual Directors as well as an evaluation of the working of all the Committees of the Board. The Board of Directors was assisted by the Nomination & Remuneration Committee. The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be.

The Board of the Company followed the criteria as specified in the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India (“SEBI”) for evaluating the performance of the Board as a whole, Committees of the Board, Individual Directors and the Chairman. The criteria for evaluation of the Board as a whole, inter alia, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board and Board & Management. The criteria for evaluation of Individual Directors covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees covered areas related to mandate and composition, effectiveness of the Committee, structure of the Committee and meetings, etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company, the Management and the Board was taken into consideration by the Board in carrying out the performance evaluation.

## **10. POLICY ON APPOINTMENT OF DIRECTORS OF THE COMPANY**

The Nomination and Remuneration Committee (“NRC”) develops the competency requirements of the Board based on the industry and the strategy of the Company, conducts a gap analysis and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarized with the operations of the Company and endeavours to provide relevant training to the Directors.

In accordance with the provisions of Section 178 of the Act and the SEBI Listing Regulations, the Board of Directors has adopted a Policy on Board Diversity and Director Attributes.

The Policy on Board Diversity and Director Attributes has been framed to encourage diversity of thought, experience, knowledge, perspective, age and gender in the Board and to have in place, a transparent Board nomination process.

## **11. DIRECTOR RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Statutory Auditors, including audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company’s internal financial controls were adequate and effective during FY 2022-23.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual accounts, Indian Accounting Standards (“Ind AS”) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended by the Companies (Indian Accounting Standards) Rules, 2016, notified under Section 133 of the Companies Act, 2013 (the “Act”), and other accounting principles generally accepted in India have been followed and that there are no material departures there from.

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss and cash flows of the Company for the year;

c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they had prepared the annual accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and

f) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

The Financial Statements have been prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

## 12. REPORTING OF FRAUDS

There were nil frauds reported by the Auditors under Section 143(12) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

## 13. REMUNERATION TO THE DIRECTORS/KMP

S. No.	Names	Designation	Remuneration in 2022-2023 (Amount in `)	Remuneration in 2021-22(Amount in `)
1	Veerappa Naicker Ramasamy Naicker Rajendran	Independent Director	0	0
2.	Rajendran Jamuna	Non-Executive Director	0	0
3.	Subba Rao Seenivasan	Additional Director	0	0
4.	Nagarajan	Additional Director	0	0
5.	Rajeshkanna Krishnabai	Chief Financial Officer (CFO)	0	0

## 14. DEPOSITS

The Company did not hold any deposits at the beginning of the year nor has it accepted any deposits during the year under review.

## 15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulations 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulation 2015, the management Discussion and Analysis report is annexed to this report as Annexure .....

## 16. CORPORATE GOVERNANCE REPORT

A report on corporate governance as per the Listing Regulations is attached and forms part of this report as Annexure .....

The report also contains the details as required to be provided on the composition and category of directors, number of meetings of the board, composition of the various committees, annual board evaluation, remuneration policy, criteria for board nomination and senior management appointment, whistle blower policy / vigil mechanism, disclosure of relationships between directors inter-se, state of company's affairs, etc. The executive director have submitted a compliance certificate to the board regarding the financial statements and other matters as required under regulation 17(8) of the Listing Regulations.

## 17. RISK MANAGEMENT

The Board periodically reviews the risks which are associated with business objectives, growth, talent, aspects etc., and actions are being taken to mitigate those risks then and there.

## **18. DEMATERIALISATION OF SHARES**

3,14,45,146 shares of the Company's paid up Equity Share Capital are in dematerialized form as on 31/03/2023. The Company's registrar is M/s S.K.D.C Consultants Limited having their registered office at 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028

## **19. NUMBER OF BOARD MEETINGS**

The Board of Directors duly met Nine times during the financial year under review. The gap between any two meetings did not exceed 120 days as prescribed under Companies Act, 2013. Dates of Board Meeting during the financial year are as follows:

<b>S. No.</b>	<b>DATE OF MEETING OF BOARD</b>
1	14.05.2022
2	28.05.2022
3	23.06.2022
4	13.08.2022
5	24.09.2022
6	27.10.2022
7	14.11.2022
8	28.02.2023
9	17.03.2023

## **20. SIGNIFICANT AND MATERIAL ORDERS**

During the period under review, there were no significant or material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

## **21. INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY**

Your Company has an internal control system, commensurate with the size, scale and complexity of its operations. The Company has robust policies and procedures which, inter alia, ensure integrity in conducting business, timely preparation of reliable financial information, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors. The Audit Committee regularly reviews the audit findings and action taken thereon, as well as the adequacy and effectiveness of the internal financial systems and controls. Statutory Auditors, M/s. Krishnan and Raman have also reviewed the internal controls systems as existing in the Company and have given an unmodified opinion on the same.

## **22. COMMITTEES**

The details of composition of the Board and its Committees, terms of reference of the Committees and the details of meetings held during the financial year are furnished in the Corporate Governance Report.

## **23. AUDITORS:**

### **Statutory Auditors:**

M/s Krishnan & Raman, Chartered Accountants, Chennai were appointed as the Statutory Auditors of the Company for at the 33<sup>rd</sup> AGM held on 21<sup>st</sup> November 2022 for a period of 5 years to hold office till the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the financial year 2027-28.

The Board was authorized to fix such remuneration as may be recommended by Audit Committee in consultation with the Auditors and are eligible for re-appointment.

The Report of the Statutory Auditors to the members is annexed and forms part of the financial statements and the same contains certain qualification, reservation, adverse remark or disclaimer. The management response to the same is provided below which may be read along with the relevant notes forming part of the financial statements. There were no frauds detected or reported by the Auditors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year ended March 31, 2023.

S.No	Qualification in Audit Report	Management Response
1	(a) Going Concern Concept	The audit has been raising this for the past few years due to the continuous loss incurred by the company which eroded networth of the company. They have raised their concern in this regard in the current year also in the light of fresh developments like discontinuation of production since 15 <sup>th</sup> December 2021 and disconnection of electricity connection to factory since 28 <sup>th</sup> December 2021. The revival efforts and the infusion of working capital by the promoters could not yield the desired results forcing the company to sell the machineries with a view to maximise the value of out of it. The funds received from sale of machines are used to repay the bank liabilities thereby pre-empted any recovery proceedings from banks. Presently except the cash credit there are no other bank borrowings. The promoters will continue to the support the company till such time where none of the revival measures succeed leaving no other option except liquidation/winding up of the company.
2	<b>The Company has not complied the disclosure for the following as per IND AS:-</b>	There were non-compliance with certain disclosures required. Considering the nature of these disclosures coupled with the present situation of the company, the relevance of these disclosures especially from the shareholder perspective is limited. However the company is in the process of gathering sufficient information to address this non-compliance.
3	<b>Report on Other Legal and Regulatory Requirements</b> Para 2(d) “ In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, except compliance of IndAs19 with respect to Employee Benefits.”	The company has settled all the employee liabilities including gratuity and no liability outstanding in relation to employee benefits.

## Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed S Muthuraju, Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2022-23.

The Company has received his written consent that the appointment is in accordance with the applicable provisions of the Act and rules framed thereunder. The Secretarial Auditor has confirmed that he is not disqualified to be appointed as the Secretarial Auditor of the Company. The Secretarial Audit Report, in the prescribed Form No. MR-3, is annexed as Annexure „II“.

The following Compliance Requirements and remarks were made by S Muthuraju in his Secretarial Audit Report dated 6th June 2023 on the Secretarial and other related records of the Company for FY 2022-23:

<b>Compliance Requirement</b>	<b>Deviation</b>
Non Compliance of Regulation 4 of the LODR	Company has not appointed second independent director as prescribed under regulation 4 of the Companies (appointment and qualification of director)
Non Compliance of Regulation 38 of LODR	Company has not fulfilled Minimum public shareholding requirement
Show Cause Notice regarding Compulsory delisting of Securities of Tamilnadu Jai Bharath Mills Limited from BSE Limited	Matter still pending before BSE
Appointment of Company Secretary – Non Compliance of Rule 8A and Section 203	Board has not appointed Company Secretary as on date.

As far as the above non-compliance, the steps are being taken to address the non-compliance. However, as far as compliance with Reg.38 is concerned, it is unlikely that the company will be able to comply with the same as there has been no interest shown by investors in company's shares due to its financial situation. BSE also intimated their decision to compulsorily delist the shares of the company from it.

## Auditor's Certificate on Corporate Governance:-

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the auditor's certificate on corporate governance is enclosed as Annexure to the Board Report.

## 24. EXTRACTS OF ANNUAL RETURN

As per Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the annual return of the Company for the financial year ended March 31, 2023 is available at the web address:  
[www.tnjb.net.in](http://www.tnjb.net.in).

## 25. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirements of cost audit as prescribed under the provisions of section 148(1) of the Act is not applicable for the business activities carried out by your Company.

## 26. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

The Financial Statements of the Company have been prepared in accordance with Ind AS, as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Act.

The Financial Statements have been prepared on an accrual basis under the historical cost convention. The Accounting Policies adopted in the preparation of the Financial statements.

## **27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information required under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is not applicable to the Company as it is not a manufacturing Company. However, your Company has been increasingly using information technology in its operation and promotes conservation of resources.

During the financial year ended March 31, 2023, there were no foreign currency expenditure and no foreign currency earnings.

## **28. CORPORATE SOCIAL RESPONSIBILITY**

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Company does not fulfill the requirement of Net Worth, Turnover and Net Profit that invoke the provisions for Corporate Social Responsibility.

## **29. VIGIL MECHANISM**

The Company has established a Vigil Mechanism for its Directors and employees to report their concerns or grievances. The said mechanism, inter alia, encompasses the Whistle Blower Policy, the Fraud Risk Management Process, and the mechanism for reporting of ethical concerns under the TCOC and the ABAC Policy and it provides for adequate safeguards against victimization of persons who use it.

Information regarding the mechanism and the channels for reporting concerns are communicated to the relevant stakeholders.

## **30. RELATED PARTY TRANSACTIONS**

The Company has adopted a Policy and a Framework on Related Party Transactions (“RPTs”) for the purpose of identification, monitoring and approving such transactions in line with the requirements of the Act and the SEBI Listing Regulations. During the year under review, the RPT Policy had been amended to, inter alia; include the amendments of the SEBI Listing Regulations.

All the RPTs that were entered into during FY 2022-23, were in ordinary course of business and on an arm’s length basis. There were no material transactions requiring disclosure under Section 134(3)(h) of the Act. Hence, the prescribed Form AOC-2 does not form a part of this Annual Report.

The details of RPTs as required to be disclosed by Indian Accounting Standard – 24 on “Related Party Disclosures” specified under Section 133 of the Act, read with the Companies (Indian Accounting Rules Standards) Rules, 2015, are given in the Notes to the Financial Statements.

## **31. CODE OF CONDUCT**

The board has laid down a “Code of Conduct” for all the Board Members and the senior management of the Company and the same has been posted on the website of the Company.

All Board members and senior management personnel have affirmed compliance with the Company’s code of conduct for the financial year 2022-23. A declaration to this effect is included in Corporate Governance report forming part of this Annual Report.

## **32. CODE FOR PREVENTION OF INSIDER TRADING**



The Company has adopted a Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) to regulate, monitor and report trading by insiders in securities of the Company. The board has further approved policy governing the procedure of inquiry in case of actual or suspected leak of unpublished price sensitive information. The code has also been hosted on the website of the Company.

### **33. SECRETARIAL STANDARDS**

The Company is in compliance with SS – 1 i.e. Secretarial Standard on Meetings of the Board of Directors and SS – 2 i.e. Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India.

### **34. DISCLOSURE REQUIREMENT**

As per Regulations 34 of the SEBI Listing Regulations, Business responsibility Report is not applicable for the company.

### **35. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company is committed to providing and promoting a safe and healthy work environment for all its employees. A „Prevention of Sexual Harassment“ Policy, which is in line with the statutory requirements, along with a structured reporting and redressal mechanism, including the constitution of Internal Complaints Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“the POSH Act”), is in place.

There were no complaints relating to sexual harassment pending at the beginning of the financial year. During the financial year 2022-23, no complaints were received by the Internal Complaints Committee.

### **36. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Loan of Rs. 0.2 crores has been obtained from Arupukottai Shri Ramalinga Spinners Private Limited, leading to amount of loan or advance in nature outstanding to be Rs. 8.4 crores.

The Company is to expand its business operations and for that purpose, it is proposed to rise funding for its lending business operations. The Company raises resources inter-alia by borrowing monies from time to time from various bodies corporate, banks, financial institutions, etc. and by way of issue of debentures including market linked debentures whether secured or unsecured, bonds or any other debt instruments and these borrowings are inter-alia secured by hypothecation of receivables/book debts, mortgage of immovable properties, promissory notes and pledge on the movable assets of the Company as recommended by the Board.

The Board recommends the Special Resolution as per the accompanying Annual General Meeting Notice, for approval by the Shareholders of the Company.

### **37. ACKNOWLEDGEMENT**

Directors deeply acknowledge the trust and confidence you have placed in the company. Director would also like to thank all its Banker, Customer, Vendors and Shareholders for their continued support to the Company. In specific, the Board would also record its sincere appreciation of the Commitment and Contribution made by all employees of the Company.

**Place: Aruppukottai**

**Date: 5<sup>th</sup> September 2023**

**BY ORDER OF THE BOARD  
TAMILNADU JAI BHARATH MILL LIMITED**

**JAMUNA RAJENDRAN  
DIRECTOR  
DIN: 08615534**

**NAGARAJAN  
DIRECTOR  
DIN: 10045329**

## REPORT ON CORPORATE GOVERNANCE

### A) COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Tamilnadu Jai Bharath Mills Limited’s (“TJBM”) philosophy on corporate governance envisages transparency, accountability and equity in all facets of its operations, and in all its interactions with its Stakeholders, Suppliers, Creditors, Employees etc., The Company’s decisions / actions in the conduct of business and in the treatment of its employees shall be devoid of any discriminations on the basis of sex, colour, creed castes etc.

### B) BOARD OF DIRECTORS

#### COMPOSITION

The strength of the Board as on 31<sup>st</sup> March 2023 is Four. Its composition / particulars of Directors and the details of the Board meetings held and attended by the Directors during the year under report are given below.

