

Date: 21<sup>st</sup> September 2022

To,  
The Secretary,  
National Stock Exchange of India Ltd.  
Add: Exchange Plaza, 5th Floor Plot No - 'C' Block,  
G Block Bandra-Kurla Complex,  
Bandra (E), Mumbai-400051  
(Scrip Code: TARACHAND)

**Sub: Revised Annual Report for FY 2021-22**

**Re.: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is in furtherance to our letter dated September 07, 2022 wherein the **Tara Chand Logistic Solutions Limited** ("the Company") had submitted its Annual Report along with the Notice of the 10<sup>th</sup> AGM to be held on **Thursday, September, 29 2022 at 11:00 a.m. (IST)** via Video Conference / Other Audio Visual Means.

This is to inform you that certain inadvertent typo errors were noticed in the Annual Report FY 2021-22. In this regard, please note the following changes made in the Annual Report FY 2021-22:

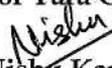
1. The header of each page of the Annual Report is to be read as "**2021-22**" instead of "**2020-21**".
2. On page 29 under Heading **Secretarial Auditors**:

The observations given by Secretarial Auditor in their report for the financial year ended should be read as "**March 31, 2022**" instead of **March 31, 2021**.

Other contents of the AGM Notice & Annual Report remain unchanged

Further, we are enclosing herewith the Annual Report of the Company along with the Notice of the 10<sup>th</sup> AGM and other Statutory Reports for FY 2021-22 after incorporation of the above changes and the same is also available on the website of the Company at <https://tarachandindia.in/>

This is for your information and records.

Thanking you,  
For **Tara Chand Logistic Solutions Limited**  
  
Nishu Kansal  
Company Secretary & Compliance Officer





# ANNUAL REPORT

2021-2022

**Board of Directors:**

<b>Name</b>	<b>DIN No.</b>	<b>Designation</b>
Mr. Vinay Kumar	00151567	Chairman & Managing Director
Mr. Ajay Kumar	00151477	Whole-Time Director
Mr. Himanshu Aggarwal	01806026	Executive Director
Mr. Sant Kumar Joshi	08428787	Independent Director
Mr. Niranjan Kumar Roy	06950384	Independent Director
Mrs. Perna Sandeep Agarwal	06955080	Non-Executive Director

**KMP's:**

Mr. Himanshu Aggarwal	Chief Financial Officer
Ms. Nishu Kansal	Company Secretary & Compliance Officer

**BANKERS:**

STATE BANK OF INDIA  
 AXIS BANK LIMITED  
 ICICI BANK LIMITED  
 HDFC BANK LIMITED  
 INDUSIND BANK LIMITED  
 TATA MOTORS

**NBFC'S**

TATA CAPITAL

**REGISTERED OFFICE:**

**Tarachand Logistic Solutions Limited**  
 342, Industrial Area Phase I – 160002,  
 Chandigarh, India.

**REGISTRARS & SHARE TRANSFER AGENTS:**

**Registrar and Transfer Agent information for  
 Tara Chand Logistic Solutions Limited**

Regd. Office Address:

LINK INTIME INDIA PVT. LTD.

**C-101,247 Park, LBS Marg,**

**Vikhroli West, Mumbai, Maharashtra-400083**

Web Add: [www.linkintime.co.in](http://www.linkintime.co.in)

**SHARES LISTED AT:**

Stock Exchange - National Stock Exchange of India Ltd. (SME Emerge)

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# Chairman's M e s s a g e

Dear Valued Stakeholders,

The world has witnessed the most unusual phase of uncertainty and instability over the last two years. Nonetheless, the second half of the Fiscal Year 2021-22 seems to have led our country out from the deadliest times of the Covid 19 pandemic. The Government of India's push for large scale vaccination along with the policy push to improve infrastructure paved the way for India's journey on the path a USD 5 Trillion economy. The second half of the FY 2021-22 saw economic activity picking pace to retrace its steps to the pre-covid era.

In the past financial year the government emphasis on both the infrastructural development as well as large MNCs' efforts to expand industrial expansion gained pace. In FY22, various government initiatives were undertaken such as the National Infrastructure Pipeline, National Monetisation Pipeline, Bharatmala Pariyojana. Also a INR 100 lakh Crore master plan was made for multi-modal connectivity with the goal of developing infrastructure to lower logistic costs. Although the Government's initiatives brought positive cheer across sectors, certain unpredicted events like extended Monsoons, India-China border tensions and the Russia-Ukraine conflict led to volatility in the steel and construction industries. Despite the volatile situations, the construction equipment sector witnessed growth in FY22.

Your company continued its efforts towards efficient execution of the orderbook that the company had established over the previous FY. Your company's contract with Rashtriya Ispat Nigam Limited at its flagship Central Dispatch Yard in Vishakhapatnam took off at the start of the FY. With this contract, your company has become one of the largest steel material handling and logistics solution provider in the company with an operating capacity of 6 Million Tonnes of Steel per annum. Over the last few years, your company has steadily progressed as an infrastructure development solution provider of choice by its clients across the country. The company has successfully progressed into an end-to-end turnkey solutions provider, which differentiates it from its competitors who are primarily just equipment rental companies. FY 21-22 saw your company become the leading agency of choice for execution of bored cast-in-situ piles for the first ever Bullet Train of the country i.e. the Mumbai Ahmedabad High Speed Rail Project. Starting with the first ever working pile of this prestigious project in May 2021, your company raced to 1000 piles installation by the end of the FY22.

The past two Financial Years have been exceptionally difficult not only because of the unique challenges presented, but more so because of the unpredictability of the events that transpired. The company has stood its ground through three Covid-19 waves, with the first two causing a never seen before disruption. If the first quarter of FY2021-22 was marred by the deadly onslaught of the second wave, the second quarter was washed away by prolonged torrential rains that defied most predictions of the Meteorology Department. These unusual tumultuous and unpredictable events led to postponement of projects by our clients, which served as a huge blow to our fleet occupancy targets for HY1 of FY2021-22. Despite the very challenging times, the company's Management remained dogged in its approach to sail through with an approach to remain persistent and consistent with its operational and financial practices. The company's Income from Operations registered a Y-o-Y growth of 16.4%, riding primarily on the positive performance in the latter half of FY 2021-22. However, the below par performance in the first half of the FY caused stress on the operating margins of the company. The Y-o-Y Operating Profit declined by 11.7% while the Operating Margin dropped to 23% from 31% for the corresponding

period. It is very important to note that despite the very challenging times, your company continued its efforts towards financial hygiene and transparency. The company recognized and reversed income of INR 4.39 Crores that was pertaining to previous years. Nevertheless, your company fought off these challenges and made great progress in certain key financial parameters. The company's Non Current Liabilities reduced by INR 22.56 Crores, while the Long Term Borrowings saw a 25% decrease to INR 49.50 Crores as on 31<sup>st</sup> March 2022. The reduction in debt helped boost the Debt/Equity Ratio to 1.50 in FY22 compared to 2.0 in FY21.

Going forward, our entire team at Tara Chand is excited about the plethora of opportunities that have opened up this year. Your company's investments and strategies are well aligned with the Government's push for infrastructure and logistics growth. I assure you that your company's management and entire workforce is steadfastly committed to the service of its clients and more so to the service of this beautiful Nation to ensure achievement of the company's goals. The Financial Year 2022-23 is even more exciting in that your company is set to migrate to the Main Board from the NSE Emerge exchange. I, along with the entire team at Tara Chand, am very excited to continue our growth journey with the support and commitment of our current stakeholders and keenly looking forward to welcoming new shareholders in our journey towards greater heights.

