

**TEJASSVI AAHARAM
LIMITED**

Annual Report FY 2022-23

CORPORATE INFORMATION

BOARD OF DIRECTOR'S & KEY MANAGERIAL PERSONNEL

| | |
|--------------------------|---|
| Shyamkumar | - Managing Director |
| Chinnathambi vinothkumar | - Director, Independent Director |
| Thangavelu dhana lakshmi | - Director, Independent Director |
| Duraisamy jeevanandham | - Additional Director, Non-Executive Director |
| Satheesh kumar semmalai | - Additional Director, Non-Executive Director |

REGISTERED OFFICE

No. 99/6, Sneha Sadan Apartments,
Nungambakkam High Rd Tirumurthy Nagar,
Nungambakkam Chennai 600034

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

Website: talchennai.in

CORPORATE IDENTITY NUMBER

L15549TN1994PLC028672

STATUTORY AUDITORS

M/s Sundaram & Srinivasan, Chartered
Accountants, Chennai

SECRETARIAL AUDITORS

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

INTERNAL AUDITORS

M/s Vaidyanathan Meenakshi & Co,
Chartered Accountants, Chennai

REGISTRAR & SHARE TRANSFER AGENT

Cameo Corporate Services Ltd
"Subramanian Building"

1, Club House Road, Chennai – 600002

Phone: + 91-44-28460390

E-mail: investor@cameoindia.com

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TEJASSVI AAHARAM LIMITED

NOTICE TO MEMBERS

NOTICE IS HEREBY GIVEN THAT THE TWENTY NINETH (29TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF TEJASSVI AAHARAM LIMITED WILL BE HELD ON FRIDAY, 29TH DAY OF SEPTEMBER 2023 AT 12:00 P.M THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER, AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023 ALONG WITH THE NOTES AS ON THAT DATE AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITOR’S REPORT THEREON.

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

“RESOLVED THAT the Audited Financial Statements for the year ended 31st March 2023 together with the Auditors Report thereon, and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted”.

SPECIAL BUSINESSES:

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

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their respective Meetings held on 27th May 2023, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Shyamkumar, Managing Director with effect from 1st April,2023 for the remaining period of his tenure ending on 21st June, 2024

“RESOLVED FURTHER THAT the remuneration payable to Mr. Shyamkumar, Managing Director with effect from 1st April,2023 as per the below table ;

| | |
|--------------------------------|---|
| Salary (Excluding perquisites) | Rs. 20,00,000/- (Rupees Twenty Lakhs Only) Per Annum. Further, the annual increments to the salary will be at the discretion of the Board of Directors based on the recommendations of the Nomination and Remuneration Committee. |
| Commission | Such percentage of net profits of the Company or such other |

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| | |
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| | quantum of the net profits of the Company as may be approved by the Board of Directors, at its absolute discretion, for each financial year, limited to a maximum of the annual salary. |
| Perquisites and other allowances | <p>a. Reimbursement of medical expenses covering medical treatment for self and family, including premium for insurance and other related expenses</p> <p>b. Expenses incurred for travelling, boarding and lodging including during business trips and provision of car & fuel for use on Company's business and communication expenses at residence & mobile shall be reimbursed at actuals.</p> <p>c. Such other allowances, benefits, utilities, amenities, reimbursement of expenditure and such other facilities at the discretion of the Board</p> <p>All perquisites and other allowances limited to a maximum value equal to the annual salary.</p> |
| Other benefits | In the event of loss of office, the Managing Director shall be paid compensation in the manner and to the extent and subject to the limits or priorities prescribed under Sections 191 and 202 of the Companies Act, 2013 and rules made thereunder |

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

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

"RESOLVED FURTHER THAT any one of the board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution."

3. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. DURAISAMY JEEVANANDHAM (DIN: 10176916) AS DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modifications(s) or re-enactment thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any Amendment thereof and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Duraisamy Jeevanandham (DIN: 10176916) who was appointed as an Additional Director (Non-Executive and Non Independent) of the Company with effect from 27th May, 2023 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Non-Executive and Non Independent Director of the Company whose period of office liable to determination by retirement by rotation."

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RESOLVED FURTHER THAT anyone of the Director be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.”

4. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SATHEESH KUMAR SEMMALAI (DIN: 10177140) AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder including any statutory modifications(s) or re-enactment thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any Amendment thereof and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Satheesh Kumar Semmalai (DIN: 10177140) who was appointed as an Additional Director (Non-Executive and Non Independent) of the Company with effect from 27th May, 2023 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Non-Executive and Non Independent Director of the Company whose period of office liable to determination by retirement by rotation.

RESOLVED FURTHER THAT anyone of the Director be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. TO CONSIDER AND APPROVE THE BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of all the earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereof or re-enactment(s) thereof and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, overdraft facilities, debentures or other securities, lines of credit, commercial papers, fund based and non fund based facility or in any other forms from banks, financial or other institution(s), investors, mutual fund(s), body corporate entities or any other persons, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50,00,00,000/- (Rupees Fifty Crores only).

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RESOLVED FURTHER THAT any of the director of the company, be and is hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

6. TO CONSIDER AND APPROVE THE POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS UP TO RS. 50,00,00,000/- (RUPEES FIFTY CRORES ONLY) UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded by way of special resolution for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company and to transfer, sell or dispose of all or any part of the moveable or immovable properties of the Company, wherever situated, both present and future, in such manner as the Board may deem fit, in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed / to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time the limits approved under section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the director of the company, be and is hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

7. TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS.50,00,00,000 (RUPEES FIFTY CRORES)

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

“**RESOLVED THAT** in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body

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corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 50,00,00,000/- (Rupees Fifty Crores only).

RESOLVED FURTHER THAT the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company

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

8. TO CONSIDER AND APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS TO ADVANCE ANY LOAN, GIVE ANY GUARANTEE OR TO PROVIDE ANY SECURITY TO ALL SUCH PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013 UPTO AN AGGREGATE LIMIT OF RS.50,00,00,000 (RUPEES FIFTY CRORES)

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

“RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance/receive any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 50,00,00,000/- (Rupees Fifty Crores only)

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RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof

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

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

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

Date: 05st September, 2023
Place: Chennai
Registered Office: No. 99/6, Sneha Sadan Apartment,
Nungambakkam High Rd, Tirumurthy Nagar,
Nungambakkam, Chennai 600034
Email: taltdchennai@gmail.com | Website: talchennai.in

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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts, details and information in respect of item no. 2 to 8 as set out in the Notice is annexed hereto.
2. Pursuant to the Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and ‘SEBI’ Circular No. SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter referred to as “SEBI Circulars”) physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Pursuant to the above circulars, the 29th AGM of the Company shall be conducted through VC / OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Also, pursuant to the above circulars, Annual Report for the Financial Year 2022- 23 and Notice of the 28th AGM are sent only through electronic mode to the members of the Company.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
4. 29th AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars. Instructions for members for attending the AGM through VC/OAVM are given in point no 21.
5. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd September, 2023 to 29th September, 2023 (both days inclusive).
6. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical share members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. Cameo Corporate Services Ltd., Subramanyam Building, 1, Club House Road, Chennai 600 002.
7. Our Company’s shares are tradable compulsorily in electronic form and through Cameo Corporate Services Limited, Registrars and Share Transfer Agents; we have established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). The International Securities Identification Number (ISIN) allotted to your Company’s shares under the Depository system is INE173E01019. As on 31st March, 2023 95.75% of our Company’s Shares were held in dematerialized form and the rest are in physical form. To enable us to serve our investors better, we request shareholders whose shares are in physical mode to dematerialize shares and to update their bank accounts with the respective Depository Participants.