The corporate governance practices of the Company ensure that the board of directors remains informed, independent and involved in the Company and that there are ongoing efforts towards better governance to mitigate risks. In the opinion of the board, the independent director of the company fulfill the conditions specified in Listing Regulations / Companies Act, 2013 and are independent of the management of the company.

The necessary disclosures regarding the Committee positions held by them have been made by all the Directors. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees.

The details of directors as of March 31, 2023, including the details of their other board directorship and committee membership reckoned in line with regulation 26 of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013 the Act as well as their shareholdings, are given below:

<i>Name</i>	<i>Category</i>	<i>No of Directorship including TJBM as per reg 26</i>	<i>No of Committee membership including TJBM as per reg 26</i>	<i>Names of the other listed entities where the directors are holding directorship</i>
Mr. Veerappa Naicker Ramasamy Naicker Rajendran	Independent Director	1	2	-
Mr. Rajendran Jamuna	Non-Executive Director	1	2	-
Mr. Subba Rao Seenivasan	Non-Executive Director	1	2	-
Nagarajan	Non-Executive Director	1	2	-

### C) Meetings and Attendance

The Meeting of the Board is generally held at the registered office of the Company at 212, Ramaswamy Nagararupukottai, Arupukottai. During the financial year under review, Nine (9) Board meetings were held on 14.05.2022, 28.05.2022, 23.06.2022, 13.08.2022, 24.09.2022, 27.10.2022, 14.11.2022, 28.02.2023, 17.03.2023 and not more than 120 days elapsed between any two meetings.

Particulars of the Directors' attendance to the Meetings during the financial year ended March 31, 2023, are given below:

Name of the Director	Attendance at the Last AGM Held on 21/11/2022	No. of Board Meeting held, and attended, during tenure									
		1	2	3	4	5	6	7	8	9	
Mr. T.R. Dhinakaran*	Y	Y	Y	N	N	N	N	N	N	N	N
Mr. V.R. Rajendran**	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Ms. R. Jamuna	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Mr. V. Nagarajan	N	N	N	N	N	N	N	N	N	N	Y
Mr. S. Seenivasan	N	N	N	N	N	N	N	N	N	N	Y

\*Mr. T. R. Dhinakaran ceased to be a director with effect from 19/12/2022 due to his sudden demise

\*\* Mr. V.R. Rajendran stands resigned from the Company with effect from 12/08/2023

## Agenda

The Board meetings are scheduled well in time and Board members are given a notice of seven days before the meeting date except in case of emergent meeting. The Board members are provided with well-structured and comprehensive agenda papers.

## D) Independent Director

Company has received necessary declarations/ disclosures from each of the Independent Director of the Company stating that he meets the criteria of independence as required under Section 149(6) of the Companies Act, 2013 pursuant to Section 149(7) of the Companies Act, 2013 read along with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 of the Companies Act, 2013 and Regulation 25(8) of the SEBI (LODR) Regulations, 2015, and that he has a valid certificate of registration for his/her enrollment into the data bank for Independent Directors.

Independent Director is nor a Promoter or are related to Promoters. He does not have pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

## E) Independent Director Meeting

During the financial year under review, there being only one Independent Director in the Company, no Independent Directors meeting was conducted.

## F) Familiarisation Programme

The company has an ongoing familiarization programme for all directors with regard to their roles, duties, rights, responsibilities in the company, nature of the industry in which the company operates, the business model of the company, etc.

## G) Competencies of the Board

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of Company's business for effective functioning. It is also confirmed that the directors possess these skills and competencies in order to ensure effective functioning of the company.

<i>Core skills / Expertise / Competencies</i>
Industry Knowledge
Strategy & Planning
Corporate Governance
Technology
Management & Leadership

The director-wise skills and competencies are laid out in the table below:

Mr. V.R. Rajendran	Industry Knowledge, Strategy & Planning
Ms. R. Jamuna	Strategy & Planning, Corporate Governance
Mr. V. Nagarajan	Industry Knowledge, Strategy & Planning, Management & Leadership
Mr. S. Seenivasan	Industry Knowledge, Strategy & Planning, Corporate Governance, Management & Leadership

### **Remuneration to Directors**

The Company does not provide any remuneration and its remuneration policy is guided by the principles and objectives as enumerated in section 178 of the Companies Act 2013.

### **Sitting Fees**

The Company does not provide any sitting fees to any directors.

### **H) General Body Meetings**

The last three Annual General Meetings of the Company were held as under:

<b>Financial Year</b>	<b>Date</b>	<b>Location</b>
2019-2020	23/12/2020	Video Conferencing
2020-2021	31/12/2021	Video Conferencing
2021-2022	21/11/2022	Registered Office

### **I) Disclosures**

There are no materially significant transactions with the related parties viz. promoters, directors, relatives, the management, subsidiaries etc that may have a potential conflict with the interest of the company at large.

There has been some delay in certain compliances for which necessary payments levied by the BSE has been made.

### **J) Means of Communication**

The Company regularly interacts with the shareholders through multiple channels of communication such as publication of results on quarterly, half yearly basis and yearly basis. These results are disseminated to the shareholders and public through newspaper advertisements.

### **K) Code of Conduct**

The Company has laid down the code of conduct for its directors. The object of the code is to conduct the company's business ethically and with responsibility, integrity, fairness, transparency and honesty.

### **L) Registrar and Transfer Agents and Share Transfer System**

M/s S.K.D.C.Consultants Ltd, is your Company's Share Transfer Agent. Share transfer in physical form and other communications regarding shares, Change of Address etc may be addressed to

M /s. S.K.D.C.Consultants Ltd.,  
Surya 35, Mayflower Avenue  
Behind Senthil Nagar  
Sowripalayam Road,  
Coimbatore - 641 028

Phone: 0422-4958995/2539835  
E mail Id: info@skdc-consultants.com

**M) Disclosures:**

- (i) The related party transaction disclosures as required under AS – 18 are given in notes forming part of the Accounts in the Annual Report.
- (ii) Details of non-compliance by the company, penalties, and strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter relating to capital markets during the last three years – kindly refer the secretarial audit report forming part of the Board's report for details
- (iv) Mandatory requirements have been complied with while non-mandatory requirements have been complied with to the extent possible.

**N) Means of Communication:**

- (i) Quarterly Results: - The Company furnishes Quarterly Results to the concerned Stock Exchanges and also publishes them in Newspapers.
- (ii) Newspapers wherein results normally published: Makkal Kural (Virudhunagar Edition) and / Financial Express (All Editions)
- (iii) Any website, where displayed: [www.tnjb.net.in](http://www.tnjb.net.in).
- (iv) Whether it also displays official News releases: Yes
- (v) The presentation made to institutional Investors or to the analysts: NIL
- (vi) Management Discussion and Analysis is a part of Annual Report: Yes

**O) Distribution of Shareholding:-**

The Distribution of shareholding as on March 31, 2023 was as follows:

SI No.	No. of Equity Shares held	No. of Share Holders	% of total Shareholders	No. of Shares held	% of Issued capital
1.	1 - 500	35704	96.3775	4388578	11.03
2.	501 - 1,000	740	1.9975	622698	1.57
3.	1,001 - 5,000	495	1.3362	1103491	2.77
4.	5,001 - 10,000	44	0.1188	341112	0.86
5.	10,001 - above	63	0.1701	33328857	83.77
	<b>Total</b>	<b>37046</b>	<b>100.00</b>	<b>39784736</b>	<b>100.00</b>

P) Details of Shareholding as on March 31, 2023 was as under:-

**SHAREHOLDING PATTERN**

	Category - Wise Share Holding	Physical	Demat	Total	%	Physical	Demat	Total	%
					of total				of total
(A)	Shareholding of Promoter & Promoter Group				Shares				Shares
1	Indian								
a	Individuals / Hindu Undivided Family	4326680	288193	7208610	18.12	4326680	288193	7208610	18.12
b	Central Govt./ State Govt.	0	0	0	0	0	0	0	0
c	Bodies Corporate	22036836	2532200	24569036	61.75	22036836	2532200	24569036	61.75
d	Financial Institutions / Banks	0	0	0	0	0	0	0	0
e	Any Others (Specify)	0	0	0	0	0	0	0	0
	Sub Total (A)(1)	26363516	2820393	31777646	79.87	26363516	2820393	31777646	79.87
2	Foreign								
	Sub Total (A) (2)	0	0	0	0	0	0	0	0
	Total Shareholding Promoter and Promoter Group (A)=(A)(1) + (A)(2)	26363516	2820393	31777646	79.87	26363516	5414130	31777646	79.87
(B)	Public Shareholding								
1	Institutions								
(a)	Mutual Funds	2800	0	2800	0.01	2800	0	2800	0.01
(b)	Financial Institutions / Banks	300	200	500	0	300	200	500	0
	Sub Total (B)(1)	3100	200	3300	0.01	3100	200	3300	0.01
2	Non -institutions								
(a)	Bodies Corporate	197900	165129	363029	0.91	197900	165129	363029	0.91
(b)	Individuals	0	0	0	0	0	0	0	0
(i)	Upto 2 Lakhs	5183190	1238066	6421256	16.14	5189990	1231766	6421756	16.14
(ii)	Excess 2 Lakhs	23700	205571	229271	0.57	23700	205571	229271	0.57
(c)	Qualified Foreign Investor	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0	0	0	0
	Directors & their Relatives	284100	29700	313800	0.79	284100	29700	313800	0.79
	Trusts	0	100	100	0	0	100	100	0
	Non Resident Indians	606800	0	606800	1.53	606800	2000	608800	1.54
	Non Resident Indians(Non Rapt)	0	1900	1900	0.01	0	0	0	0
	Hindu Undivided Families	0	67634	67634	0.17	0	67034	67034	0.17
	Sub Total (B)(2)	6295690	1708100	8003790	20.12	6302490	1701300	8003790	20.12
(B)	Total Public (B)=(B)(1)+(B)(2)	6298790	1708300	8007090	20.13	6305590	1701500	8007090	20.13
	TOTAL (A + B)	32662306	4528693	39784736	100.00	32669106	7115630	39784736	100.00
(C)	Shares held by Custodians								

<b>1</b>	<b>Promoter Group</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Public</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Sub Total ( C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total (A)+(B)+ ( C )</b>	<b>326623 06</b>	<b>4528693</b>	<b>39784736</b>	<b>100.00</b>	<b>32669106</b>	<b>7115630</b>	<b>39784736</b>	<b>100.00</b>

### Q) Listing with Stock Exchange

The Equity shares of the Company are currently under the process of de-listing by the Bombay Stock Exchange Ltd. Hence, no annual listing fee has been levied by them for FY 2022-23.

### R) Market Price data

The Company's equity share trading has been suspended from the Bombay Stock exchange Ltd, hence there is no available market price data.

### S) General Shareholder Information

Annual General Meeting:

Date	30.09.2023
Time	11.30 AM.
Venue	Video Conferencing
Financial Year	2022-2023
Book Closure Date	24 <sup>th</sup> September 2023 to 30 <sup>th</sup> September 2023
Listing on Stock Exchange	BSE LTD *(The same has been suspended from trading by BSE Ltd)
Scrip Code:	521038
ISIN No.	INE868H01017

### T) Vigil Mechanism/ Whistle blower Policy

In accordance with the requirements of section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, 2015, the Company has formulated a "vigil Mechanism/ Whistle Blower Policy" which provides an avenue to the Directors and employees of the Company to directly report, their genuine concerns including unethical behavior and violation of code of conduct, to the chairman of the Audit Committee.

No person has been denied access to the chairman of the Audit committee of the Board of Directors of the Company.

### U) Shareholder"/Investors" Relationship Committee

The shareholder"/Investors" Relationship Committee of the Board has been constituted to look into complaints like transfer of shares, Non-receipt of Dividend etc. The committee is headed by Ms. Jamuna, as Chairman, Late Shri T.R.Dhinakaran, and Shri.V.R. Rajendran were the members of the Committee. There were no pending share transfers. There were no significant Investor grievance during the year and no Grievance / Letters from the Investors were pending disposal as on the date of this report. Four Committee Meetings were held on:

28.05.2022, 13.08.2022, 14.11.2022, 17.03.2023

The composition of the committee and attendance at its meeting is given below:

Name of the Director	No. of Audit Committee Meeting held, and attended, during tenure			
	1	2	3	4



Late Mr. T.R. Dhinakaran*	Y	N	N	N
Mr. V.R. Rajendran**	Y	Y	Y	Y
Ms. R. Jamuna	Y	Y	Y	Y

**\*Mr. T. R. Dhinakaran ceased to be a director with effect from 19/12/2022 due to his sudden demise**

**\*\* Mr. V.R. Rajendran stands resigned from the Company with effect from 12/08/2023**

#### V) Audit Committee

In compliance with the requirement of Section 177 of the Companies Act, 2013, as per SEBI(LODR) Regulations, 2015 of the Listing Agreement, the Board has constituted an Audit Committee with terms of reference as detailed in the said section / SEBI (LODR) Regulations, 2015.

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of accounting, auditing and reporting practice of the company and its compliance with legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the company, the audit of the Company's Financial Statements, the appointments of Auditor, Independent Performance and remuneration of the Statutory Auditors. The committee is headed by Mr V R Rajendran, as Chairman, Ms. Jamuna Rajendran, Director and Late Mr. T.R. Dhinakaran, Director were the members of the Committee.

During the year under review, four meetings of the committee were held during the year ended:

28.05.2022, 13.08.2022, 14.11.2022, 17.03.2023

The composition of the committee and attendance at its meeting is given below:

Name of the Director	No. of Audit Committee Meeting held, and attended, during tenure			
	1	2	3	4
Mr. T.R. Dhinakaran*	Y	N	N	N
Mr. V.R. Rajendran**	Y	Y	Y	Y
Ms. R. Jamuna	Y	Y	Y	Y

**\*Mr. T. R. Dhinakaran ceased to be a director with effect from 19/12/2022 due to his sudden demise**

**\*\* Mr. V.R. Rajendran stands resigned from the Company with effect from 12/08/2023**

#### Nomination and Remuneration Committee

The Committee shall identify the persons who are qualified to become Directors of the Company/ who may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a policy, relating to the remuneration, Key Managerial personnel and other employees.

Mr. V.R. Rajendran is the Chairman of the Nomination and Remuneration Committee. Ms. Jamuna Rajendran, Director is a member of the Committee. The terms of reference of the Nomination and Remuneration Committee cover the matters specified under SEBI (LODR) Regulations, 2015 of the Listing Agreement and Section 178 of the Companies Act, 2013, besides other issues as may be referred to by the Board of Directors from time to time.