Kindest Regards,

**Vinay Kumar**

Managing Director

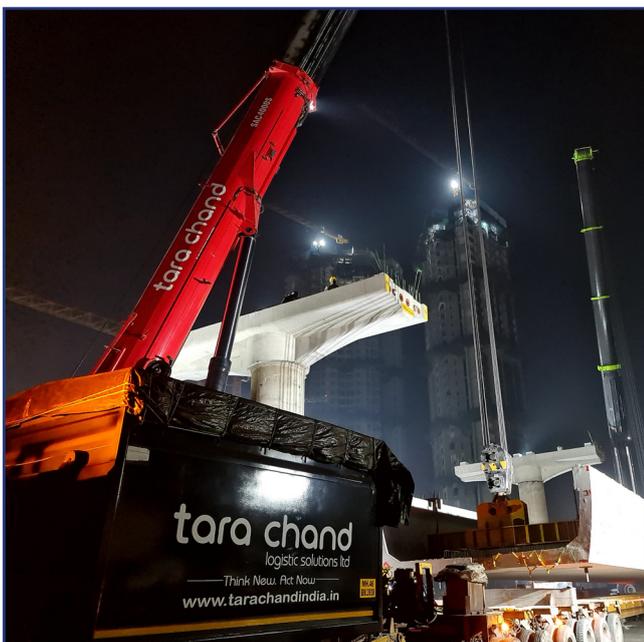
## GLIMPSE OF OUR VARIOUS EQUIPMENTS



Turnkey Solutions for Infrastructure Construction Projects.



Zoomlion ZAT4500H (450T) Capacity working at JNPT Port, Mumbai



Our Equipment and Teams in action for Metro Rail Construction projects in Mumbai



Piling Solutions at Infrastructure Projects

## GLIMPSE OF OUR VARIOUS EQUIPMENTS



Our Equipment and Teams in action for Metro Rail Construction projects in Mumbai



Mi-Jack Rubber Tyre Gantry Crane at the Central Dispatch Yard, RINL, Visakhapatnam.



SANY SR235 (235 KNm) Piling Rigs and Engineering Team working at MAHSR Bullet Train Project.



Unique Lifting Solutions for Steel, Cement, Oil & Gas, Power, Chemical, Renewable Energy Sectors (Crane in the pic is Liebherr LTM 1800 800MT Capacity)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF TARA CHAND LOGISTIC SOLUTIONS LIMITED WILL BE HELD ON THURSDAY, 29<sup>TH</sup> SEPTEMBER, 2022 AT 11:00 A.M. THROUGH VIDEO CONFERENCE /OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 342 INDUSTRIAL AREA, PHASE I, CHANDIGARH – 160002.**

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Ms. Purna Sandeep Aggarwal (DIN: 06955080), who retires by rotation and, being eligible, offers herself for re-appointment.

### 3. Re-Appointment of statutory auditors and fix their remuneration:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

**“RESOLVED THAT** Pursuant to Section 139,141,142 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Sangeet Kumar & Associates, Chartered Accountants, Mumbai (FRN:001954N) be and are hereby re-appointed as the Statutory Auditors of the company for a term of five consecutive years, who shall hold office from the conclusion of this 10<sup>th</sup> Annual General Meeting till the conclusion of the 15<sup>th</sup> Annual General Meeting to be held in the financial year 2027-28 on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company in addition to applicable taxes, reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

### SPECIAL BUSINESS:

#### 4. APPOINTMENT OF MR. DIVAKAR HEBBAR KAPOLI AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule IV to the Companies Act, 2013 and the Company (Appointment and Qualification of Directors) rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. Divakar Hebbbar Kapoli (DIN:09707968), who was appointed as Additional Director (Independent Director) of the Company by the Board of Directors, pursuant to provisions of Section 161(1) of the Companies Act, 2013 and the articles of association of the Company, with effect from the date of allotment of DIN i.e. 18<sup>th</sup> August, 2022 and who holds office as such up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 18<sup>th</sup> August, 2022 to 17<sup>th</sup> August, 2027 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

#### **5. APPOINTMENT OF MS. NEELAM P. KASNI AS INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule IV to the Companies Act, 2013 and the Company (Appointment and Qualification of Directors) rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), based on the recommendation of Nomination & Remuneration Committee, Consent of the members of the Company be and is hereby accorded for the appointment of Ms. Neelam P. Kasni as an Independent Director ('Woman Director') of the Company for the period of three years with effect from 07<sup>th</sup> October, 2022 to 06<sup>th</sup> October, 2025 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

#### **6. APPOINTMENT OF MR. SURESH KUMAR THAPAR AS INDEPENDENT DIRECTOR OF THE COMPANY:**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule IV to the Companies Act, 2013 and the Company (Appointment and Qualification of Directors) rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), based on the recommendation of Nomination & Remuneration Committee, Consent of Members of the Company be and is hereby accorded for appointment of Mr. Suresh Kumar Thapar as an Independent Director of the Company for the period of three years with effect from 07<sup>th</sup> October, 2022 to 06<sup>th</sup> October, 2025 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

#### **7. TO CHANGE THE NAME OF THE COMPANY FROM TARA CHAND LOGISTIC SOLUTIONS LIMITED TO TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED AND CONSEQUENT AMENDMENTS IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:**

To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, read with applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to approval(s), consent(s) or permission(s) of the Central Registration Centre, Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges, Central Government and any other regulatory and statutory authorities, as may be required, Consent of the Members of the Company be and is hereby accorded to change the name of the Company from **"TARA CHAND LOGISTIC SOLUTIONS LIMITED"** to the new name **"TARA CHAND**

**INFRALOGISTIC SOLUTIONS LIMITED**" with effect from the date of approval of Central Government/Registrar of Companies/Ministry of Corporate Affairs and/or any other statutory authorities as required confirming that Change of name by itself would not affect anyway the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

**RESOLVED FURTHER THAT** the Name Clause being (**Clause I**) of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

I. The name of the Company is **TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**.

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name "**TARA CHAND LOGISTIC SOLUTIONS LIMITED**" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Memorandum of Association and Articles of Association of the Company and all other documents including agreements, contracts entered into by the Company, letter heads, hoardings, envelopes, stamps, stationary, business letters, billheads, letter papers official publications and at all other places wherever appearing be substituted with the new name "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**".

**RESOLVED FURTHER THAT** the Board of the directors and company secretary of the company be and are hereby severally authorized to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change of name of the Company and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), as may be required from time to time and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

On behalf of the Board of Directors

Tara Chand Logistic Solutions Limited

Sd/-

Vinay Kumar

Chairman & Managing Director

DIN:00151567

Add: C/O: 342 Industrial Area, Phase I,

Chandigarh – 160002

Date: 05/09/2022

Place: Chandigarh

**NOTES:**

1. In view of the continuing COVID-19 pandemic situation and social distancing norms to be followed and pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the 10<sup>th</sup> Annual General Meeting ('10<sup>th</sup> AGM/AGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 10<sup>th</sup> AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 10<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. ('LI IPL') for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the 10<sup>th</sup> AGM will be provided by LI IPL.
3. For the convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [cs@tarachandindia.in](mailto:cs@tarachandindia.in)

Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the MCA Circular No. 02/2021 dated January 13, 2021 read with General circulars No. 20/2020 dated May 05, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2021-22 and the Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Link Intime India Pvt. Ltd. ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on 02<sup>nd</sup> September, 2022. Members may note that, Notice and Annual Report 2021-22 can also be accessed from the website of the Company at <https://tarachandindia.in/> and on websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of LI IPL (agency for providing the Remote e-Voting facility and e-voting system during the AGM).

6. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the 10<sup>th</sup> Annual General Meeting ('AGM') and the relevant details of director seeking appointment and re-appointment as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
7. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
8. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM
10. The register of Members and Share Transfer Books of the Company will remain closed from **Friday, 23<sup>rd</sup> September, 2022 to Thursday, 29<sup>th</sup> September, 2022**. (Both days inclusive) for the purpose of the 10<sup>th</sup> AGM of the Company.
11. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 10<sup>th</sup> AGM being held through VC/OAVM.
12. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), Link In time India Pvt. Ltd. at C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.
14. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Link In time India Pvt. Ltd. /Company to update their Bank Account Details.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to Link In time India Pvt. Ltd.
16. Members who hold shares in dematerialized form are requested to update their Bank Account details with their respective Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or Link In time India Pvt. Ltd cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
17. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in corporate actions.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to **Thursday, September 22, 2022**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned below.

19. The remote e-voting period will commence at **9:00 a.m. on Monday, 26<sup>th</sup> September, 2022 and will end at 5:00 p.m. on Wednesday, 28<sup>th</sup> September, 2022.** In addition, the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode and the request being sent to [cs@tarachandindia.in](mailto:cs@tarachandindia.in)
21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@tarachandindia.in](mailto:cs@tarachandindia.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [cs@tarachand.in](mailto:cs@tarachand.in). These queries will be replied to by the company suitably by email.
22. Members are requested to write to [cs@tarachandindia.in](mailto:cs@tarachandindia.in) for inspection of all related documents referred to in the accompanying Notice and the Explanatory Statement up to and including the date of the Annual General Meeting of the Company.

