

**NOTICE TO THE SHARE HOLDERS**

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

**AGENDA**

**ORDINARY BUSINESS:**

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

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

**2. RE- APPOINTMENT OF DIRECTOR**

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

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

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

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

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



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

Place: Chennai  
Date: 12.11.2020

**NOTES:**

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

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

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

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

**E-VOTING**

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

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

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

# TEJASSVI AAHARAM LIMITED

Regd. Off.:

New No.31, Lazarus Church Road,

R.A.Puram, Chennai 600 028

CIN: L15549TN1994PLC028672

Website: talchennai.in

E-mail: taltdchennai@gmail.com

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

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

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

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

Place: Chennai  
Date: 12.11.2020

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

Brief profile of Mrs. Surekha Shyam:

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

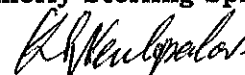
The Board recommends the resolution in relation to appointment of Smt. Surekha Shyam, as a Non-Executive Woman Director, liable to retire by rotation, for the approval by the Shareholders of the Company.

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

**Details of Director seeking appointment at the 26<sup>th</sup> Annual General Meeting (Pursuant to Regulations 36 of the Listing Regulations:**

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

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



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

**Place: Chennai**  
**Date: 12.11.2020**

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

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

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

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

**OPERATIONS**

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

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

**TRANSFER TO RESERVE**

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

**DIVIDEND**

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

**DIRECTORS****Retirement by Rotation of Directors.**

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

by rotation until the conclusion of the 26<sup>th</sup> AGM. Being eligible, she offers herself for re-appointment at the ensuring AGM.

**DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

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

**SHARE CAPITAL**

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

**a. BUY BACK OF SECURITIES**

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

**b. SWEAT EQUITY**

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

**c. BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d. EMPLOYEES STOCK OPTION PLAN**

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

**RISK MANAGEMENT POLICY**

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

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

**PUBLIC DEPOSITS**

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

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

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

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

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

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

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

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

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

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

**COMPOSITION OF AUDIT COMMITTEE:**

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

**COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

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

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

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

**a) Board Independence**

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

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

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

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

**c) Remuneration Policy**

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

**d) Meetings**

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

**COMMITTEES OF THE BOARD**

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

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

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

**DIRECTORS' RESPONSIBILITY STATEMENT**

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

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