#### No. of Meeting

During the year the no Committee meeting was held.

## Name, Composition and attendance during the Year

Name of the Director	No. of Meetings Held	No. of Meeting Attended
Mr. V.R. Rajendran**	-	-
Ms. R. Jamuna	-	-

**\*\* Mr. V.R. Rajendran stands resigned from the Company with effect from 12/08/2023**

## Share Transfer Committee

Composition of Share Transfer Committee is as follows:

Shri. V.R.Rajendran, Member\*\*  
Mrs. R. Jamuna, Member

The terms of reference of the Shareholders' Committee are as follows:

- To issue of Duplicate share certificates as and when the requests are received by the Company;
- To approve the register of members as on the record date(s) and /or book closure date(s) for receiving dividends and other corporate benefits;
- To review correspondence with the shareholders vis-à-vis legal case and take appropriate decisions in that regard; and
- To authorise affixing of the Common seal of the Company from time to time on any deed or other instrument requiring authentication by or on behalf of the Company.
- Further, Share Transfers approved by the Committee were place before the Board of Directors at their meetings from time to time. There were no pending Share Transfers as on date of this report.

**\*\* Mr. V.R. Rajendran stands resigned from the Company with effect from 12/08/2023**

## Corporate Social Responsibility Committee

The composition of the CSR Committee is in compliance with the provision of Section 135 of the Companies Act, 2013.

The Committee comprises of Shri.V.R. Rajendran\*\* (Non-Executive and Independent Director) and Mrs. R.Jamuna (Non-Executive Director), are other member of the Committee.

There being no active operations of the Company, the need for Committee meeting does not arise.

The CSR Committee is empowered, pursuant to its terms of reference, inter alia, to

1. Specifying the amount of expenditure to be incurred on the CSR activities;
2. Monitoring the CSR Policy of the Company from time to time;

Such activities as the Board of Directors may determine from time to time.

**\*Mr. T. R. Dhinakaran ceased to be a director with effect from 19/12/2022 due to his sudden demise**

**\*\* Mr. V.R. Rajendran stands resigned from the Company with effect from 12/08/2023**

## W) SEBI Complaints Redressal Systems (SCORES)

The Company is not in compliance with the Scores and redressed the shareholders complaints well within the stipulated time.

### **X) Reconciliation of Share Capital Audit:-**

As stipulated by SEBI, a Reconciliation of Share Capital Audit is conducted on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and paid up Capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchange and is placed before the Board of Directors of the Company.

### **Y) Related Party Transactions disclosures**

All related party transactions that were entered into during the financial year were on arm's length basis and in ordinary course of business. There were no materially significant 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. There were no contracts or arrangements entered into with related parties during the year to be disclosed under sections 188(1) and 134(3)(h) of the Companies Act in form AOC 2.

### **Z) Disclosure under POSH Act, 2013**

Your Company has not received any complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year ended March 31, 2023 and there are no complaints pending as on the end of the financial year.

### **AA) Penalties**

There were no penalties, strictures imposed on the company by stock exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years except the penalties imposed by Stock Exchange for non-compliance with certain listing norms like not maintaining the minimum public shareholding etc. The details of non-compliance and the fines imposed are stated in the secretarial audit report forming part of the Board's report.

### **BB) Fees paid to Statutory Auditors**

The total fees paid by the Company during the financial year ended March 31, 2023, to the Statutory Auditors including all entities in their network firm / entity of which they are a part is given below:

Particulars	Amount in lakhs
Fees for audit and related services paid to statutory auditors and affiliates firms and to entities of the network of which the statutory auditor is a part	25,000
Other fees paid to statutory auditors & affiliates firms and to entities of the network of which the statutory auditor is a part	0
Total Fees	25,000

### **CC) Compliance Certificate on Corporate Governance**

The certificate on compliance of corporate governance norms from a practicing company secretary is enclosed to this report.

### **DD) Certificate from Company Secretary in Practice**

Mr. Sandeep Sukumar has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as director of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority. A certificate to this effect has been enclosed to this report.

**EE) CEO/CFO Certification**

Chief Executive Officer and Chief Financial Officer have submitted a compliance certificate to the board regarding the financial statements and internal control systems as required under regulation 17(8) of SEBI (LODR) 2015.

**FF) Corporate Identity Number**

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate affairs, Government of India is L17111TN1989PLC018267

**GG) Green Initiative in the Corporate Governance**

As part of the Green Initiative process, the Company has taken an initiative of Sending Documents like Notice calling of Annual General Meeting, Corporate Governance report, Directors Report, audited financial Statements, Auditor's Report etc. Physical Copies are sent only to those shareholders whose email addresses are not registered with the Company. Shareholders are requested to register their email id with the registrar and share transfer Agent/Concerned Depository to enable the Company to send the Documents in electronic form or inform the Company in case they wish to receive the above documents in paper mode.

**Place: Aruppukottai**

**Date: 05.09.2023**

**BY ORDER OF THE BOARD**

**JAMUNA RAJENDRAN  
DIRECTOR  
DIN: 08615534**

**NAGARAJAN  
DIRECTOR  
DIN: 10045329**

TAMILNADU JAI BHARATH MILL LIMITED

CIN: L17111TN1989PLC018267

REGD. OFFICE ADDRESS: 212, RAMASWAMY NAGARARUPUKOTTAI, ARUPUKOTTAI

Email: [tjnbsecretaryms@yahoo.com](mailto:tjnbsecretaryms@yahoo.com)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Economic Overview

#### **GDP Growth: The estimates for the Indian economic growth are as below:**

**National Statistical Office (“NSO”):** The growth in the real GDP during FY 2022-23 is estimated at 7.0%, compared to 9.1% in FY 2021-22. This is driven by the accentuated headwinds from prolonged geopolitical tensions, tightening global financial conditions and slowing external demand. As the year progressed, most of the economic indicators such as GST collection, IIP, Exports and UPI transactions saw an uptick, indicating a steady recovery from the lows of the first quarter of FY 2022-23.

While India's growth outlook for the year ahead remains bright, driven by private consumption and elevated public spending, but risks remain, the biggest of which is inflation. Higher inflation can curtail the discretionary consumption and unfavorably affect the recovering domestic demand. The ongoing geopolitical crisis has caused supply chain disruptions which have led to higher commodity prices; if this gets prolonged, it can further fuel the inflation. As Rupee depreciates and import prices go up, taming inflation can become an uphill task for the central bank. A slower than expected global growth recovery may affect the demand for exports.

In this hostile international environment, the Indian economy remains resilient, drawing strength from its macroeconomic fundamentals. Our financial system remains robust and stable. Banks and corporates are healthier than before the crisis. India is widely seen as a bright spot in an otherwise gloomy world. Yet, our inflation remains elevated, as in most parts of the world.

India's retail inflation soared to an 18-month high of 4.25 % driven by inflationary pressures. While RBI's stance remains accommodative in order to support growth, ensuring that inflation remains within the target going forward shall be a key for a sustainable growth environment. However, a downside to this is any further increase in the rates may force Banks and NBFCs to further increase their lending rates, and thus affecting consumption and capital expenditure.

Nevertheless, the opportunities for growth remain intact driven by strong economic fundamentals, favorable economic policies (such as PLI scheme, Aatmanirbhar Bharat Abhiyan and Startup India initiative), digital push, demographic dividend and growing global preference for India as an investment destination. Further, as the Company enters into FY 2023-24, the thrust on capital expenditure in Union Budget 2023 is a welcome move and expected to push demand through multiplier effect on the economy.

Given the proactive efforts by the regulator and the push from the government to support growth, the Company expects the inflationary environment to soften and a large vaccinated population is likely to contain the impact of subsequent COVID-19 waves, which will give way to robust growth going forward.

This in turn shall spur credit demand across retail, SME and corporate segments, and reflect in the performance of the financial services sector as a whole.

## Industry

Empowered with the abundant availabilities of Raw Materials, India also has a large pool of manpower which is advantageous since Spinning Mills and Yarn Production is a labour-intensive sector. All these factors promoted India as one of the leading manufactures and a sourcing hub. The enthusiasm in this industry on account of the latest FTAs is expected to move beyond enhanced market access and trade.

Customers are looking for market diversification and explicitly, India is the most favoured destination. The Country has the potential to grab the emerging demands and markets by making investments in sustainability, circularity and traceability, supported by the concluded / yet to be concluded FTAs.

## YARN

The majority of yarn produced across the globe is used to manufacture apparels. Currently, consumers and brands are promoting sustainable fashion like never before, and clothing made using yarn is an excellent choice for sustainability. High yarn price was compounded by a rise in prices. Challenges such as the Russia – Ukraine war have further contributed to the price rise. However, the prices are returning to normalization as the supply chain is getting back on track. This in turn is expected to normalize the industry in the next few years. Nowadays, key fashion houses and retailers have started to progressively incorporate the supply chains resulting in a significant increase in the product demand. This is anticipated to benefit and create new opportunities for the yarn market growth. Thus, rising demand from the global industry is likely to drive its market growth.

## Financial Performance – FY 2022-23

S. No.	Particulars	2022-2023(Rs. „,00“)	2021-2022( Rs. '00')
1.	Total Income	13,62,189	6,08,91,942
2.	Exceptional Items	3,77,92,381	5,14,57,621
3.	Total Expenses	43,52,787	14,71,32,985
4.	Profit (+) /Loss (-) for the period	3,48,01,783	(3,47,83,422)
5.	Balance of Loss as per Last Balance Sheet	(84,53,41,661)	(81,05,58,239)
	Add: Transfer from Profit and Loss Account	3,48,01,783	(3,47,83,422)
6.	<b>Balance Loss carried over to next year</b>	(81,05,39,878)	(84,53,41,661)

The summary of financial performance depicted above is self-explanatory. In the absence of major variation in the Key ratios no explanation is provided in that regard.

## RISK FACTORS AND MITIGATION

- 1) Raw material prices

Depending on the monsoon and the Government policy the prices of cotton and the price of yarn will vary affecting the performance either way.

2) Labour

We have sufficient work force as the Company is functioning in an area where there are no alternative employment opportunities. Adequate measures are being undertaken to have conducive industrial relation in the organization and to maintain the required level of work force.

### **Compliance**

The Company endeavors to comply with all applicable laws, rules, circulars and regulations applicable to it and to a great extent has complied with the same.

### **Internal Control**

Internal Control comprises of the plan of organization and all the coordinate methods and measures adopted within a business to safeguard its assets; check the accuracy and reliability of its accounting data and completeness of accounting records; promote operational efficiency; to encourage adherence to the prescribed managerial policies, to assist in achieving the orderly and efficient conduct of business; prevention and detection of fraud and errors and timely preparation of financial statements. Internal controls are supplemented by an Internal Audit. The company has adequate internal control having regard to the level and nature of its operations.

### **Human Resources**

The Company ensures that a conducive work environment prevails at its operating facilities and its employee's welfare are taken care in an adequate manner. .

### **Cautionary Statement**

Statement made in this MD&A describing the group's objectives, projection's, estimates, general market trends, expectations etc., may constitute „forward looking statements“ within the ambit of applicable laws and regulations. These „forward looking statements“ involve a number of risks, uncertainties and other factors that could cause actual results differ materially from those suggested by the „forward looking statement“.

**Place: Aruppukottai**

**Date: 05.09.2023**

**BY ORDER OF THE BOARD**

**JAMUNA  
RAJENDRAN  
DIRECTOR  
DIN: 08615534**

**NAGARAJAN  
DIRECTOR  
DIN: 10045329**

TAMILNADU JAI BHARATH MILL LIMITED  
CIN: L17111TN1989PLC018267  
REGD. OFFICE ADDRESS: 212, RAMASWAMY NAGARARUPUKOTTAI, ARUPUKOTTAI  
Email: [tjbssecretaryms@yahoo.com](mailto:tjbssecretaryms@yahoo.com)

**CFO Certification**  
**Pursuant to Regulation 17(8) of SEBI, LODR, 2015**

The Board of Directors  
Tamilnadu Jai Bharath Mill Limited

This is to certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023, and that to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, that there are no deficiencies in the design or operation of such internal controls of which we are aware.
4. We have indicated to the auditors and the Audit Committee that
  - a. There are no significant changes in internal control over financial reporting during the year;
  - b. There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. There are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Aruppukottai  
Date: September 09, 2023

**Subba Rao Seenivasan**  
Chief Financial Officer





**S SANDEEP**, B Com, FCS, Lib  
Managing Partner

**S SANDEEP & ASSOCIATES**  
Company Secretaries

Flat No. 10, Second Floor, Sucons Padmalaya,  
No. 5 Venkatnarayana Road, T Nagar,  
Chennai - 600 017. Tel :63695 94158  
sandeep@sandeep.cs.in  
www.sandeep.cs.in

**Independent Company Secretary's certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

The Members,  
**TAMILNADU JAI BHARAT MILLS LIMITED**  
212, Ramaswamy Nagararupukottai, Arupukottai

We have examined documents, books, papers, minutes, forms and returns filed and other relevant records maintained by Tamilnadu Jai Bharat Mills Limited, (CIN L17111TN1989PLC018267) having its Registered Office at 212, Ramaswamy Nagararupukottai, Arupukottai, for the purpose of certifying compliance of the conditions of Corporate Governance under Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2023. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

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

In our opinion and on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied the conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended for the financial year ended March 31, 2023, subject to following qualifications:

S.No.	Compliance requirement	Deviation
1	Non Compliance under Regulation 16(1)(b) & 25(6)	Company has not appointed Independent director as prescribed under the mentioned regulation
2	Non Compliance under Regulation 17(5)	Company has not set up any code of conduct as prescribed under the mentioned regulation.