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### **Login method for Individual shareholders holding securities in demat mode is given below:**

#### **1. Individual Shareholders holding securities in demat mode with NSDL**

Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

#### **2. Individual Shareholders holding securities in demat mode with CDSL**

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 are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.

After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging 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. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

### Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

- Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -
  - User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
  - PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
  - DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - Bank Account Number.** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

Click "confirm" (Your password is now generated).

- Click on 'Login' under '**SHARE HOLDER**' tab.
- Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

### Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

### Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting

system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 22 44 30
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- 23058738 or 22- 23058542-43.

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - ▶ Select the "**Company**" and '**Event Date**' and register with your following details: -
  - Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure 1) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## InstaMeet Support Desk

Link Intime India Private Limited

Annexure 1

## Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The screenshot shows the Webex website interface. The browser address bar displays [webex.com/downloads.html](https://www.webex.com/downloads.html). The navigation menu includes 'Solutions', 'Webex Devices', 'Plans & Pricing', and 'Learn'. A search bar and a 'Start for Free' button are also visible. The main content area is split into two columns:

- Webex Meetings:** Promotes real-time video conferencing with features like HD video, flexible audio options, easy screen sharing, and cross-device compatibility. A blue button labeled 'Download for Windows' is highlighted with a black arrow.
- Webex Teams:** Promotes messaging and team collaboration with features like one-on-one or group messaging, digital whiteboarding, rich content sharing, and video calling. It also features a 'Download Teams VDI' button and a 'Download for Windows' button.

At the bottom of each column, there are links to 'Download on the App Store' and 'GET IT ON Google Play'.



**Step 1**  
Double-click the webexapp.msi file you downloaded



**Step 2**  
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

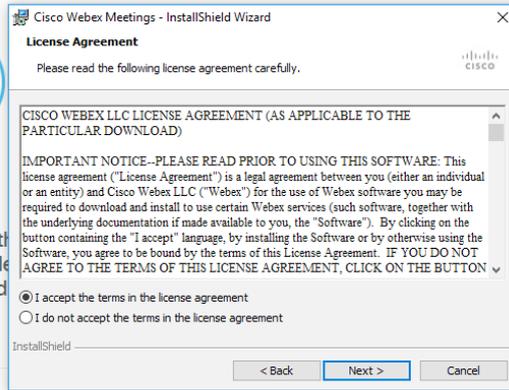


**Step 3**  
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.



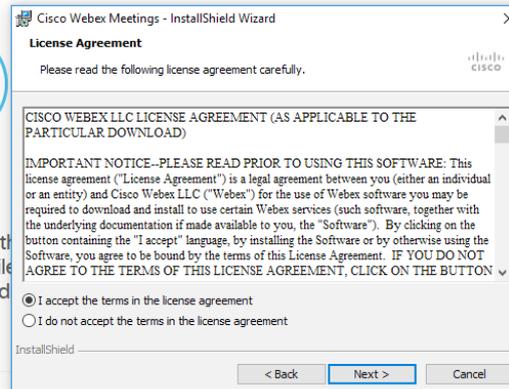
**Step 1**  
Double-click the webexapp.msi file downloaded



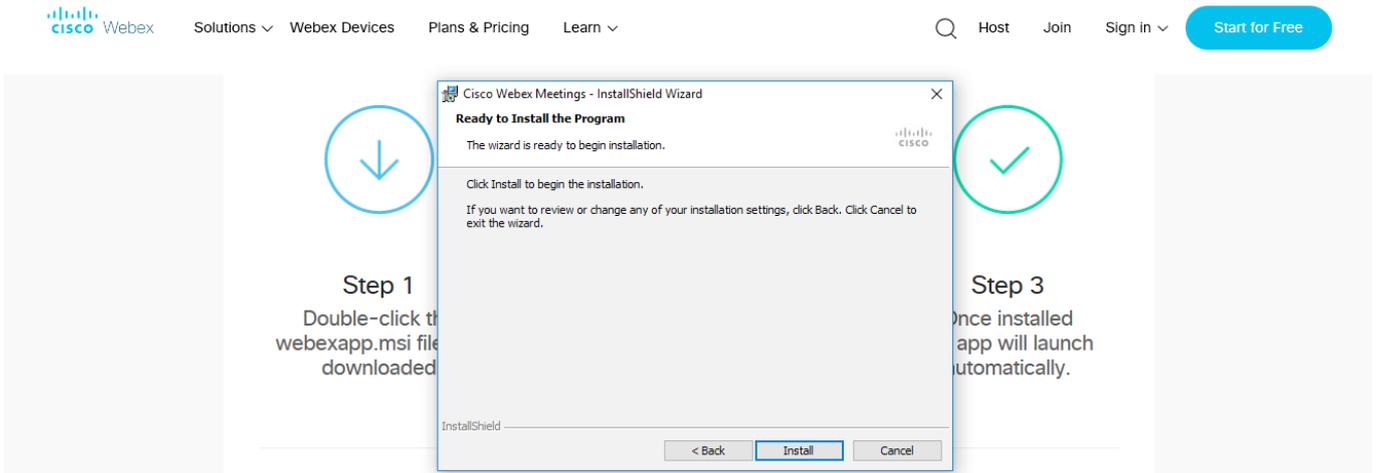
**Step 3**  
Once installed app will launch automatically.



**Step 1**  
Double-click the webexapp.msi file downloaded



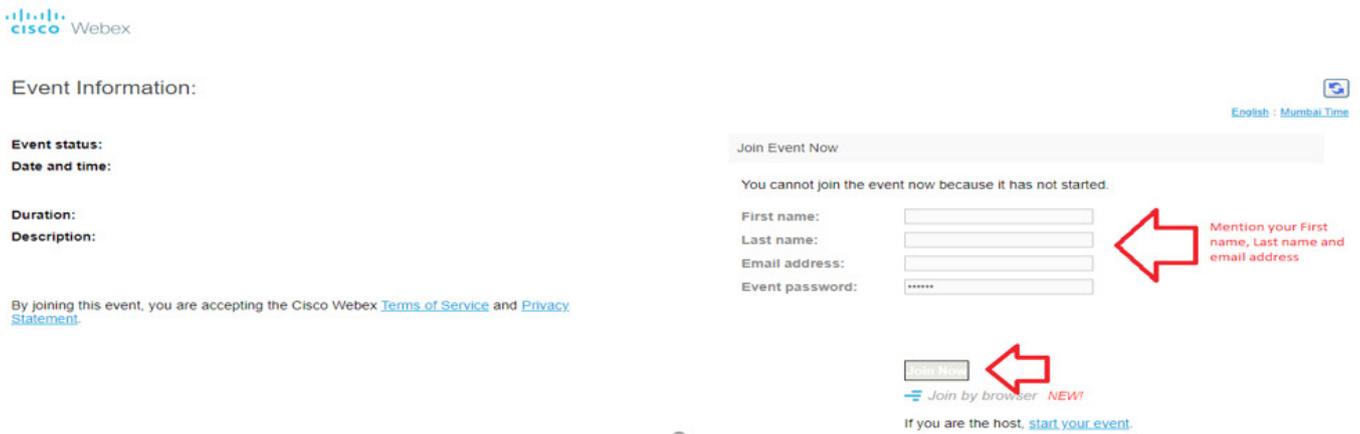
**Step 3**  
Once installed app will launch automatically.



or

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a> .  Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



**Other Instructions:**

1. The voting rights of Members shall be in proportion to their share of the paid-up share capital of the Company as on **Thursday, September 22, 2022**.
2. Mr. Anand Mukherjee (Mem. FCS F11804) Partner of M/s. AVS & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting and e-voting system) in a fair and transparent manner.

Notice of Annual General Meeting (AGM) available on website of the company at <https://tarachandindia.in/>

3. Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. **Thursday, September 22, 2022** may obtain the login ID and password by sending the request at the email id **enotices@linkintime.co.in**

4. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM.
5. The facility of E-voting system shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through E-voting system.
6. A Member can opt for only one mode of voting i.e. either through remote e-voting or by e-voting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
7. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again in the meeting  
The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company (<https://tarachandindia.in/>) within two days of passing of resolutions and communication of the same to the BSE Limited.
8. Since, meeting is conveyed through VC/OAVM, the copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email [tocs@tarachandindia.in](mailto:tocs@tarachandindia.in)

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3:

M/s. Sangeet Kumar & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at 05<sup>th</sup> Annual General Meeting ('AGM') for a period of 5 years, up to the conclusion of 10<sup>th</sup> AGM. M/s. Sangeet Kumar & Associates are eligible for re-appointment for a further period of 5 years. M/s. Sangeet Kumar & Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Sangeet Kumar & Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Sangeet Kumar & Associates, Chartered Accountants, having Firm Registration No. 001954N, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 10<sup>th</sup> Annual General Meeting till conclusion of the 15<sup>th</sup> Annual General Meeting to be held in the financial year 2027-2028 on such remuneration as may be recommended by the Audit Committee and decided by the Board of Directors in consultation with the Statutory Auditors of the Company for an amount not exceeding Rs. 750000 /- (Rupees Seven Lakh Fifty Thousand Only) excluding taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with audit.

The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at **Item No. 3** of the Notice for approval by the Members by way of an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

### ITEM NO. 4:

Pursuant to Section 149, 150, 152, 160 and schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Divakar Hebbar Kapoli as an Additional Director (Independent) of the Company vide circular resolution with effect from 18<sup>th</sup> August, 2022 for a term of five years, who holds office as such up to the date of this Annual General Meeting of the Company. Further, Mr. Divakar Hebbar Kapoli is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice under section 160 of the Companies Act, 2013 in writing from a Member proposing his candidature for the office of Independent Director.

Members were informed that due to the completion of the term of Mr. Niranjana Kumar Roy there is a requirement to fill the position of Independent Director in the Company. Hence, the Board of Directors is of the opinion to appoint

someone at the position of Independent Director who will give independent opinion, suggestions, directions with respect to improvement in timely Compliances, work efficiency etc. Mr. Divakar Hebbar Kapoli has 35 years of experience in key leadership roles in India and has vast hands on experience in the Infrastructure and Construction Industries with M/s Larsen & Toubro Ltd. Also, he had Worked in various capacities in various locations including major projects, Cluster offices, Mumbai and in HQ, Chennai. Experienced on Equipment Management, Repairs and Maintenance, Equipment hiring and evaluation of vendors, Staff training etc. which will be helpful for the Company to reach the goal of the Company.

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the appointment of Mr. Divakar Hebbar Kapoli as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 18<sup>th</sup> August,2022 to 17<sup>th</sup> August, 2027, shall not be liable to retire by rotation.

Except Mr. Divakar Hebbar Kapoli being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The brief profile of Mr. Divakar Hebbar Kapoli in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been annexed to this Notice.

The Board recommends the passing of the **Ordinary Resolution**, as set out in **Item no. 4** of this notice.

#### ITEM NO. 5:

Pursuant to Section 149, 150, 152, 160 and Schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors, it is hereby proposed to appoint Ms. Neelam P. Kasni as an Independent Director of the Company with effect from 07<sup>th</sup> October,2022 for a term of three years in order to have more transparency and good governance in the company. Further Ms. Neelam P. Kasni is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ms. Neelam P. Kasni who has vast experience in Indian Administrative Services her area of eminence is in civil administration, Governance, Law, Social Justice, and Social service. She is actively involved in Social work after superannuation from the Haryana govt. which will helpful for the Company to reach the goal of the Company.

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the appointment of Ms. Neelam P. Kasni as a Non-Executive Independent Director ("Woman Director") of the Company for a term of 3 (Three) consecutive years with effect from 07<sup>th</sup> October,2022 to 6<sup>th</sup> October, 2025, not liable to retire by rotation.

Except Ms. Neelam P Kasni being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The brief profile of Ms. Neelam P. Kasni in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been annexed to this Notice.

The Board recommends the passing of the **Ordinary Resolution**, as set out in **Item no. 5** of this notice.

#### ITEM NO. 6:

Pursuant to Section 149, 150, 152, 160 and Schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors, it is hereby proposed to appoint Mr. Suresh Kumar Thapar as an Independent Director of the Company with effect from 07<sup>th</sup> October,2022 for a term of three years in order to have more transparency and good governance in the company. Further Mr. Suresh Kumar Thapar is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Suresh Kumar Thapar has over 39 years of experience in Banking consisting mainly Corporate Credit (over 15 years)- both Large and Medium, SME Business, Retail Banking Operations, Business Development, Credit Administration, Branch Administration, etc. for achieving top line and bottom-line profitability which will helpful for the Company to reach the goal of the Company.

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Mr. Suresh Kumar Thapar as a Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 07<sup>th</sup> October, 2022 to 6<sup>th</sup> October, 2025, not liable to retire by rotation.

Except Mr. Suresh Kumar Thapar being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The brief profile of Mr. Suresh Kumar Thapar in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been annexed to this Notice.

The Board recommends the passing of the **Ordinary Resolution**, as set out in **Item no. 6** of this notice.

## ITEM NO. 7:

The Members of the company informed that, your company is making an average revenue share of 55% from past few years in the segment of Construction Equipment Rentals & Turnkey Infra Projects and the said revenue is increasing on the continuous basis over past 15 years. Hence, considering the growth opportunities and representation of such segment of the Company in the market/industry and on the basis of confirmation on the availability of name by the Ministry of Corporate Affairs, it is proposed to change the name of the Company to "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**".

The Board of Directors of the Company vide their circular resolution dated 2<sup>nd</sup> September, 2022 have decided and approved to make an application to Central Registration Centre ('CRC'), Registrar of Companies ('ROC'), Ministry of Corporate Affairs ('MCA') for name availability certificate for changing the name of the Company from "**TARA CHAND LOGISTIC SOLUTIONS LIMITED**" to the new name "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**". Accordingly, your company had made an application for reservation and availability of name to CRC, ROC, MCA and the desired name i.e. "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**" is made available by them vide their approval letter dated 2<sup>nd</sup> September, 2022.

Consequent to the proposed new name being made available and reserved in favour of the Company, the Board of Directors of the Company in their meeting held on 5<sup>th</sup> September, 2022, approved change in name of the Company from "**TARA CHAND LOGISTIC SOLUTIONS LIMITED**" to the new name "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**" and also approved consequent change in Memorandum of Association ('MoA') and Articles of Association ('AoA') of the Company subject to receipt of approval from Shareholders, Stock Exchanges where equity shares of the Company are listed, Central Government, ROC, MCA and/ or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

Pursuant to change of name of the Company, the name "Tara Chand Logistic Solutions Limited" as appearing in the Name Clause of the MoA of the Company and wherever appearing in the MoA, AoA, letterheads, hoardings, envelopes, stamps, stationary, business letters, billheads, letter papers, other official publications and other documents and places of the Company would have to be substituted with the new name i.e. "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**".

The Company is in compliance with conditions stipulated under Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, as amended and a certificate pursuant to Regulation 45(3) of the said Regulations, issued by M/s. Sangeet Kumar & Associates, Chartered Accountants (FRN: 011954N), Statutory Auditor of the Company is enclosed as **Annexure- 3** to this Notice.

Pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the MoA and AoA of the Company, it is necessary to obtain approval of the shareholders by way of passing a special resolution. Therefore, the Board considers that the **Special Resolution** set out at **Item no. 7** in this notice is in the best interest of the Company and recommends the said **Special Resolution** for approval of shareholders.

However, the said change in the name of the Company will be effective post receipt of approval from the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges and/ or other regulatory authority(ies) and upon receipt of fresh Certificate of Incorporation upon change of name i.e. "**TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**".

A copy of the existing and proposed MoA and AoA will be available for inspection by the Members of the Company (i) at the Registered Office of the Company during working hours on all working days except Saturdays upto date of AGM 29<sup>th</sup> September, 2022 and (ii) electronically, and any member seeking to inspect, can send an email to cs@tarachandindia.in with subject line "Inspection of Documents".