**S SANDEEP & ASSOCIATES**  
Company Secretaries

This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S Sandeep & Associates



**S Sandeep**

Managing Partner

FCS No.5853; COP No. 5987

UDIN: F005853E000980200

PR No.: 1116/2021

Place: Chennai  
Date: September 09, 2023

**TAMIL NADU JAIBHARATH MILLS LTD**  
**ARUPPUKOTTAI**

**BALANCE SHEET AS AT 31.03.2023**

PARTICULARS	Note No	As at 31.03.2023	As at 31.03.2022
<b>I ASSETS:</b>			
<b>1 NON-CURRENT ASSETS:</b>			
(a) Property, Plant and Equipment	1	9,69,15,372	12,17,62,558
(b) Financial Assets:			
(i) Investments	2	1,000	1,000
(ii) Trade Receivable-More than 6 months	3	3,53,92,751	3,53,92,751
(iii) Security Deposits	4	31,99,374	32,66,806
(d) Defered Tax Asset (Net)	5	15,79,54,676	15,79,54,676
<b>2 CURRENT ASSETS:</b>			
(a) Inventories	6	0	42,15,097
(b) Financial Assets:			
(i) Trade Receivable	7	0	0
(ii) Cash and Cash Equivalents	8	1,341	3,37,118
(c) Other Current Assets	9	2,53,67,142	3,04,80,854
<b>TOTAL ASSETS</b>		<b>31,88,31,658</b>	<b>35,34,10,860</b>
<b>II EQUITY AND LIABILITIES:</b>			
<b>1 EQUITY:</b>			
(a) Equity Share Capital	10	39,78,47,360	39,78,47,360
(b) Other Equity	11	-80,83,87,238	-84,31,89,021
Total equity		-41,05,39,878	-44,53,41,661
<b>2 LIABILITIES:</b>			
<b>(A) NON-CURRENT LIABILITIES:</b>			
(a) Financial Liabilities:			
(i) Borrowings	12	37,93,79,047	37,69,43,257
(ii) Trade Payables	13	1,00,76,197	1,11,55,577
(iii) Liability for expenses	14	91,02,378	91,20,488
(iv) Other Financial Liabilities	15	30,56,21,608	38,10,54,288
(b) Provisions	16	0	9,62,461
<b>(B) CURRENT LIABILITIES:</b>			
(a) Financial Liabilities:			
(i) Bank Borrowings	17	2,38,69,174	1,24,85,136
(b) Other Current Liabilities	18	13,23,131	70,31,314
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>31,88,31,658</b>	<b>35,34,10,860</b>

As per our report of even date

For M/s. KRISHNAN AND RAMAN  
Chartered Accountants  
Firm Registration No.001515S

  
V. SRIKRISHNAN  
PARTNER. Membership No.206115  
UDIN NO.223206115BGYNXCX4048

PARTNE : Aruppukottai  
Date : 30th May 2023



  
Director

  
Director

  
Chief Financial officer

TAMILNADU JAI BHARATH MILLS LTD  
2022-23 01.04.22-31.03.23

Sl. No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
		AS ON 1.4.2022	Addition upto 31.03.2023	Deletion upto 31.03.2023	AS ON 31.3.2023	AS ON 1.4.2022	Upto 31.03.2023	Withdrawn this YEAR	AS ON 31.03.2023	AS ON 31.03.2023	AS ON 31.3.2022	AS ON 31.3.2022
1	LAND & BUILDING	2057046			2057046							
	Land	133160641			133160641							
	Buildings	28963556			28963556							
	Staff & Labour Quarter	281818			281818							
	Temple											
2	PLANT & MACHINERY	359365226	0	163927859	195437367	334823293	0	139385926	195437367	0	24541933	
	Machineries	122802			122802	108462	0		108462	14340	14340	
3	VEHICLES	3512302	40,000	3,552,302	0	3207048	-	3207048	0	0	305254	
4	OTHER ASSETS	1201226	-		1201226	1201226	-		1201226	0	0	
	Furniture & fixtures											
	TOTAL	528664617	40000	167480161	361224456	406902059	0	142592974	264309084	96915372	121762559	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2023

PARTICULARS					Note No	As at 31.03.2023	As at 31.03.2022	
(i)	<b>INVESTMENTS IN EQUITY INSTRUMENTS:</b>				2			
1	<b>QUOTED:</b> TCP Ltd, Chennai - 100 Nos of Equity Shares of Rs.10/- each/Market value Rs 10/share.					1,000	1,000	
	<b>TOTAL</b>					<b>1,000</b>	<b>1,000</b>	
	<b>FINANCIAL ASSETS:</b>				3			
	<b>TRADE RECEIVABLE :</b>							
	Unsecured, Considered Good.					3,53,92,751	3,53,92,751	
	Outstanding for a period exceeding six months					<b>3,53,92,751</b>	<b>3,53,92,751</b>	
	Trade Receivables Ageing schedule: 2022-23(Amount in Rs.)							
Sl.No	Particulars	Outstanding for the following periods from the due date of payment						
		Less than 6 months	6 months - 1 Years	1 - 2 Years	2 - 3 Years	More than 3 Years	Total in Rs.	
(i)	Undisputed Trade Receivable - Considered Good	0	0	1,529	0	0	1,529	
(ii)	Undisputed Trade Receivable - Considered Doubtful	0	0	0	0	0	0	
(iii)	Disputed Trade Receivable - Considered Good	0	0	0	0	44,45,782	44,45,782	
(iv)	Disputed Trade Receivable - Considered Doubtful	0	0	0	0	3,09,45,440	3,09,45,440	
		0	0	1,529	-	35,391,222	35,392,751	
	Trade Receivables Ageing schedule: 2021-22(Amount in Rs.)							
Sl.No	Particulars	Outstanding for the following periods from the due date of payment						
		Less than 6 months	6 months - 1 Years	1 - 2 Years	2 - 3 Years	More than 3 Years	Total in Rs.	
(i)	Undisputed Trade Receivable - Considered Good	0	909	2,226	2,23,920	0	2,27,055	
(ii)	Undisputed Trade Receivable - Considered Doubtful	0	0	0	3,09,883	0	3,09,883	
(iii)	Disputed Trade Receivable - Considered Good	0	0	0	0	44,45,782	44,45,782	
(iv)	Disputed Trade Receivable - Considered Doubtful	0	0	0	0	3,04,10,031	3,04,10,031	
		0	909	2,226	533,803	34,855,813	35,392,751	
	<b>OTHER FINANCIAL ASSETS:</b>				4			
	<b>Security Deposits - Unsecured, Considered Good:</b>							
	TNEB & Other Security Deposits					31,99,374	32,66,806	
						<b>3,199,374</b>	<b>3,266,806</b>	
	<b>DEFERRED TAX ASSETS (Net)</b>				5			
	Deferred Tax Asset as on 31.03.2022					15,79,54,676	15,79,54,676	
	Add: DTA Provision the year.					-	-	
	Deferred Tax DTL (-) / DTA (+)					<b>157,954,676</b>	<b>157,954,676</b>	
	<b>CURRENT ASSETS:</b>				6			
	<b>INVENTORIES:</b>							
	Raw materials - At Cost					-	-	
	Work in Progress - (Raw Materials+Conversion Cost)					-	771,699	
	Finished goods - At Contract Rate (Net)					-	2,858,453	
	Stores & Spares - At Cost					-	584,945	
	Packing materials - At Cost					-	-	
	Consumables:Diesel, Oil and Furnace Oil - At cost					-	-	
						-	<b>4,215,097</b>	

<b>FINANCIAL ASSETS:</b>							
<b>TRADE RECEIVABLE:</b>							7
Unsecured, Considered Good.							
Outstanding for a period less than six months							
Trade Receivables Ageing schedule: 2022-23(Amount in Rs.)(April - Mar 23)							
Particulars	Outstanding for the following periods from the due date of payment						Total in Rs.
	Less than 6 months	6 months - 1 Years	1 - 2 Years	2 - 3 Years	More than 3 Years		
Undisputed Trade Receivable - Considered Good	0	0	0	0	0	0	0
Undisputed Trade Receivable - Considered Doubtful	0	0	0	0	0	0	0
Disputed Trade Receivable - Considered Good	0	0	0	0	0	0	0
Disputed Trade Receivable- Considered Doubtful	0	0	0	0	0	0	0
	0	0	0	0	0	0	0
Trade Receivables Ageing schedule: 2021-22(Amount in Rs.)							
Particulars	Outstanding for the following periods from the due date of payment						Total in Rs.
	Less than 6 months	6 months - 1 Years	1 - 2 Years	2 - 3 Years	More than 3 Years		
Undisputed Trade Receivable - Considered Good	0	0	-	0	0	-	0
Undisputed Trade Receivable - Considered Doubtful	0	0	0	0	0	0	0
Disputed Trade Receivable - Considered Good	0	0	0	0	0	0	0
Disputed Trade Receivable - Considered Doubtful	0	0	0	0	0	0	0
	0	0	-	0	0	-	0
<b>CASH AND CASH EQUIVALENTS:</b>							
Cash in Hand						1,199	17,160
<b>Balance with Banks:</b>							
In Current Account						142	319,957
						<b>1,341</b>	<b>337,117</b>
<b>OTHER CURRENT ASSETS:</b>							
Unsecured, Considered Good.							
Advance to Suppliers / Others						715,011	715,011
TDS Claim						5,195	3,685,114
Prepaid expenses						-	374,123
Other Current Assets - Adjustable or Recoverable						24,646,937	25,706,606
						<b>25,367,142</b>	<b>30,480,854</b>

<b>EQUITY:</b>		10		
Equity Share Capital				
a	<b>Authorised Share Capital:</b> 4,00,00,000 Nos. of Equity Shares of Rs. 10/- each		400,000,000	400,000,000
b	<b>Issued, Subscribed and Paid-Up Share Capital</b> 39784736 Nos of Equity Shares of Rs. 10/- each fully paid up.		397,847,360	397,847,360
c	Par Value Per Share		10	10
e	No change in the number of shares outstanding at the beginning of the year.			
f	Equity Shares held by Promotors at the end of the year.			
SL NO.	Name of the Promotors	As at 31.03.2023		
		Nos. of Shares	% of Total Shares	change during the ye
1	Shri Ramalinga Mills Ltd	24,517,436	61.63	NIL
2	Sri T.R. Dhinakaran	4,499,900	11.31	NIL
<b>PARTICULARS</b>		<b>Note No</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Other Equity (Reserve and Surplus)		11		
Capital Reserve			2,152,640	2,152,640
Balance at the beginning of the year			(845,341,661)	(810,558,239)
Add: Transfer from Statement of Profit and Loss			34,801,783	(34,783,422)
Balance at the end of the year			(810,539,878)	(845,341,661)
Total			(808,387,238)	(843,189,021)

<b>NON-CURRENT LIABILITIES:</b>					12		
<b>BORROWINGS - TERM LOANS:</b>							
1	<b>Loans and Advances from Related Parties-Unsecured</b> From Directors Aruppukottai Shri Ramalinga Spinners P Ltd					294,581,147	294,581,147
						84,797,900	82,362,110
						<b>379,379,047</b>	<b>376,943,257</b>
<b>Disclosure on Loans/ Advance from Directors/ KMP/ Related parties:</b>							
sl.no	Type of Borrowers		Amount of loan or advance in the nature of loan outstanding			Percentage (%) to the Total Loans and Advances in the nature of loans	
1	<b>Directors :</b> Sri.T.R.Dhinakaran		294,581,147				41.56
2	<b>KMPs :</b>						0.00
3	<b>Related Parties :</b> Aruppukottai Shri Ramalinga Spinners P Ltd		84,797,900				11.96
			<b>TOTAL</b>			<b>379,379,047</b>	

2	<b>TRADE PAYABLES: (Long Term)</b> Rawmaterials Stores Machinery				13	3,710,385 6,146,692 219,120 <b>10,076,197</b>	3,710,385 7,226,072 219,120 <b>11,155,577</b>
---	---	--	--	--	----	--	--

Trade Payables ageing schedule: (Amount in Rs.) 2022-23

S.No	Particulars	Outstanding for following periods from the due date of payment				Total in Rs.
		Less than 1 Yr	1 - 2 Years	2 - 3 Years	More than 3 Years	
(i)	MSME	-	-	-	-	-
(ii)	OTHERS	-	634,971	1,648,743	7,792,483	10,076,197
(iii)	Disputed dues - MSME	-	-	-	-	-
(iv)	Disputed dues - OTHERS	-	-	-	-	-
	TOTAL	-	634,971	1,648,743	7,792,483	10,076,197

Trade Payables ageing schedule: (Amount in Rs.) 2021-22

S.No	Particulars	Outstanding for following periods from the due date of payment				Total in Rs.
		Less than 1 Yr	1 - 2 Years	2 - 3 Years	More than 3 Years	
(i)	MSME	-	-	-	-	-
(ii)	OTHERS	335,686	1,378,668	3,735,563	5,705,660	11,155,577
(iii)	Disputed dues - MSME	-	-	-	-	-
(iv)	Disputed dues - OTHERS	-	-	-	-	-
	TOTAL	335,686	1,378,668	3,735,563	5,705,660	11,155,577

3 Liability for expenses

4 **OTHER FINANCIAL LIABILITIES:**

Sri Ram Traders / cbe - Machine Sales Advance  
Kedia Enterprises - Trade Advance  
Shri Ramalinga Mills Ltd / Apk

Disclosure on Loans/ Advance from Promoters :

sl.no	Type of Borrowers	Amount of loan or advance in the nature of loan outstanding	Percentage (%) to the Total Loans and Advances in the nature of loans
1	Promoters : Shri Ramalinga Mills Ltd / Apk	294,502,020	41.55
5	<b>PROVISIONS:</b> Employee Benefits		962,461
	<b>CURRENT LIABILITIES:</b> <b>BORROWINGS - FROM BANK-SECURED</b> Loans Repayable on Demand State Bank of India, Madurai (CC[H])		23,869,174 <b>23,869,174</b> 12,485,136
	<b>OTHER CURRENT LIABILITIES:</b> Liability for Expenses Rental Advance Credit Balance in Customer Account TDS Payable		283,482 18,000 1,021,650 - <b>1,323,132</b> 5,053,457 18,000 1,162,467 797,390 <b>7,031,314</b>



**TAMIL NADU JAIBHARATH MILLS LIMITED**  
**ARUPPUKOTTAI**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2023**

PARTICULARS		Note No	31.03.2023 (Rs.)	31.03.2022 (Rs.)
<b>INCOME:</b>				
I	Revenue From Operations	19	12,62,339	6,06,83,226
II	Other Income	20	99,850	2,08,716
III	Total Income (I+II)		13,62,189	6,08,91,942
<b>EXPENSES:</b>				
IV	Cost of Materials Consumed	21	0	0
	Changes in Inventories of Finished Goods, Stock-In-trade and Work-In-Progress	22	7,71,699	5,81,897
	Employee Benefit Expenses	23	41,301	5,81,94,231
	Finance Costs	24	23,46,900	2,49,72,711
	Depreciation and Amortisation Expenses	1	0	1,19,45,106
	Other Expenses	25	11,92,887	5,14,39,040
	Total Expenses (IV)		43,52,787	14,71,32,985
V	Profit / (Loss) Before Exceptional Items and Tax	(III - IV)	-29,90,598	-8,62,41,043
VI	Exceptional Items		3,77,92,381	5,14,57,621
VII	Profit / (Loss) Before Tax after Exceptional Items	(V - VI)	3,48,01,783	-3,47,83,422
VIII	Tax Expenses:			
	1. Reversal of Mat credit		0	0
	2. Deferred Tax		0	0
IX	Profit / (Loss) from Continuing Operation	(VII - VIII)	3,48,01,783	-3,47,83,422
X	Profit / (Loss) from Discontinued Operation			
XI	Tax Expenses of Discontinued Operation			
XII	Profit / (Loss) from Discontinued Operation	(X - XI)	0	0
XIII	Profit / (Loss) for the Period	(IX-XII)	3,48,01,783	-3,47,83,422
XIV	Other Comprehensive Income:			
	Item that will not be reclassified to profit or loss:			
	Unrealised Gain / (Loss) on Equity Investment		0	0
XV	Total Comprehensive income for the period (Comprising Profit / (Loss) and Other Comprehensive income for the period)	XIII-XIV	3,48,01,783	-3,47,83,422
XVI	Earnings per Equity Share (for continuing operation)			
	Basic&Diluted		0.87	(0.87)

As per our report of even date

For M/s. KRISHNAN AND RAMAN  
Chartered Accountants  
Firm Registration No.001515S

*A. Srikrishnan*

V. SRIKRISHNAN  
PARTNER. Membership No.206115  
UDIN NO,223206115BGYNXCX4048



*M. Minna*  
Director

*S. Jannu*  
Director

Place : Aruppukottai  
Date : 30th May 2023

*R. Jishu*  
Chief Financial officer

PARTICULARS	Note No	31.03.2023 (Rs.)	31.03.2022 (Rs.)
<b>REVENUE FROM OPERATIONS:</b>			
<b>Sale of Products</b>			
Cotton Yarn	19	771,714	1,536,538
Waste		-	-
<b>Sale of Services:</b>			
<b>Other Revenues:</b>			
Conversion charges Received		259,769	59,146,688
Packing & Forwarding Charges Received		-	-
Profit / Loss on Sale of old Machinery & spares		36,592,381	22,345,903
Spares / Stores sales		-	27,421,430
Scrap Sales		230,856	-
		<b>37,854,720</b>	<b>110,450,559</b>
<b>OTHER INCOME:</b>			
Rent Receipts	20	8,350	125,933
Dividend Income		-	92
Interest Received from Bank		-	62,433
Interest Received from TNEB & IT Refund		91,500	20,260
Interest Received from Yarn Party		-	-
Discount / Rebate Received		-	-
Trade Creditors written off		1,200,000	1,690,288
		<b>1,299,850</b>	<b>1,899,006</b>
<b>COST OF MATERIALS CONSUMED:</b>			
Opening Stock of Raw Materials	21	-	-
Purchases		-	-
		-	-
Less: Closing stock of raw Material		-	-
		-	-
<b>CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS:</b>			
Opening Stock			
Finished Goods	22	771,699	1,353,596
Work-in progress		-	-
Stock-in-Trade (Waste)		-	-
		<b>771,699</b>	<b>1,353,596</b>
Closing Stock			
Finished Goods (Yarn)		-	771,699
Work-in progress		-	-
Stock-in-Trade (Waste)		-	-
		-	771,699
Stock Decrease/( Increase)	-	<b>771,699</b>	<b>581,897</b>

<b>EMPLOYEE BENEFIT EXPENSE:</b>				23		
Salaries & Wages					-	29,701,175
Bonus & Leave salary					-	2,184,049
Gratuity paid					23,992	22,774,477
EPF					-	1,884,205
ESI					-	477,736
Welfare expenses					17,309	1,172,589
					<b>41,301</b>	<b>58,194,231</b>
<b>FINANCIAL EXPENSES:</b>				24		
Interest Expenses					2,240,269	23,971,662
Bank charges					106,631	1,001,049
					<b>2,346,900</b>	<b>24,972,711</b>
<b>OTHER EXPENSES:</b>				25		
<b>MANUFACTURING EXPENSES:</b>						
Electric Energy					-	44,874,986
Fuel					-	-
Store Consumed					-	2,003,708
Packing Materials Consumed					-	62,290
Repair to Building					2,700	76,111
Repair to Machinery					600	448,933
Repair to Vehicle					122,960	2,426,918
Machinery Lease Rent					-	-
Conversion Charges					-	-
<b>SELLING AND DISTRIBUTION</b>						
GST Paid(Net)					12,630	28,634
Commission					-	6,721
Yam export expenses					-	-
Local yam sales expenses					-	34,575
Cotton Waste Sales Expenses					-	-
<b>ADMINISTRATION EXPENSES:</b>						
Telephone expenses					4,514	30,625
Travelling expenses					2,150	60,993
Insurance					154,917	322,432
EPF ADMINISTRATIVE CHARGES PAID					450	-
ELECTRICITY CHARGES PAID					125,560	-
Postal expenses					180	15,008
Printing and stationary					876	40,123
<b>Audit Fee:</b>						
Statutory fees					25,000	25,000
Rent paid					-	-
Legal expenses					-	16,000
Directors Sitting Fee					-	40,500
Advertisement					30,849	143,012
Miscellaneous expenses					500	119,416
License and Other taxes					-	274,214
Professional & consultancy exp					365,500	290,791
Listing / Annual Fees					343,501	98,100
Share Transfer Registrar Fee					-	-
					<b>1,192,887</b>	<b>51,439,090</b>

Sl no.	Name of struck off Company	Nature of transactions with struck-off Company	Balance Outstanding Rs.	Relationship with the Struck off Company if any, to be disclosed
1	CUTHBERTS TEX.INDIA P LTD , BANGALORE	Sale of Cotton Yam	16,981,449	Yam Buyer

**NOTES FORMING PART OF ACCOUNTS:****1. General Information:**

Tamilnadu Jai Bharath Mills Limited (TNJB or the Company) is a Public Limited Company incorporated in India. TNJB's shares are listed on Bombay Stock Exchange and the Scrip Code is 521038. The address of the Registered office is 212, Ramasamy Nagar, Aruppukottai – 626 101, Tamilnadu.

The company was incorporated in 1989 and commenced commercial production during 1993.

Power supply was disconnected in Dec'21 and since then production has been stopped. During this year, the Company has sold its entire machineries.

These financial statements were approved for issue by the board of directors of the company on 30<sup>th</sup> May, 2023.

**2. Significant Accounting Policies:-****2.1: Statement of Compliance:-**

These financial statements have been prepared in accordance with the Indian Accounting Standards ("IND AS") prescribed under section 133 of the companies Act, 2013 (the Act) read with Rule 3 of the companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

**2.2: Basis of Preparation:-**

These financial statements have been prepared on the historical cost basis except for certain financial instruments and defined benefit plans that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of 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 estimated using another valuation technique. In measuring fair value of an asset or liability, the company takes into account those characteristics of the asset or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes fair value measurements are categorised into level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:-

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

**Functional and presentational currency:**

These financial statements are presented in Indian Rupee (INR) which is also the functional Currency. Unless otherwise stated, all amounts are rounded off to the nearest rupee.

**Use of Estimates and Judgments:-**

The preparation of Financial Statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the accounting policies and / or the notes to the financial statements.

The Company has incurred cash losses during this year and also in the previous year, as detailed in note 10, with a consequent erosion of its net worth and lower credit ratings for its borrowings. Management is taking various initiatives to reduce the debt from banks by sale of machineries and infusing funds from their family concerns. However, the debt has increased from Rs.1.25 Crs last year to Rs.2.39 Crs as at the balance sheet date due to payment of statutory dues viz., GST and Gratuity.

**2.3 Current versus Non-Current Classification: -**

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

- Expected to be realized or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or  
Cost or cost equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**All other assets are classified as non-Current**

A Liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for atleast twelve months after the reporting period

**All other liabilities are classified as Non-Current**

The company has deemed its operating cycle as twelve months for the purpose of Current / Non-Current classification.

**2.4 Revenue recognition:-****a. Sale of Goods:-**

Revenue from sale of goods is recognized when the company has transferred to the buyer the significant risks and rewards of ownership of the goods, it no longer retains control over the goods sold, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the company and the cost incurred or to be incurred in respect of the transaction can be measured reliably. Sale of goods is recognized net of other taxes collected on behalf of third parties.

**b. Scrap Sale:-**

Scrap sale is recognized at the fair value of consideration received or receivables upon transfer of significant risk and rewards. It comprises of invoice value of goods excluding applicable taxes on sale.

**c. Dividend Income**

Dividend Income from investment in shares of corporate bodies is accounted when the company's right to receive the dividend is established.

**d. Interest Income**

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 proposition basis, by reference to the principal outstanding and the effect interest rate applicable, which is the rate exactly discounts estimated future cash receipts through the expected life of financial assets to that assets net carrying amount on initial recognition.

**2.5 Property, Plant and Equipment:**

Properties are stated at cost, less accumulated depreciation /amortization and impairment losses if any, except freehold land which is carried at cost. Cost comprises of purchase price, import duties, levies and any attributable cost of bringing the assets on its working condition for the intended use.

For transition to IND AS, the company has elected to continue the carrying value of all of its property, plant and equipment recognized as at 1<sup>st</sup> April, 2016 (IND AS transition date) measured as per the previously applicable Indian GAAP and used that carrying value as its deemed cost as at the IND AS transition date.

When each major expenses on fixed assets, day to day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalization criteria in accordance with IND AS 16 are charged to statement of Profit and Loss for the period during which such expenses are incurred.

PPEs eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains or losses arising from disposal, measured as the difference between the net disposal proceeds and the carrying amount of such assets, are recognized in the statement of Profit and Loss. Amount received towards PPE that are impaired and derecognized in the financial statements are recognized in statement of Profit and Loss, when the recognition criteria are met.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and property under construction) less their residual value, over their useful lives. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Depreciation for PPE on additions is calculated on pro rata basis from the date of such additions. For deletion / disposals, the depreciation is calculated on pro rata basis up to the date on which such assets have been discarded / sold. Depreciation provided in the books of accounts for the year is NIL as against Rs.1.19 crore in the previous year.

#### **2.5 .A. Investment Property:-**

The company does not have any investment property as on the Balance sheet date. Hence there is no disclosure as per the requirements of IND AS 16.

#### **2.6 Inventories:-**

Inventories are valued at the lower of cost and net realizable value.

Cost of Stores and Spares, Fuel, Packing materials, etc., are valued at cost, computed on moving weighted average basis including the cost incurred in bringing the inventories to their present location or net realizable value whichever is lower.

Finished goods are valued at moving weighted average cost including the cost of conversion and other costs incurred in bringing the inventories to the present location and condition.

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

#### **2.7 Borrowing Costs:-**

The company does not borrowed any term loan during the year for capital expenditure.

**2.8 Financial Assets:-**

Financial Assets comprises of investments in equity, trade receivables, cash and cash equivalents and other financial assets.

**Classification:-**

The company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVTOCI) or fair value through Profit or Loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

**Initial Recognition and Measurement:-**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recognized at the fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurements of financial assets are dependent on initial categorization. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets are measured at amortized cost when asset is held within a business model, whose adjective is to hold assets for collecting contractual cash flows and contractual terms of the assets give rise, on specified dates, to cash flows that are solely payments of principal and interest. Such financial assets are subsequently measured at amortized cost using the effective interest rate method. The losses arising from impairment are recognized in the statement of Profit and Loss. This category generally applies to trade and other receivables.

**De-recognition of Financial Assets:-**

A Financial Asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the company has transferred its rights to receive cash flows from the asset.

**2.9 Financial Liabilities:-**

Financial Liabilities comprises of Borrowings from banks, Trade Payables and other financial liabilities.

**Trade and Other payables:-**

A payable is classified as 'Trade Payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the company prior to the end of financial year, which are unpaid. They are recognized initially at their fair value and subsequently measured at amortized cost using the EIR method.



**De-recognition of Financial Liabilities:-**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

**2.10 Impairment of Non-financial Assets:-**

The carrying values of assets include property, plant and equipment, cash generating units and intangible assets are reviewed for impairment at each Balance Sheet date, if there is any indication of impairment based on internal and external factors.

Non-financial assets are treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.

An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired.

An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

**2.11 Employee Benefits: -**

Company's Contributions to PF, ESI, EDLI etc., made to the appropriate authorities have been recognized in the Profit & Loss Account. Power supply disconnected in Dec'21 and since then production has been stopped. So, All monetary benefits viz., wages, leave with wages and Gratuity etc., were settled to all eligible employees. During this year Rs.23,992/- was paid as gratuity. Therefore, No provision has been made towards gratuity liability in the current year.

**2.12 Provision, Contingent Liabilities and Contingent Assets: -**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources, embodying economic benefits in respect of which a reliable estimate can be made.

The company has the following contingent liability: -

**Disputed statutory liability**

Provident Fund	Rs.	89.08 lakhs
Sales tax	Rs.	12.86 lakhs
Employees State Insurance Corporation	Rs.	4.17 lakhs
Income tax (TCS)	Rs.	4.61 lakhs
Bombay Stock Exchange	Rs.	68.77 lakhs

**2.13 PENDING LITIGATIONS:**

**a) Provident Fund**

EPF Department issued a demand notice dated 19.04.2011 for Rs.56,48,765/- for the period from April 2009 to December 2009. We have appealed against this order at EPF Appellate Tribunal, New Delhi for which we have deposited Rs.16,94,639/- as pre-deposit. The case was decided in our favour. Against our refund claim EPF department gone for appeal at Madras High Court (Madurai Bench), Madurai. Again the case was decided in our favour. We have approached EPF Dept for refund of pre-deposit made by us.

Another demand notice was issued by EPF department on 26.04.2012 for Rs.99,07,086/- relating to the period January 2011 to June 2011. We have gone for appeal at EPF Tribunal, Chennai with pre-deposit of Rs.49,53,543/- as per Madras High Court (Madurai Bench) order dated 26.04.2012. Now, the case is pending at EPF Tribunal for adjudication.