None of the directors and/or key managerial personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

On behalf of the Board of Directors

Tara Chand Logistic Solutions Limited

Sd/-

**Vinay Kumar**

Chairman & Managing Director

DIN:00151567

Add: C/O: 342 Industrial Area, Phase I,

Chandigarh – 160002

Date: 05/09/2022

Place: Chandigarh

## ANNEXURE-2 TO THE NOTICE

Details of Director (s) seeking appointment/re-appointment at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard – 2

Particulars	Details			
Name	Purna Sandeep Aggarwal	Divakar Hebbar Kapoli	Neelam P Kasni	Suresh Kumar Thapar
Age (Years)	37	61	66	62
Nature/Experience in functional area	She has vast experience in handling the business matters at the Corporate Level	Since March 1982 has been associated with L&T in their Construction group till retirement	Civil Administration, Governance, Law, Social Justice and Social Service	Over 39 years of experience in Banking with State Banking of India consisting mainly Corporate Credit (over 15 years)- both Large and Medium, SME Business, Retail Banking Operations, Business Development, Credit Administration, Branch Administration, etc. for achieving top line and bottom-line profitability.
Qualification	Bachelor's Degree in Science from Mumbai University	Diploma in Mech Engg in 1981	Post-graduation (Economics)	M.Com

Particulars	Details			
	Name	Purna Sandeep Aggarwal	Divakar Hebbar Kapoli	Neelam P Kasni
Age (Years)	37	61	66	62
Terms and Condition of Appointment & Last Remuneration	Sitting Fees Rs.10000/- per meeting of the Board or Committee thereof as Non Executive Director	Sitting Fees Rs.10000/- per meeting of the Board or Committee thereof as an Independent Director Last Remuneration:N.A.	Sitting Fees Rs.10000/- per meeting of the Board or Committee thereof as an Independent Director Last Remuneration:N.A.	Sitting Fees Rs.10000/-per meeting of the Board or Committee thereof as an Independent Director Last Remuneration:N.A.
Remuneration sought to be paid	Sitting Fees Rs.10000/- per meeting of the Board or Committee thereof	Sitting Fees Rs.10000/- per meeting of the Board or Committee thereof	Sitting Fees Rs.10000/- per meeting of the Board or Committee thereof	Sitting Fees Rs.10000/-per meeting of the Board or Committee thereof
Directorship in other companies including Listed Companies	NIL	NIL	NIL	NIL
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/ Stakeholders Relationship Committee	NIL	NIL	NIL	NIL
No. of Shares held in the Company	94800	NIL	NIL	NIL
First Appointment by the Board	20.08.2014	18.08.2022	07.10.2022	07.10.2022
Relationship with other Director, Manager & KMP	Vinay Kumar- Father in law Ajay Kumar- Uncle Himanshu Aggarwal- Brother-in-law	NIL	NIL	NIL
Board Meeting attended (F.Y. 2021 -22)	6	N.A.	N.A.	N.A.
Justification for appointment Independent Director	N.A.	To give a true, fair and independent opinion	To give a true,fair andindependent opinion	To give a true,fair andindependent opinion To opinion

**SANGEET KUMAR & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

Office: - SCO-59, Top Floor, Sector 32-C Chandigarh  
Phone: - 0172-4669496, Mob: 9988962942, 9814669496  
Email: -skachd32@gmail.com

**ANNEXURE-3**

Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015

**TO WHOM SO EVER IT MAY CONCERN**

We refer to the application of availability and name change made by **TARA CHAND LOGISTIC SOLUTIONS LIMITED**, CIN:-L63090CH2012PLC033556 and having its registered office at 342, Industrial Area, Phase I, Chandigarh-160002, India, made to the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs. The new name available and approved is **TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED**.

In this regard, pursuant to Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015, we hereby confirm that;

- a. A time period of at least one year has elapsed from the last name change;
- b. There is no change in the business activity of the Company and at least 50% of the company's total revenue in the preceding 1 year period has been accounted from the existing activity suggested by the new name.

This certificate is issued as per requirements of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Sangeet Kumar & Associates**

**Chartered Accountants**

**(FRN: 011954N)**

**Sd/-**

**Dheeraj Kumar Garg**

**Partner**

**Membership Number:-533845**

**UDIN: 22533845AQYYGF6905**

**Date: 05.09.2022**

**Place:-Chandigarh**

## DIRECTORS REPORT

To,  
The Members  
**TARA CHAND LOGISTIC SOLUTIONS LIMITED**

Your Directors are pleased to present their 10<sup>th</sup> Annual Report of the Company on the business and operations of the Company along with the Audited Financial Statement both Standalone and Consolidated for the financial year ended March 31, 2022.

### FINANCIAL SUMMARY/HIGHLIGHTS:

The performance of the Company During the financial year is as under:

(Amounts in Lacs INR)

Particulars	2021-22	2020-21
Total Income	13,034.71	11,250.78
Less: Expenses	13,057.91	10,735.48
<b>Profit/(Loss) before tax</b>	<b>322.54</b>	<b>305.46</b>
<b>Tax Expenses</b>		
Current Tax	44.40	-
Deferred Tax	40.82	47.62
Tax Adjustments Relating to Earlier Years	-	1.41
<b>Profit(Loss)After Taxation</b>	<b>237.32</b>	<b>256.43</b>

### OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE:

During the year under review, Total Revenue from operations including the other income was Rs.13,034.71 lacs against Rs. 11,250.78 in the previous year. The Company has earned net profit of Rs. 237.32/- in the current financial year and net profit of Rs. 256.43/- lacs in the previous financial year.

### TRANSFER TO RESERVES:

Your Company has proposed not to transfer any amount to the reserve for the Financial Year 2021-2022.

### DIVIDEND:

With a view to conserve resources for Company's future requirements, your directors have not recommended any dividend for the year under consideration. Even though the Company has seen growth this year the directors are of the opinion that keeping in mind current economic Scenario profits needs to be preserve so that they can be utilized in the company's need of hour.

### SHARE CAPITAL:

The paid-up Equity Share Capital of the Company as on March 31, 2022 is Rs. 13,64,49,800/- (Rupees Thirteen Crore Sixty four Lacs Forty Nine Thousand Eight Hundred Only). Out of the total paid up share capital of the Company, 74.53% is held by the Promoter & Promoter Group in fully dematerialized form and remaining balance of 25.47% is held by persons other than Promoter and Promoter Group. All the shares are in dematerialized form. During the year under review, the Company has neither issued shares with differential rights as to dividend, voting or otherwise nor has issued any shares pursuant to stock options or sweat equity under any scheme. Further, none of the Directors of the Company holds investments convertible into equity shares of the Company as on March 31, 2022.

### CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of business of the Company during the financial year.

## **MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes or commitments have occurred between the end of the financial year on 31<sup>st</sup>March, 2022

### **PUBLIC DEPOSITS:**

During the financial year 2021-22, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

Hence, the requirement of furnishing details relating to Deposits covered under Chapter V of the Act or the details of Deposits that are not in compliance with the Chapter V of the Act is not applicable.

### **SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES:**

As on March 31, 2022, according to Companies Act, 2013 and rules made thereunder the Company doesn't have any Subsidiary Company, Associate Company and Joint Venture Company. Hence, 'Form AOC-1' is not applicable.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL ('KMP'):**

### **RETIRE BY ROTATION:**

Ms. Purna Sandeep Aggarwal (DIN: 06955080), Non-Executive Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. Your directors recommend her re-appointment.

During the year, no changes in Directors and Key Managerial Personnel of the Company have taken place.

However, the company has appointed Mr. Kapoli Divakar Hebbar as the Independent Director of the Company w.e.f 18<sup>th</sup> August, 2022.

### **KMP:**

There had been no change in the KMP of the company during the F.Y. 2021-22.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 along with declaration received pursuant to sub rule (3) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. They have also furnished the declaration pursuant to relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('Listing Regulations'). The Independent Directors have individually confirmed that they are not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Based on the declarations and confirmations of the Independent Directors and after undertaking due assessment of the veracity of the same, the Board of Directors recorded their opinion that all the Independent Directors are independent of the Management and have fulfilled all the conditions as specified under the governing provisions of the Companies Act, 2013 and the Listing Regulations.

Further, the Independent Directors have also confirmed that they have complied with the Company's code of conduct.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the financial year, there were no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### **STATEMENT OF BOARD OF DIRECTORS:**

The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company possess the highest standard of integrity, relevant expertise and experience required to best serve the interest of the Company.

### **BOARD MEETINGS HELD DURING THE YEAR:**

During the year, Six (6) meetings of the Board of Directors were held. The maximum gap between two Board meetings did not exceed 120 days. The details of the meetings and attendance of directors are furnished in the Corporate Governance Report which forms part of this Annual Report attached as 'Annexure A' to the Board's Report.

## COMMITTEES OF THE BOARD:

In accordance with the Companies Act, 2013 and Listing Regulations, the Company has following Committees in place:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee and
- Corporate Social Responsibility Committee

Details of the said Committees along with their charters, compositions and meetings held during the financial year, are provided in the "Report on Corporate Governance 'Annexure A'", as a part of this Annual Report. Recommendations of all Committees have been accepted and implemented by the Board in organization.

## POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (any statutory modification(s) or re-enactment(s) thereof for the time being in force). The said Policy also includes criteria for making payments to Non-Executive Directors. Policy is available at <http://www.tarachandindia.in/policies>

## EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the annual performance of the Board, its Committees, Chairperson and Individual Directors including Independent Directors was evaluated as per the criteria laid down by the Nomination and Remuneration Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report which forms part of this Annual Report.

## BOARD DIVERSITY:

A diverse Board enables efficient functioning through differences in perspective and skill and also fosters differentiated thought processes at the back of varied industrial and management expertise, gender and knowledge. The Board recognizes the importance of a diverse composition and has adopted a Board Diversity policy which sets out the approach to diversity.

## MANAGEMENT DISCUSSION AND ANALYSIS:

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of the Board's Report is annexed herewith as 'Annexure B'.

## CORPORATE GOVERNANCE REPORT:

The Company is committed to maintain the steady standards of corporate governance and adhere to the corporate governance requirements set out under extant law. The Report on corporate governance as stipulated under SEBI Listing Regulations read with Schedule V thereto forms part of this Annual Report as 'Annexure A'.

## DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (3) (c) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed:

That in the preparation of the accounts for the financial year ended on 31<sup>st</sup> March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures,

- i) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2022 and of the profit and loss of the Company for the year ended on that date;
- ii) That the Directors 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;
- iii) That the Directors had prepared the accounts for the financial year ended on 31<sup>st</sup> March, 2022 on a 'going concern' basis.

- iv) That Directors had laid down adequate financial controls and that the financial controls were adequate and were operating effectively.
- v) That Directors had devised proper systems to ensure compliance with the provisions of all applicable laws, all applicable secretarial standards were in place and were adequate and operating effectively.

## AUDIT REPORT AND AUDITORS:

### Statutory Auditor:

The Statutory Auditors, M/s. Sangeet Kumar & Associates, Chartered Accountants, Mumbai (FRN: 001954N) were appointed in 5th Annual General Meeting to hold office from the conclusion of 5th Annual General Meeting till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2022 subject to ratification by the members at every Annual General Meeting. However, Pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 notified the amendment in Section 139 of the Companies Act, 2013 pursuant to Companies Amendment Act, 2017 and the rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

Further, Since the tenure of the Statutory auditor ended on 31st March, 2022 the Board has recommended the re-appointment of M/s. Sangeet Kumar & Associates (FRN: 001954N) for a second term for the period of five consecutive years from the conclusion of the ensuing AGM till the conclusion of the AGM held for the financial year ended March 31, 2027.

Further, the Auditors have confirmed their eligibility, limits as prescribed in the Companies Act, 2013 and that they are not disqualified from continuing as Auditors of the Company.

### Explanations by the Board on qualification, reservation or adverse mark or disclaimer made by the Auditors in their report:

There is no qualification or adverse remark or disclaimer made by the statutory auditor in his report on the financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2022.

### Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. AVS & Associates, Practising Company Secretaries was appointed to conduct the secretarial audit of the Company for the financial year 2021-22.

The Secretarial Audit Report for the financial year ended March 31, 2022 is annexed herewith as '**AnnexureC**' forms part of the Board's Report.

The observations given by Secretarial Auditor in their report for the financial year ended March 31, 2022 are self explanatory except the following:

Observations	Board Reply
Contra Trade executed by one member of promoter group during window closure and the same has not been disclosed by the Company to the stock exchange.	<p>As per the Disclosure received from the member of the Promoter Group regarding entering into the trade during the Window Closure which also led to Contra Trade it has been disclosed that the transaction had been done due to personal reasons as the member was in genuine need of funds and there was no other wrong or malafide intention for dealing in such shares .</p> <p>The member said to understand the genuine emergency since in the COVID situation the cash flows were disturbed and due to the financial crunch they requested not to treat it as serious violation of insider trading code.</p> <p>Subsequently the company had issued the Show cause Notice to them and also levied the penalty of Rs.10000/- but no response to the same had been received from member by the company till 31<sup>st</sup> March'22 and the company had not made the disclosure to the stock exchange in anticipation of reply to the show cause notice and receipt of the penal amount.</p> <p>The company expects to receive the penal amount from the member soon and shall file the disclosure to the stock exchange as soon as possible as per the applicable regulations.</p>

## Internal Auditors:

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Board of Directors of the Company, on the recommendation of Audit Committee, at their meeting held on 06<sup>th</sup> May, 2021 have re-appointed Ms. Nitika Mahajan, M.No. 530074, Chartered Accountant as Internal Auditors of the Company for the Financial Year 2021-2022, to conduct Internal Audit of the Company. The Board of Directors of the Company has appointed Internal Auditors of the Company, to audit the function and activities of the Company and to review various operations of the Company, the Company continued to implement their suggestions and recommendations to improve the control environment.

## Cost Records

The Central Government of India has not specified the, maintenance the of cost records under sub-section (1) of section 148 of the Act for any of the products of the company. Accordingly, during the year, maintenance of Cost Records and Cost Audit was not applicable to the Company.

## ANNUAL RETURN:

Pursuant to the provision of section 134(3) (a) of the Companies Act, 2013, Annual Return for the financial year ended 31<sup>st</sup> March, 2022 in form MGT-7 is prepared as per the provisions of Section 92(3) of the Act, and Rule 12 of Companies (Management and Administration) Rules, 2014. The Company is required to host a copy of annual return on the website, if any of the Company and a web link of the same to be given in the Director's Report and same has been placed on the below mentioned web-address at <https://tarachandindia.in/annual-return/>

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All Related Party Transactions entered into by your Company during the Financial Year 2021-22 were on arm's length basis and in the ordinary course of business. There were no material significant Related Party Transactions entered into 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. Prior approval of the Audit Committee of the Board of Directors was obtained for all the Related Party Transactions. Accordingly, as per provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, disclosure of Related Party Transactions in **Form AOC-2** is not applicable.

The details of such related party transactions are set out in Notes to the Financial Statements of the Company.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the financial year 2021-22, there are no such transactions transacted by the Company and hence particulars of details of loans, guarantee, security or investments covered under Section 186 of the Companies Act, 2013, are not required to be furnished.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

In compliance with provisions of Section 134(3)(m) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014 the information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo for the year ended March 31, 2022, are to be given by the Company as a part of the Boards Report. Your Company strives to achieve the optimum utilization of resources by innovative techniques and processes and further reducing wastage.

### A. CONSERVATION OF ENERGY:

All the manufacturing/servicing/job work facilities continued their efforts to reduce the specific energy consumption. Specific and total energy consumption is tracked at individual block level and also at consolidated manufacturing or servicing level. Apart from regular practices and measures for energy conservation, many new initiatives were driven across the units. Some of them are mentioned below:

- LED Lights in office in place of CFL in offices
- Encouraging Go Green Initiatives
- Use of Natural Ventilation
- Switch off electrical appliances, whenever not required

Efforts have been made by Company to reduce or optimize the energy requirements at all the plants. Company encourages capital investment in energy saving equipment, plants or machinery. No significant investments were incurred during the year.

## **B. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION:**

The Company has an ongoing process of purchasing latest technology equipments which are used for logistic and infrastructural development services which minimizes the wastage of resources thus further leading to increase efficiency in conducting all activities.

The Company being an integrated logistics service provider, there is no expenditure incurred on research and development during the year under review.