**b) Sales-Tax**

Sales tax Assessment (CST) has been completed up to the year ended 31.03.2017.

The following liabilities are disputed in appeal and the management is in confidence of success in appeal.

YEAR ENDED	TAX		PENALTY	
	TNGST	CST	TNGST	CST
31.03.2004	--	--	12,86,570	--

**c) Trade receivable (M/s. Cuthberts Textile India (P) Ltd.):**

The Company has filed a petition on 03.09.2013 with the official liquidator, Karnataka High Court towards recovery of Rs.1.70 Crs., due from M/s. Cuthberts Textile India (P) Ltd.,

**d) Bombay Stock Exchange:**

The Company is not maintaining the minimum public shareholding as per the provision of regulation 38 of LODR and for this reason BSE levied penalty of Rs.55,81,400/- and the Company is yet to pay the penalty to BSE.

The appointment of Independent Director has not been done with-in reasonable time after the vacation of another Independent Director for which Bombay Stock Exchange suspended the trading of securities and till now it is under suspension and levied penalty of Rs.4,34,240/- and the Company is yet to pay the penalty to BSE.

The Company received a SCN from BSE Ltd., (Exchange) for suspension of trading of securities. Charges related to revoke the said suspension has been estimated at Rs.8,61,388/- and no provision has been made in the books of accounts.

**2.14 Taxes on Income: -**

As the company has no taxable income under regular income or profit u/s.115JB of the income tax act for the assessment year 2022-2023, no provision for income tax liability has been made in the accounts. The profit on sale of machineries & others amounting to Rs.3.78 Crs being a non-recurring event has been considered as exceptional item.

**Deferred Tax (AS- 22) :**

Due to uncertainty of future profits, the Deferred tax asset/Liability provision is not made.

**OTHER NOTES FORMING PART OF ACCOUNTS: -****3.0. EARNINGS PER SHARE:**

Basic and diluted Earnings per share (EPS) of face value of Rs.10/= each is calculated as under:-

	2022-2023	2021-2022
	Rs. In Lakhs	
a) Numerator:		
Net Profit / Loss (-) as disclosed in Profit & Loss account Before Deferred Tax Asset	(-) 348.02	(-) 347.83
After Deferred Tax Asset/Reversal	(-) 348.02	(-) 347.83
b) Denominator:		
Equity shares outstanding (in numbers)	3,97,84,736	3,97,84,736
c) Basic Earnings Per Share (in Rs.)		
Before Deferred Tax Asset	0.87	(0.87)
After Deferred Tax Asset/Reversal	0.87	(0.87)

**3.1 Financial Risk Management: -**

The company's principal financial liabilities comprise of borrowings, trade and other payables. The main purpose of these financial liabilities is to manage finances for the company's operations. The company's principal financial assets include loans and advances, trade receivables and cash and bank balances that arise directly from its operations.

**3.2 Market Risk**

Market Risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices. The company's activities expose it to a variety of financial risks, including the effect of changes in interest rates.

**3.3 Currency Risk**

The company has stopped its export business and also no forward contract is booked. Hence currency risk is not applicable.

### 3.4 Interest Rate Risk

The company's fixed rate borrowings are carried at amortized cost and therefore are not subject to interest rate risk as defined in IND AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of change in market interest rates.

The following table shows the fixed rate borrowings of the company.

(Rs.Crs.)

	As at 31.03.2023	As at 31.03.2022
Fixed rate borrowings-		
Secured	2.39	1.25
Un-secured	37.94	37.69

### 3.5 Credit Risk

Credit risk is the risk that a counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities, primarily trade receivables.

### 3.6 Trade Receivables

The company extends credit to customers in the normal course of business. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major customers.

The ageing of trade receivables is as follows: -

Trade Receivables	Outstanding			Total
	Upto 6 Months	Above 6 Months and upto 12 Months	Above 12 Months	
As at 31 <sup>st</sup> March, 2023	-----	-----	35392751	35392751
Unsecured	-----	-----	35392751	35392751
Less: Provision for Bad debts	----	----	----	----
Total	-----	-----	35392751	35392751

The Company has not made any provision for bad and doubtful ageing more than 12 months since necessary actions were initiated to recover the same.

### 3.7 Deposits with banks

Generally, The company does not maintain significant cash balances other than those required for its day-to-day operations. As at balance sheet the company does not have any Fixed Deposit towards margin money.

### 3.8 Liquidity Risk

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The company's objective is to maintain a balance between continuity or funding and flexibility through the use of Working capital limits. The company strives to maintain sufficient cash to meet its operational needs and maintain sufficient margin on its undrawn borrowing facilities at all times.

### 3.9. Capital Management: -

For the purpose of the company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity share holders of the company. The primary objective of the company's capital management is to safeguard continuity, maintain healthy capital ratios in order to support its business and maximize share holder value. The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through capital, internal accruals, long term borrowings and short-term borrowings.

In order to achieve this overall objective, the company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

The following monitors capital using a gearing ratio, which is net debt divided by total capital plus debt.

(Rs in crs)

Particulars	31.03.2022	31.03.2021
Long Term Borrowings	70.42	77.83
Current liability for long term debt	0.00	0.00
Short Term Borrowings	2.38	1.25
<b>Less: Cash and Cash Equivalent</b>	0.00001	0.03
<b>Net Debt (A)</b>	72.8001	79.11
Equity share capital	39.78	39.78
Other Equity	(80.84)	(84.32)
<b>Total Equity (B)</b>	<b>(41.06)</b>	<b>(44.54)</b>
<b>Total Capital Employed ( C ) = (A) + (B)</b>	<b>31.74</b>	<b>34.57</b>
<b>Capital gearing Ratio A / C</b>	<b>229%</b>	<b>229%</b>

There have been no breaches in the financial covenants of any interest-bearing loans / borrowing. The company has been consistently focusing on reduction in long term borrowings.

## 3.10 Fair value of Financial Assets and Liabilities:-

Particulars	As at 31.03.2023 (Rs.in Crs.)		As at 31.03.2022 (Rs. in Crs.)	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets designated at fair value through Profit or Loss</b>				
<b>Financial Assets designated at Amortized Cost</b>				
Investment in shares	0.0001	0.0001	0.0001	0.0001
Trade Receivables	3.54	3.54	3.54	3.54
Cash and Cash Equivalents	0.0001	0.0001	0.03	0.03
Security and other Deposits	0.32	0.32	0.33	0.33
<b>Total Financial Assets</b>	<b>3.86</b>	<b>3.86</b>	<b>3.90</b>	<b>3.90</b>
<b>Financial Liabilities designated at fair value through Profit or Loss</b>				
<b>Financial Liabilities designated at Amortized Cost</b>				
Trade Payables	0.99	0.99	1.09	1.09
Creditors for capital goods	0.02	0.02	0.02	0.02
Liability for operating and other expenses	0.51	0.51	0.51	0.51
Other financial Liabilities	0.20	0.20	0.20	0.20
<b>Total Financial Liabilities</b>	<b>1.72</b>	<b>1.72</b>	<b>1.82</b>	<b>1.82</b>

## 4 REPORTING ON RELATED PARTIES :

Related Party Disclosures as per Ind As 24 recommended by Institute of Chartered Accountants of India

Reporting entity	:	Tamilnadu Jai Bharath Mills Limited
List of related parties		
Companies with Common Director	:	Shri Ramalinga Mills Ltd., Aruppukottai  Aruppukottai Shri Ramalinga Spinners Pvt Ltd., Aruppukottai
Individuals/Firms	:	Sri.T.R.Dhinakaran Smt.D.Nirmala Ms.D.Kothai
Key Management Personnel	:	Sri T.R.Dhinakaran Chairman cum Managing Director. (Expired on 19.12.2022)  Sri. S.Seenivasan Chief Financial Officer (Resigned w.e.f 20.01.2022 & Board approved on 17.03.2023)  Smt.R.Krishnabai Chief Financial Officer (w.e.f 20.01.2022)



Particulars of transactions with related parties.

Sl.No.	Particulars	Year Ending 31.03.2023		Year Ending 31.03.2022	
		Companies with Common Director	Individual / Firms & Key Managerial Personnel	Companies with Common Director	Individual / Firms & Key Managerial Personnel
1	<b>Sale of Goods</b> Cotton Waste Scrap Sales	Nil NIL	Nil Nil	Nil 921430	Nil Nil
2.	Spares Purchase	NIL	Nil	2396829	Nil
3.	Purchase of cotton waste.	Nil	Nil	Nil	Nil
	Interest Paid	Nil	NIL	Nil	7973890
5	Rent Paid	NIL	NIL	NIL	NIL
6	Services Paid	NIL	NIL	NIL	NIL
7	Services Received	84797900	NIL	59170810	NIL
8	Loan taken	NIL	NIL	11236000	76503161
9	Loan Repaid	NIL	NIL	NIL	NIL
10	Remuneration to Key Managerial Persons	NIL	NIL	NIL	273897

#### 5 MSME Creditors:

The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with Interest paid /payable under this act has not been given.

6 The Company had become subsidiary of Shri Ramalinga Mills Ltd, Aruppukottai, by virtue of conversion of loan into equity shares by preferential allotment and the shareholding of that company as at 31.03.2022 is 61.63% of the paid-up equity share capital.

7	Non-Resident Shareholders:	31.03.2022	31.03.2022
	Number of Non-Resident shareholders	11	11
	Number of Equity shares held	6,08,100	6,08,100

8 Balance of Debtors, Creditors and Advances are subject to confirmation. Letter seeking confirmation of balance has been sent. In the opinion of the management, the difference, if any, would not be significant.

9 Acceptance of Deposit:  
The Company has not accepted any deposit.

**10 Going Concern /Net worth and Cash Loss:**

The Company has incurred cash loss of Rs.0.30 Crores during the year and Rs.7.43 Crores in the immediate previous year. The accumulated loss of the company as at 31.3.2023 is Rs.80.84 Crores, which leads to 100% erosion of share capital. Due to 100% erosion of share capital the unit becomes a sick company. Management is taking various initiatives to reduce the debt from banks by sale of machineries. However, the debt has increased from Rs.1.25 Crs last year to Rs.2.39 Crs as at the balance sheet date due to CC availed for payment of statutory payments.

- 11 Previous year figures have been regrouped and reclassified wherever necessary to confirm to the years classification.
12. Paise have been rounded off to the nearest rupee.
13. The Hon'ble NCLT has passed an order with regard to M/s.Shri Ramalinga Mills P Ltd in the matter of the outstanding financial issues with the Company, and has ordered repayment of the outstanding balance with 9% interest forthwith by its order dated 10<sup>th</sup> June, 2022. Your company is disputing it and has gone on appeal against the order of the Hon'ble NCLT and hence has not qualified and provided for the interest in the books.



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**INDEPENDENT AUDITOR'S REPORT**

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To the Members of M/s. Tamilnadu Jai Bharath Mills Limited

**Report on the Ind AS Financial Statements****Qualified Opinion**

We have audited the accompanying Ind AS financial statements of **M/s. Tamilnadu Jai Bharath Mills Limited** (*“the Company”*) which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of 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, except for the possible effects of the matter described in the ‘Basis for Qualified Opinion’ paragraph below and based on our audit and in view of non-compliance to various accounting standards, absence of confirmation and reconciliation of balances in parties accounts as discussed in the below paras, combined with non-availability of data to assess their impact on the financial statements and undetected misstatement, if any, contained therein, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Profit, including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion****a) Going Concern Concept:**

- i) The Company has discontinued the production since 15<sup>th</sup> December 2021. Also the Electricity connection to the Factory also disconnected since 28<sup>th</sup> December 2021.
- ii) The accumulated losses of the company as at the close of 31<sup>st</sup> March 2023 amounted to Rs.8083.87 lakhs against which the paid up capital of the company is Rs.3978.47 lakhs and the losses has totally eroded the net worth of the company.
- iii) The company has been incurring losses continuously for the past many years.
- iv) The total liabilities of the company as at the close of 31<sup>st</sup> March 2023 is Rs. 72.94 Crores (Previous year Rs. 79.87 crores) against which the Fixed and current assets book values are only Rs. 16.09 crores (Previous year Rs.19.55 crores)



- v) The contingent liabilities disclosed in the financial statements are Rs. 217.20 lakhs (Previous year Rs.217.20/-lakhs) and there are other liabilities, which have not been quantified. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.
- vi) Consequent to stoppage of Production, the company has sold all the Fixed Assets, except Factory Land and Building.
- vii) The Lender of the Company, State Bank of India has classified the Cash Credit Advance given to the Company as Non Performing Asset.

**b) The Company has not complied the disclosure for the following as per IND AS:-**

- i) IND AS 16: - The Company has not made adequate disclosure on depreciable asset, with respect to reconciliation of carrying amount in the beginning and end of the period.
- ii) IND AS 36:- The Company has not identified, measured, quantified and disclosed the impairment of assets and its impact on the current financial statements.
- iii) IND AS 12: The Company has not made any provision with respect to Deferred Tax
- c) The company has not made provision for liability towards the interest payable under micro- small and medium enterprises development act 2006, if any, in the accounts. The impact of non provision for such interest on the financial results of the company is not ascertainable. In the absence of confirmation from vendors and non availability of adequate information with the units, provision made towards interest and the principal amount disclosed as dues as on balance sheet date, we are unable to comment on the adequacy of provision and the impact on the financial statements.
- d) The company did not follow the established internal controls such as performing account reconciliations, obtaining periodical conformation of balances and periodical verification of fixed assets.
- e) The Trade Receivables to the tune of Rs.3,53,91,222 is disputed, doubtful and outstanding for more than 3 years. No Provision in the books of accounts has been made.

Further, any provision required which is resulting from above transactions is also not accounted and not ascertained

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical



requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

**Emphasis of Matter:**

- a. We draw attention to Note No.2.11 to the financial statements, which describe non provision of Gratuity, in compliance with IndAs19 issued by the ICAI.
- b. We draw attention to Note No.8, to the financial statements, which describe pending confirmation of balance of Trade Debtors, Creditors and Advances.
- c. We draw attention to Note No.5, to the financial statements, which describes, non disclosure of details of creditors as per the provisions of MSME Act.
- d. We draw attention to Note No.2.14, to the financial statements, which describes non compliance of the provisions of IndAs12 with respect to Income tax.

Our opinion is not modified in respect of these matters.