## **C. FOREIGN EXCHANGE EARNING AND OUTGO:**

There was no foreign Exchange earning and Outgo in the F.Y. 21-22

## **RISK MANAGEMENT POLICY AND COMPLIANCE FRAMEWORK:**

Risk management is integral to your Company's strategy and for the achievement of our long-term goals. Our success as an organization depends on our ability to identify and leverage the opportunities while managing the risks.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. Significant audit observations and follow up actions thereon are reported to the Audit Committee on a quarterly basis.

## **INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:**

The Company has in place Internal Financial Control system commensurate with size, scale and complexity of its operations to ensure proper recording of financial and operational information & compliance of various internal controls, statutory compliances and other regulatory compliances. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

The Company's internal audit department enables the Management to mitigate the risks and prevent non-compliance with laws which would affect the financial position of the Company. The scope and authority of the Internal Audit function is well defined and to maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board as well as directly to the Chairman & Managing Director. 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 internal audit report from time to time, the management undertakes corrective actions in the relevant areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee.

## **Some of the significant features of internal control system are:**

- Financial and Commercial functions have been structured to provide adequate support and control of the business.
- Risk Management policy has been adopted by the Company.
- The Company has an Internal Audit System conducted by the internal auditor of the Company on a quarterly basis and issuing the internal audit observations on a quarterly basis thus minimizing the risk of frauds and errors.
- Standard operating procedures and guidelines are reviewed periodically to ensure adequate control.

Further, the Audit Committee meets on a quarterly basis to review and discuss the Internal Audit reports and also taken necessary action as and when required.

Further, subject to the matters described by Statutory Auditor in their report on the financial statements of the Company, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively.

## **CORPORATE SOCIAL RESPONSIBILITY:**

The Company has not met any limit specified under Section 135(1) during the year 2021-22. Hence, the Company was not required to carry out any CSR Activity. Considering CSR being applicable in earlier years the Company has in place CSR policy which is available on the website of the company <http://tarachandindia.in/policies/>. The Company has not dissolved its CSR Committee considering future applicability and the Company acknowledges its Corporate Social Responsibility (CSR) towards society.

## **ESTABLISHMENT OF VIGIL MECHANISM AND WHISTLE BLOWER POLICY:**

The Company has established and adopted Vigil Mechanism/Whistle Blower Policy for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All employees of the Company and Directors on the Board of the Company are covered under this Mechanism. This Mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct. It also provides for adequate safeguards against the victimization of employees who avail the Mechanism and allows direct access to the Chairperson of the Audit Committee in exceptional cases. No complaint was received during the Financial Year. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at link [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies)

## **CODE OF CONDUCT**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and specified employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behavior in any form and the Board has laid down certain directives to counter such acts. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. Pursuant to SEBI (LODR) Regulations, 2015, a confirmation from the Managing Director regarding compliance with the Code by all the Directors and senior management of the Company is given as a part of the Annual Report.

## **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

The Company has set up Internal Complaints Committees in line with the requirement 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Company has a Policy on Prevention of Sexual Harassment at Workplace and has constituted an Internal Complaints Committee. There was no case reported during the year under review under the said Policy to Internal Complaints Committee.

## **PARTICULARS OF REMUNERATION TO EMPLOYEES:**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 and Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure-D to this Report.

## OTHER GENERAL DISCLOSURES:

### SECRETARIAL STANDARDS:

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices and the same is approved by Government of India under section 118 (10) of the Companies Act, 2013. The Company has devised proper system to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

### REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor have reported to the Board or Audit Committee, as required under Section 134 (3) (ca) and 143(12) of the Companies Act, 2013, any instances of frauds committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

### EMPLOYEES STOCK OPTION SCHEME (ESOS), SWEAT EQUITY & SHARES HAVING DIFFERENTIAL VOTING RIGHTS:

Your Company has not issued any shares to the employees of the Company under the Employee Stock Option Scheme, Sweat Equity and with differential voting rights in the previous financial year.

### ACKNOWLEDGMENTS AND APPRECIATION

The Directors take this opportunity to thank the Company's customers, shareholders, Investors, suppliers, bankers, financial institutions and Central & State Governments for their consistent support and cooperation extended to the Company. The Directors also wish to place on record their appreciation towards employees at all levels for their hard work, dedication and commitment.

On behalf of the Board of Directors

Tara Chand Logistic Solutions Limited

SD/-

Vinay Kumar

Chairman & Managing Director

DIN: 00151567

Add: C/O: 342 Industrial Area, Phase I,

Chandigarh – 160002

Date: 05.09.2022

Place: Chandigarh

## CORPORATE GOVERNANCE REPORT

Pursuant to Chapter IV read with Schedule V, Part C of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

### CORPORATE GOVERNANCE PHILOSOPHY:

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance. Transparency, integrity, professionalism and accountability-based values form the basis of the Company's philosophy for Corporate Governance and the continued application of these principles to the business practices has led to the growth of the Company over the years. The Company believes that corporate governance transcends financial results and is a pre-requisite to the attainment of excellent performance in terms of stakeholders' long term value creation.

The Company believes Corporate Governance is an ethically driven business process that is committed to values, aimed at enhancing an organization's brand and reputation. Hence, it is imperative to establish, adopt and follow best corporate governance practices, thereby facilitating effective management and carrying out our business by setting principles, benchmarks and systems to be followed by the Board of Directors (the "Board"), Management and all Employees in their dealings with Customers, Stakeholders and Society at large. The objective of the Company is not only to achieve excellence in Corporate Governance by conforming to prevalent mandatory guidelines on Corporate Governance but also to improve on these aspects on an ongoing basis with a continuous attempt to innovate in adoption of best business practices for value creation.

The Company believes that good Corporate Governance is a continuous improvement seeking process and strives to further improve the Corporate Governance practices to meet the expectations of all the stakeholders. Board of Directors is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its non-executive directors which includes Code of Conduct for Independent Directors that suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("the Act").

### BOARD OF DIRECTORS:

#### Composition:

The Board of Directors includes optimum combination of the Executive and Non-Executive Directors so as to ensure proper governance and management. The Company also has one woman director i.e. Mrs. Perna Sandeep Agarwal. The Corporate Governance principles of the Company have been formulated to ensure that the Board remains informed, independent and participates actively in the affairs of the Company. The Company also strives to enhance stakeholders' value by taking measures to continuously improve Corporate Governance standards. The Directors at Tara Chand Logistic Solutions Limited possess the highest personal and professional ethics, integrity and values and are committed to represent the long-term interest of the stakeholders.

In terms of the Company's Corporate Governance Policy, all statutory and other significant material information are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company. Composition of Board is as follows.

#### Composition of Board as on March 31, 2022:

Category	No. of Directors	Percentage of Total Number of Directors
Executive Directors	3	50
Non-Executive Directors	3	50
<b>Total</b>	<b>6</b>	<b>100</b>

The Company has thus complied with the requirement of having at least fifty percent of the Board members comprising of Non-executive Directors. Following are the status as on March 31, 2022.

The Board of your Company comprises of six Directors as on March 31, 2022. The name and categories of Directors, the number of Directorships, Committee positions held by them in the companies and shares held by them are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in SEBI Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

Name of Director*	Category	**No. of Directorship (As on 31.03.2022)	No. of committee positions in Mandatory Committees (As on 31.03.2022)#		No. of shares held in the Company as on March 31, 2022
			Chairman	Member	
Mr. Vinay Kumar	Executive Director	One	1	2	81,29,680
Mr. Ajay Kumar	Executive Director	Two	-	2	16,94,500
Mr. Himanshu Aggarwal	Executive Director	One	-	-	1,38,000
Mrs. Prerna Sandeep Aggarwal	Non-Executive Director		1	3	94,800
Mr. Sant Kumar Joshi	Independent Non-Executive Director			3	NIL
Mr. Niranjana Roy^	Independent Non-Executive Director		2	2	NIL

\* Mr. Vinay Kumar, Mr. Ajay Kumar, Mr. Himanshu Aggarwal and Mrs. Prerna Aggarwal are Promoter Shareholders of the Company.

^ Mr. Niranjana Kumar retired from the Company with effect from closure of business hours on 19th August, 2022 upon completion of their second term of appointment as an Independent Director of the company and Mr. Divakar Hebbar Kapoli was appointed as Additional Independent Director from 18th August, 2022.