**Material uncertainty related to Going Concern:**

All the manufacturing facilities have been stopped and no operation was carried out since December 2021. Further to the circumstances described in note 10 to the financial statement, regarding huge accumulated losses, complete erosion of Net Worth, incurring of huge cash losses in the current and previous years, sale of substantial portion of Plant & Machinery during the year to meet out the working capital requirements etc., indicate the existence of a material uncertainty that may cast significant doubt about the company's ability to continue as a going concern. However, the financial statements of the company have been prepared on a going concern basis for the reasons stated in the said note. Our opinion is not modified in respect of these matters.

**Key Audit Matters:**

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and informing 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.



Sl.No.	Key Audit Matter	Auditor's Response
1	<p><b><i>Assessment of Going Concern Basis – (as described in Note No.2.2 of financial statements)</i></b></p> <p>Consequent to the decision of closing down the Company, the operations of the company was stopped in December 2021.</p>	<p>We have analysed the management's report to gain an understanding of the current situation and the status of closure process of the company. For notes on the going concern assumption and financing requirements, see the going concern on page 1 of Audit Report.</p>
2	<p><b><i>Realization of Trade Receivables (as described in Note No.3.6 )</i></b></p> <p>Trade Receivables of the Company comprise mainly receivables in relation to the company's receivables from its customers towards sale of yarn. The operating environment in the Textile industry has the inherent risk of default on receivables from the company's customers. In particular in the event of financial stress at the customers end the company is exposed to potential risk of financial loss when the customers fail to meet their payment obligations in accordance with the agreed credit terms.</p> <p>The recoverable amount was estimated by management based on their specific recoverability assessment on individual debtor with reference to the ageing</p>	<p><b><i>Principal Audit Procedures</i></b></p> <p>Our audit procedures included the following:</p> <p>Tested the accuracy of aging of Trade receivables at year end on a sample basis;</p> <p>Obtained a list of outstanding receivables along with confirmation of balances on a sample basis as per the auditing standards and identified any debtors with financial difficulty through discussion with Management.</p> <p>Assessed the recoverability of the unsettled receivables on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customer historical payment pattern of customers publicly available information, if any, and latest correspondence with customers and to consider if any, additional provision should be made; and</p> <p>Tested subsequent settlement of trade receivables after the balance sheet date on a sample basis, if any.</p>



<p><b>3.</b></p>	<p>profile, historical payment pattern and the past record of default of the customer. Management would make specific provision against individual balances with reference to the recoverable amount. For the purpose of determination of provision requirement, significant judgments and assumptions including the credit risks of customers, the timing and amount of realization of these receivables are required for the identification of impairment events and the determination of the provision to be made towards the receivables.</p> <p><b><i>Claims and exposure relating to taxation and litigation (as described in Note 2.12 and 2.13 of the Ind AS financial statements).</i></b></p> <p>The Company is subject to a few legal and tax related claims which have been disclosed / provided for in the financial statements based on the facts and circumstances of each case.</p> <p>Taxation and litigation exposures have been identified as a key audit matter due to complexities involved in these matters, timescales involved for resolution and the potential financial impact of these on the financial statements. Further, significant management judgment is involved in assessing the exposure of each</p>	<p>Our audit procedures included the following:-</p> <ul style="list-style-type: none"> <li>• Gained an understanding of the process of identification of claims, litigations and contingent liabilities and identified key controls in the process. For selected controls, we have performed tests of controls.</li> <li>• Obtained the summary of Company’s legal and tax cases and critically assessed management’s position through discussions with the Head of Tax and operational management, on both the probability of success in significant cases, and the magnitude of any potential loss.</li> <li>• Inspected external legal opinions, wherever considered necessary, and other evidence to corroborate management’s assessment of the risk profile in respect of legal claims.</li> <li>• Assessed the relevant disclosures made within the financial statements to address whether they</li> </ul>
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	<p>case and thus a risk that such cases may not be adequately provided for or disclosed.</p>	<p>appropriately reflect the facts and circumstances of the respective tax and legal exposures and the requirements of relevant accounting standards.</p>
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### **Information Other than the Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the *Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information*, but does not include the financial statements and our auditor’s report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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.

### **Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



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

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

### **Auditor's Responsibilities for the Audit of Ind AS Financial Statement**

Our objectives are to obtain reasonable assurance about whether the Ind AS 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 Ind AS financial statements.

A further description of the auditor's responsibilities for the audit of the Ind AS financial statements is included in Annexure A. This description forms part of our auditor's report.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, except compliance of IndAs19 with respect to Employee Benefits.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure C”
- g) In our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration to its directors during the year and hence the provisions of section 197(16) of the Act are not applicable.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements – Refer Note 2.12 and 2.13 to the Ind AS financial statements;
- ii) The Company does not have any long term contract including derivative contract, requiring provision for material foreseeable losses;
- iii) The Company does not have any amount required to be transferred to the Investor Education and Protection Fund.
- iv) a. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts (refer Note 42 (xii), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(is), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts (refer Note 42 (xiii)) no funds have been



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

c. Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the management under sub clause (i) and (ii) above, contain any material misstatement.

v) No interim dividend has been declared and paid by the Company during the year and hence the provisions of Section 123 of the Companies Act, 2013 are not applicable to the Company.

3. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act.

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

*For KRISHNAN & RAMAN*  
*Chartered Accountants*  
Firm's Registration No. 001515S

Date: 30.05.2023  
Place: Rajapalayam

(V.SRIKRISHNAN)  
MembershipNo.206115  
UDIN:223206115BGYNXCX4048



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**Annexure A**

**Responsibilities for Audit of Ind AS Financial Statement**

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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.



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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 Ind AS 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.

*For KRISHNAN & RAMAN*  
*Chartered Accountants*  
Firm's Registration No. 001515S

Date: 30.05.2023  
Place: Rajapalayam

(V.SRIKRISHNAN)  
MembershipNo.206115  
UDIN: 223206115BGYN CX4048



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**ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT**

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**Annexure referred to in paragraph 1 of our Report of even date to the members of Tamilnadu Jai Bharath Mills Limited on the accounts of the Company for the year ended 31<sup>st</sup>March 2023**

In terms of Companies (Auditor's Report) Order 2020, issued by Central Government of India, in terms of Section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that: -

- (i) a) A) According to the information and explanations given to us and the records of the Company examined by us, the company has sold all the Property, Plant and Equipments and is only having Land and Building. In our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property.
- B) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is not having any Intangible assets.
- b) The Company has a regular program of physically verifying all the Property in a phased manner, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies as compared to book records were noticed on such verification.
- c) According to the information and explanations given to us and the records of the Company examined by us, the title deeds of the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- d) The Company has not revalued its Property (including Right of use assets) or intangible assets during the year ended March 31, 2023.
- e) According to the information and explanation given to us and the records of the Company examined by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii) a) As informed to us, the management has not maintained any inventory during the year. Therefore, the clause (i) of para 3 of the order is not applicable to the Company.



b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not been sanctioned working capital limits in excess of Rupees five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Therefore, the clause (ii) of para 3 of the order is not applicable to the Company.

(iii) a) According to the information and explanations given to us and the records of the Company examined by us, during the year, the Company:

- i. Has not made investments in Companies.
- ii. Has not made investments in firms, Limited Liability Partnerships or any other parties.
- iii. Has not provided loans, advances in the nature of loans and security to companies, firms, Limited Liability Partnerships or any other parties.
- iv. Has not provided guarantee to any company.

b) Therefore, the requirement to report under clauses (iii) (b) to (f) of para 3 of the Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the Company has not made any investment or given guarantee, coming under the provisions of sections 185 and 186 of the Companies Act, 2013. Therefore, the clause (iv) of para 3 of the order is not applicable to the Company.

(v) According to the information and explanation given to us and the records of the Company examined by us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Therefore, the clause (v) of para 3 of the order is not applicable to the Company.

(vi) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act in respect of products manufactured by the Company. Therefore, the clause (vi) of para 3 of the order is not applicable to the Company.

(vii) a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues payable including Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs duty and Cess and other material statutory dues as applicable to the Company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund,





Employees' State Insurance, Income Tax, Goods and Services Tax, Customs duty and Cess were in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and based on the records of the Company examined by us, the dues of Income-Tax, Customs Duty, Sales Tax, Service Tax, Goods and Services Tax, Value Added Tax, Excise Duty and Cess which have not been deposited on account of any dispute are as follows:

<b>Nature of Dues</b>	<b>Forum where the dispute is pending</b>	<b>Period</b>	<b>Amount (Rs. in Lakhs)</b>
Sales Tax	Additional Commissioner , Chennai	2003-2004	12.86
Central Sales Tax	Commissioner – Virudhunagar	2007-2008	20.57
Central Sales Tax	Commissioner – Virudhunagar	2008-2009	12.30
Central Sales Tax	Commissioner - Virudhunagar	2011-2012	10.89
Provident Fund	High Court, Madurai	Apr, 09 to Dec,09	56.48 *
Provident Fund	Appellate Tribunal, Delhi	Jan10- Jun 11	99.07*
E.S.I.	High Court, Madurai	Nov 06- Mar07	5.03
		<b>Total</b>	<b>217.20</b>

- Out of the total sum of Rs.155.55 lakhs, Rs.56.48 lakhs has been already deposited with PF Authority under protest.

(viii) According to the information and explanations given to us and based on the records, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on Clause 3(viii) of the Order is not applicable to the Company.



(ix) On the basis of verification of records, on an overall examination of the financial statements of the Company and according to the information and explanations given to us,

a) The Company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to the Bank.

b) Due to non servicing of the Loan properly, the Bank has classified the Advance given to the Company as Non Performing Asset. According to the information and explanations given to us and based on the information and explanations furnished, We are not in a position to comment upon whether the Company has been declared willful defaulter by any bank or financial institution or other lender.

c) The company has not availed any Term Loan during the year. Therefore, the clause (c) of para (ix) of the order is not applicable to the Company.

d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, the Company has not utilized funds raised on short-term basis for long-term purposes.

e) According to the information and explanation given to us and on overall examination of the financial statements of the Company, the Company has not taken funds from any entities and persons on account of or to meet the obligations of its subsidiaries or associates.

f) According to the information and explanations given to us and based on the records of the Company examined by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies.

Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) a) According to the information and explanations given to us and based on the records, the Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

b) According to the information and explanations given to us and based on the records, the Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) a) During the course of our examination of the books and records of the Company, carried out based upon the generally accepted audit procedures performed for the purpose of reporting the true and fair view of the Standalone financial statements, to the best of our knowledge and belief and as per the information and explanations given to us by the Management, and the representations obtained from the Management, no material fraud on the Company has been noticed or reported during the year.



b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. According to the information and explanations given to us and based on the information provided to us and records verified by us, the Secretarial Auditor and the Cost Auditor have not filed report in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) According to the information and explanations given to us and as represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under Clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, based on verification of the records and approvals of the Audit Committee, the Company is in compliance with Section 177 and Section 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.

b) The internal audit reports of the Company issued till the date of this audit report, for the period under audit have not been furnished to us.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Act are not applicable.

(xvi) a) According to the information and explanations given to us and based on the information provided to us and records verified by us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, requirement to report on Clause 3(xvi) of the Order is not applicable to the Company.

b) The Company has not conducted any Non-Banking Financial or Housing Finance activities.

c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on Clause 3(xvi) of the Order is not applicable to the Company



(xvii) The Company has incurred cash losses of Rs. 299.06 lakhs in the current year and Rs. 742.96 lakhs in the immediately preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditor during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios disclosed in notes to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, it has come to our attention and believe that material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx) According to the information and explanations given to us, the provisions of section 135 of the Companies Act, with respect to Corporate Social Responsibility is not applicable to the company. Therefore, requirement to report on Clause 3(xx) of the order is not applicable to the Company.

(xxi) According to the information and explanations given to us, the provisions with respect to preparation of consolidated financial statements are not applicable to the company. Therefore requirement to report on Clause 3(xxii) of the order is not applicable to the Company.

*For KRISHNAN & RAMAN*  
*Chartered Accountants*  
Firm's Registration No. 001515S

Date: 30.05.2023  
Place: Rajapalayam

(V.SRIKRISHNAN)  
MembershipNo.206115  
UDIN: 223206115BGYN CX4048



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**ANNEXURE – C TO THE INDEPENDENT AUDITOR'S REPORT**

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[Referred to in paragraph 2(g) under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the company on the IND AS financial statements for the year ended 31st March, 2023]

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

We have audited the internal financial controls over financial reporting of the company as of 31<sup>st</sup> March, 2023, in conjunction with our audit of the IND AS financial statements of the company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company’s management is responsible for establishing and maintaining internal financial controls based on essential components such as the control environment, the entity’s risk assessment process, control activities, Information system and communication and the monitoring of such controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were 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

- i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- iii) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



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**OPINION**

In our opinion, the company in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, 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 control over Financial Reporting issued by the ICAI.

*For* **KRISHNAN & RAMAN**  
*Chartered Accountants*  
Firm's Registration No. 001515S

Date: 30.05.2023  
Place: Rajapalayam

(V.SRIKRISHNAN)  
MembershipNo.206115  
UDIN: 223206115BGYNXCX4048

**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[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,  
Tamilnadu Jai Bharath Mill Ltd.,  
Aruppukottai**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TAMILNADU JAI BHARATH MILL LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2023** according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');





# **S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

## **COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
6. Other Laws applicable to the Company ;
1. Employees' Provident Fund Act, 1952 and misc provisions Act, 1952
  2. Professional Tax Act, 1975 and Rules
  3. Payment of Gratuity Act, 1972
  4. Employees State Insurance Act, 1948
  5. Minimum Wages Act, 1948
  6. Payment of Bonus Act, 1965
  7. Shop and Establishment Act, 1948
  8. Labour Welfare Fund Act, 1953
  9. Maternity Benefit Act, 1961
  10. Factories Act, 1948
  11. Industrial Dispute Act, 1947
  12. The Workmen's Compensation Act, 1923
  13. The Payment of Wages Act, 1936
  14. Competition Act, 2002
  15. Central Excise Act, 1944
  16. Standard Weights & Measures Act
  17. Bureau of Indian Standard (BIS) (Hallmarking)
  18. Income Tax Act, 1961
  19. Finance Act, 1994
  20. Customs Act, 1962

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange and National stock exchange limited including the New Listing Agreement under SEBI (LODR) Regulations, 2015.

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



# S.MUTHU RAJU B.Sc., F.C.A., A.C.S.,

COMPANY SECRETARY IN PRACTICE

C.P. No. : 4181

Sl.No	Compliance Requirement (Regulations/ circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Non-Compliance of Regulation 4 of the companies ( appointment and qualification of director)	The company has not Appointed second Independent director as prescribed of Under the regulation 4 of the companies ( appointment and qualification of director)	BSE levied penalty of Rs.2,17,120/- and the company is yet to pay. Mean while the company has not appointed another independent director as requested by BSE.
2	Non Compliance of Regulation 38 of LODR regarding Minimum Public Shareholding requirements	The company has not fulfilled the minimum public share holding requirements and till now it has not been fulfilled.	BSE levied penalty of Rs 55,81,400/-for the non fulfilment of minimum public share holding and the company is requested to waive the penalty and the matter is pending before BSE
3	Show Cause Notice regarding Compulsory delisting of Securities of Tamilnadu Jai Bharath Mills Ltd., from BSE Ltd.,	The matter is still pending before BSE Ltd.,	No Comments are warranted for this point.
4	Appointment of Company Secretary - Non compliance of Rule 8A and Sec.203	The Board has not appointed Company Secretary as on date.	Informed to Board to appoint Company Secretary to avoid Non-compliance.



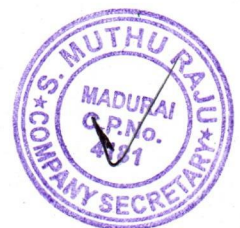
## 5. Others

- a. The Company has discontinued the production since 15<sup>th</sup> December 2021. Also the Electricity connection to the Factory also disconnected in December 2021.
- b. The accumulated losses of the company as at the close of 31st March 2023 amounted to Rs.8083.87 lakhs against which the paid up capital of the company is Rs.3978.47 lakhs and the losses has totally eroded the net worth of the company.
- c. The company has been incurring losses continuously for the past many years.
- d. The total liabilities of the company as at the close of 31st March 2023 is Rs. 72.94 Crores (Previous year Rs. 79.88 crores) against which the Fixed and current assets book values are only Rs. 16.09 crores (Previous year Rs.19.55 crores)
- e. Consequent to stoppage of Production, the company has sold all the Fixed Assets, except the Factory Building.
- f. The Lender, State Bank of India has classified the Advance given to the company being Non-Performing Asset.

We further report that the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The changes in the composition of the Board of Directors that took place during the period under review were carried out not in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.



**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

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

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

**S.MUTHURAJU**  
**(Practicing Company Secretary)**  
**Proprietor**  
**ACS: 8825; CP: 4181**  
**UDIN: A008825E000462223**

  
**S. MUTHURAJU, B.Sc., FCA., ACS.,**  
Company Secretary in Practice  
C.P. No: 4181  
35, 2nd Floor, North Masi Street  
Madurai-625 001  
Ph: 0452-4506069, Mob: 99941 03021  
Email: smrajunaidu@gmail.com

**Place: MADURAI**

**Date: 06.06.2023**

Note: 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.

**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

**“ANNEXURE A”**

To,

**The Member,  
TAMILNADU JAI BHARATH MILL LIMITED  
ARUPPUKOTTAI**

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

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

**S.MUTHURAJU**  
**(Practicing Company Secretary)**  
**Proprietor**  
**ACS: 8825; CP: 4181**  
**UDIN: A008825E000462223**

  
**S. MUTHURAJU, B.Sc., F.C.A., A.C.S.,**  
Company Secretary in Practice  
C.P. No: 4181  
35, 2nd Floor, North Masi Street  
Madurai-625 001  
Ph: 0452-4506069, Mob: 99941 03021  
Email: smrajunaidu@gmail.com

**Place: MADURAI**

**Date: 06.06.2023**

**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

**SECRETARIAL COMPLIANCE REPORT  
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**

*[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the Purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
**M/s TAMILNADU JAI BHARATH MILL LIMITED  
ARUPPUKOTTAI**

**CIN of Company : L17111TN1989PLC018267**

**Authorised Capital : 40,00,00,000/-**

**Paid up Capital : 39,78,47,360/-**

I have conducted the Secretarial Compliance Audit of the applicable SEBI (Securities and Exchange Board of India) Regulations and the circulars/guidelines issued thereunder for the Financial Year ended 31<sup>st</sup> March 2023 for **M/s Tamilnadu Jai Bharath Mill Limited**. The audit was conducted in a manner that provided me with a reasonable basis for evaluating the statutory compliances and expressing my opinion thereto.

**I have examined:**

- (a) all the documents and records made available to me and explanation provided by **M/s Tamilnadu Jai Bharath Mill Limited**, No.212, Ramasamy Nagar, Aruppukottai - 626 101 .
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

**For the year ended 31<sup>st</sup> March 2023 in respect of compliance with the provisions of**

- (i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



# **S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

- (iii) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) and the circulars/ guidelines issued thereunder, have been examined :-
- (a) The Provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said regulations;
  - (d) The Provisions of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; were not applicable during the review period;
  - (e) The Provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (f) The Provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) The Provisions of Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 were not applicable during the review period;
  - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosure and maintenance of records required under the said Regulations;
  - (i) The Provisions of Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993;
  - (j) The Provisions of Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 were not applicable during the review period;
  - (k) The Provisions of Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;



# S.MUTHU RAJU B.Sc., F.C.A., A.C.S.,

COMPANY SECRETARY IN PRACTICE

C.P. No. : 4181

(l) The Provisions of Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

(m) And any other regulations as applicable. And circulars/guidelines issued there under.

Based on my examination and verification of the Documents and records produced to me and according to the information and explanations given to me by the company, I hereby report that

:-

Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
1	<b><u>Secretarial Standard</u></b>  The compliances of listed Company are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	
2	<b>Adoption and timely updation of the Policies:</b>  (a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company  (b) All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars/guidelines issued by SEBI	Yes  Yes	
3	<b>Maintenance and disclosures on Website:</b>  (a) The Company is maintaining a functional website (b) Timely dissemination of the documents/ information under a separate section on the website (c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes  Yes  Yes	





Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
4	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5	<b>To examine details related to Subsidiaries of listed entities:</b>  (a) Identification of material subsidiary companies  (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA  NA	
6	<b>Preservation of Documents:</b>  The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	
7	<b>Performance Evaluation:</b>  The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8	<b>Related Party Transactions:</b>  (a) The Company has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes  NA	



**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

COMPANY SECRETARY IN PRACTICE

C.P. No. : 4181

Sl.No	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS*
9	<b>Disclosure of events or information:</b>  The Company has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10	<b>Prohibition of Insider Trading:</b>  The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	
12	<b>Additional Non-compliances, if any:</b>  Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	



# S.MUTHU RAJU B.Sc., F.C.A., A.C.S.,

COMPANY SECRETARY IN PRACTICE

C.P. No. : 4181

(a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
	Not Applicable		NA	NA	Advisory/Clarification/Fine/Show Cause Notice/Warning, etc	NA	NA	NIL	NA	NIL



**(b) The Company has taken the following actions to comply with the observations made in previous reports:**

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practitioner & Company Secretary	Management Response	Remarks
	Not Applicable	NA	NA	NA	Advisory/Clarification/Fine/Show Cause Notice/Warning, etc	NA	NA	NIL	NA	NIL



**Obliged Qualifications**

Sl.No	Compliance Requirement (Regulations/ circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Non-Compliance of Regulation 4 of the companies ( appointment and qualification of director)	The company has not Appointed second Independent director as prescribed of Under the regulation 4 of the companies ( appointment and qualification of director)	BSE levied penalty of Rs.2,17,120/- and the company is yet to pay. Mean while the company has not appointed another independent director as requested by BSE.
2	Non Compliance of Regulation 38 of LODR regarding Minimum Public Shareholding requirements	The company has not fulfilled the minimum public share holding requirements and till now it has not been fulfilled.	BSE levied penalty of Rs 55,81,400/-for the non fulfilment of minimum public share holding and the company is requested to waive the penalty and the matter is pending before BSE
3	Show Cause Notice regarding Compulsory delisting of Securities of Tamilnadu Jai Bharath Mills Ltd., from BSE Ltd.,	The Matter is still pending before BSE Ltd.,	No comments are warranted for this point
4	Appointment of Company Secretary - Non compliance of Rule 8A and Sec.203	The Board has not appointed Company Secretary as on date.	Informed to Board to appoint Company Secretary to avoid Non-compliance.



**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

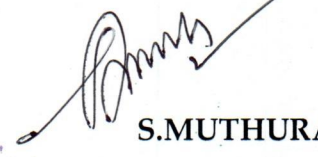
**COMPANY SECRETARY IN PRACTICE**

**C.P. No. : 4181**

**5. Others**

- a. The Company has discontinued the production since 15<sup>th</sup> December 2021. Also the Electricity connection to the Factory also disconnected in December 2021.
- b. The accumulated losses of the company as at the close of 31st March 2023 amounted to Rs.8083.87 lakhs against which the paid up capital of the company is Rs.3978.47 lakhs and the losses has totally eroded the net worth of the company.
- c. The company has been incurring losses continuously for the past many years.
- d. The total liabilities of the company as at the close of 31st March 2023 is Rs. 72.94 Crores (Previous year Rs. 79.88 crores) against which the Fixed and current assets book values are only Rs. 16.09 crores (Previous year Rs.19.55 crores)
- e. Consequent to stoppage of Production, the company has sold all the Fixed Assets, except the Factory Building.
- f. The Lender, State Bank of India has classified the Advance given to the company being Non-Performing Asset.

**S. MUTHURAJU**, B.Sc., F.C.A., ACS.,  
Company Secretary in Practice  
C.P. No: 4181  
35, 2nd Floor, North Masi Street  
Madurai-625 001  
Ph: 0452-4506069, Mob: 99941 03021  
Email: smrajunaidu@gmail.com

  
**S.MUTHURAJU**  
**(Practicing Company Secretary)**  
**Proprietor**  
**ACS: 8825; CP: 4181**  
**UDIN: A008825E000462201**

**Place: Madurai**

**Date:06.06.2023**

**S.MUTHU RAJU** B.Sc., F.C.A., A.C.S.,

**COMPANY SECRETARY IN PRACTICE**

C.P. No. : 4181

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members of  
**TAMILNADU JAI BHARATH MILL LIMITED**  
**ARUPPUKOTTAI**


I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **TAMILNADU JAI BHARATH MILL LIMITED** having CIN **L17111TN1989PLC018267** and having registered office at **NO.212, RAMASAMY NAGAR, ARUPPUKOTTAI - 626 601** (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **31st March, 2023** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

S.NO	NAME OF DIRECTOR	DESIGNATION	DIN.NO	DATE OF APPOINTMENT IN COMPANY
1	Veerappa Naicker Ramasamy Naicker Rajendran	Director	08204715	28/09/2018
2	Rajendran Jamuna	Director	08615534	01/12/2019
3	Subba Rao Seenivasan	Additional Director	10045008	28/02/2023
4	Nagarajan	Additional Director	10045329	28/02/2023

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

Place: Madurai  
Date: 12.06.2023

  
Name of the Practicing Company Secretary **S.MUTHURAJU**  
**S. MUTHURAJU**, B.Sc., F.C.A., A.C.S.,  
Company Secretary in Practice  
C.P. No: 4181

35, 2nd Floor, North Masi Street  
Madurai-625 001  
Ph: 0452-4506069, Mob: 99941 03021  
Email: smrajunaidu@gmail.com

ACS No.: 8825; C P No.:4181  
UDIN: A008825E000478547

**TAMIL NADU JAI BHARATH MILLS LTD**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2023**

PARTICULARS		Year Ended 31.03.2023	Year Ended 31.03.2022
		Rs.in Lakhs	
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	Net Profit/(Loss) Before Tax	348.02	(347.83)
	<u>Adjustments for</u>		
	Add: Depreciation	0.00	119.45
	Profit on sale of fixed assets	(365.92)	(223.46)
	Dividend Income	0.00	(0.00)
	Interest Income	(0.92)	(0.83)
	Interest Expenses	23.47	249.73
	<b>Operating Profit/(Loss) before working capital changes:</b>	<b>4.65</b>	<b>(202.94)</b>
	<u>Changes in working capital</u>		
	Adjustment for increase/decrease in operating assets:		
	Inventories	(42.15)	(16.79)
	Trade Receivables	0.00	(8.17)
	Other Financial Assets	(0.67)	(59.30)
	Other Current Assets	(51.14)	(1.58)
	Adjustment for increase/decrease in operating Liabilities:		
	Trade Payable	(10.79)	(55.70)
	Other Financial Liabilities - Non Current	(754.51)	864.57
	Other Financial Liabilities - Current	113.84	(1573.85)
	Other Current Liabilities	(57.08)	(167.64)
	<b>Cash Generated from operations:</b>	<b>(609.93)</b>	<b>(1049.72)</b>
	<b>NET CASH USED IN / GENERATED FROM OPERATIONS</b>	<b>(609.93)</b>	<b>(1049.72)</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Capital Expenditure on fixed assets	(0.40)	(10.78)
	Proceeds from sale of Fixed Assets	605.17	854.74
	Purchase / Sale of Investments	0.00	0.00
	Dividend Received	0.00	0.00
	Interest Received	0.92	0.83
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>605.69</b>	<b>844.79</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	<u>Net Borrowings:</u>		
	Term Loan availed / repaid		
	Unsecured Loans availed / repaid	24.36	455.93
	Interest Paid	23.48	249.73
	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>0.88</b>	<b>206.20</b>
<b>D</b>	<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS [A+B+C]</b>	<b>(3.36)</b>	<b>1.27</b>
	Cash and Cash Equivalents at the beginning of the year	3.37	2.10
	Cash and Cash Equivalents at the end of the year	0.01	3.37

Place : Aruppukottai

Date : 30th May 2023

*M. Mintha*

*R. B. B. B.*  
CFO

*D. J. J.*  
DIRECTOR

**AUDITOR'S CERTIFICATE**

We have verified the above Cash Flow Statement with the books and records maintained by Tamilnadu Jai Bharath Mills Ltd., and certify that in our opinion and according to the information and explanations given to us, the above statements are in accordance therewith.

**For M/s. KRISHNAN AND RAMAN**  
**Chartered Accountants**  
**Firm Registration No. 001515S**

*V. Srikrishnan*

**V. SRIKRISHNAN, Partner**

**Membership NO. 206115, UDIN No. 223206115BGYNXC4048**