\*\*Excludes Directorship held in Foreign Companies, Companies formed under Section 25 of the Companies Act, 1956 & Section 8 of the Companies Act, 2013 and Directorship held as an alternate Director.

# Committee includes Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility (CSR) Committee. It also includes Membership & Chairmanship of Tara Chand Logistic Solutions Limited.

## Meetings and Attendance:

During the financial year ending on March 31, 2022, 06(Six) Meetings of the Board of Directors were held as follows and gap between two meetings were well within a period of 120 days:

No.	Date of Board Meeting	Board Strength	Number of Directors Present
1	06/05/2021	6	6
2	06/08/2021	6	6
3	04/09/2021	6	6
4	09/11/2021	6	6
5	14/02/2022	6	6
6	21/02/2022	6	6

The attendance at the Board Meetings and at the Annual General Meeting (AGM) during the financial year is as follows:

Sr. No.	Name of Directors	No. of Board Meetings Attended	Attendance at Last AGM
1	Mr. Vinay Kumar	6	Yes
2	Mr. Ajay Kumar	6	Yes
3	Mr. Himanshu Aggarwal	6	Yes
4	Mr. Sant Kumar Joshi	6	Yes
5	Mrs. Purna Sandeep Agarwal	6	Yes
6	Niranjan Kumar Roy <sup>^</sup>	6	Yes

<sup>^</sup> Mr. Niranjan Kumar retired from the Company with effect from closure of business hours on 19th August, 2022 upon completion of their second term of appointment as an Independent Director of the company.

### FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Since the Company is listed on the SME Board of the NSE the regulation of conducting the Familiarization Programme for Independent Directors is not applicable to the company.

### CONFIRMATION ON INDEPENDENT DIRECTORS:

The Board based on the disclosures received from all Independent Directors, confirms that all Independent Directors fulfil the conditions of Independence as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management of the Company for the year ended 31<sup>st</sup> March, 2022.

### DIRECTORS RELATION INTER-SE:

Except as depicted below, none of the directors of the Company are related to each other.

No.	Name of Directors	Related to	Nature of Relationship
1	Vinay Kumar	Ajay Kumar	Brother
		Himanshu Aggarwal	Son
		Purna Sandeep Agarwal	Daughter in law
2	Ajay Kumar	Vinay Kumar	Brother
3	Himanshu Aggarwal	Vinay Kumar	Father
4	Purna Sandeep Agarwal	Vinay Kumar	Father in law

### NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTOR:

None of the Non- Executive & Independent Directors hold any shares in the Company except Mrs. Purna Sandeep Agarwal, holding 94,800 Shares of the Company. Further, please take note that Company has not issued any convertible instruments to any person.

### COMMITTEES OF THE BOARD:

Currently, there are Four Committees of the Board such as

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination & Remuneration Committee and

#### 4. Corporate Social Responsibility Committee

The terms of reference to the Board Committees are determined by the Board from time to time. All four committees have been constituted by the Board of Directors under applicable provisions of the Companies Act, 2013 and applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

### 1. AUDIT COMMITTEE:

The Composition of Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and read with applicable regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The members of the Audit Committee are financially literate and have experience in financial management. The Committee invites Chief Financial Officer, Statutory Auditor(s) and Internal Auditor(s) to attend the meetings of the Committee.

#### a) Brief description of Terms of Reference:

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements/information are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement as part of Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates, based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements/financial results before submission to the Board for approval;
6. Reviewing, with the management, the statement of usage / application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up necessary steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, where applicable;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

#### Further audit committee shall mandatorily review following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

#### b) Composition of the Committee, Name of the Members and the Chairman and Attendance:

As on March 31, 2022, the Audit Committee comprises of three Directors as members of the Committee and majority are of Independent Directors. The Chairman of the Committee is an Independent Director. The Chairman and other Members of the Committee are having ability to read and understand financial statement. Besides, all members have knowledge of finance, accounting and law. During the year ended 31<sup>st</sup> March 2022 the Audit Committee met four times i.e. on 06/05/2021, 06/08/2021, 09/11/2021 and 14/02/2022. The meetings of the Audit Committee were also attended by Chief Financial Officer, Statutory, Internal Auditors as special invitees

#### Composition of Committee as on March 31, 2022:

Composition of the Audit Committee as on March 31, 2022 and status of the attendance of members were as follows:

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Niranjana Kumar Roy	Chairman	4	4
Mr. Sant Kumar Joshi*	Member	4	4
Mrs. Purna Sandeep Agarwal	Member	4	4

^ Mr. Niranjana Kumar retired from the Company with effect from closure of business hours on 19<sup>th</sup> August, 2022 upon completion of their second term of appointment as an Independent Director of the company.

\* Mr. Sant Kumar Joshi was appointed as Chairman of Audit Committee w.e.f 18th August, 2022.

Company Secretary of the Company acts as a Secretary to the Committee.

The Board of Directors review the minutes of the Audit Committee Meetings at its subsequent Board Meetings

## 2. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal.

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the rules made there under read with applicable regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

### i) Terms of Reference:

The Nomination and Remuneration Committee is empowered to determine, inter-alia, include the following:

- a) Formulate a criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) Carry out evaluation of every Director's performance.
- e) Recommend to the Board the appointment and removal of Directors and Senior Management.
- f) Recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel, Senior Management and other employees.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) Devise a policy on Board diversity.
- i) Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- j) Recommend to the Board ,remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- k) Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and ,any other benefits such as Commission, if any, payable to the Non-Executive Directors.
- l) Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
- m) Removal should be strictly in terms of the applicable law/and in compliance of principles of natural justice.
- n) Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- o) Perform such other functions as may be necessary or appropriate for the performance of its duties.
- p) Extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

### ii) Composition, Name of the Member, Chairman and Attendance at Meeting:

As on March 31, 2022, the Nomination and Remuneration Committee comprises of three Directors. The Chairman of the Committee is a Non-Executive and Independent Director.

During the Year ended 31<sup>st</sup> March, 2022 the Nomination and Remuneration Committee met once i.e. on 06/08/2021.

### Composition of Committee as on March 31, 2022:

Composition of the Nomination and Remuneration Committee as on March 31, 2022 and status of the attendance of members were as follows:

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Niranjn Kumar Roy <sup>^</sup>	Chairman	1	1
Mr. Sant Kumar Joshi <sup>*</sup>	Member	1	1
Mrs. Perna Sandeep Agarwal	Member	1	1

<sup>^</sup>Mr. Niranjn Kumar retired from the Company with effect from closure of business hours on 19th August, 2022 upon completion of their term of appointment as an Independent Director of the Company.

<sup>\*</sup> Mr. Sant Kumar Joshi was appointed as Chairman of Nomination and Remuneration Committee w.e.f 18<sup>th</sup> August, 2022.

Company Secretary of the Company acts as a Secretary to the Committee.

The Board of Directors review the minutes of the Nomination and Remuneration Committee Meetings at its subsequent Board Meetings.

#### iii) Performance Evaluation criteria of Independent Director:

The performance evaluation criteria for independent directors were determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes: -

1. Attendance of Director at the Board and Committee Meetings.
2. On the basis of their Active participation at the meetings and their independent and unbiased opinions at the meetings.
3. Contribution towards positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company
4. On the basis of their updation with the latest developments in areas such as the corporate governance framework and financial reporting.
5. Contribution towards timely inputs on the minutes of the meetings of the Board and Committee's.

### 3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In compliance with Section 178(5) of the Companies Act, 2013 read with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Committee has been formed to evaluate the efficacy with which services as mandated statutorily are extended to the Shareholders/Investors of the Company. The Committee periodically reviews the services as rendered to the Shareholders particularly with the redressal of complaints/grievances of Shareholders like delay in transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends, etc., and on the action taken by the Company on the above matters.

#### i) Term of Reference are as follows:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Committee comprises three directors as members as on 31<sup>st</sup>March,2022.

Mrs. Perna Sandeep Agarwal, Non-Executive Director is the Chairperson of the Committee.

Stakeholders Relationship Committee meeting met one time in the financial year ended March 31, 2022i.e. on 06/05/2021.

Company Secretary of the Company acts as a Secretary to the Committee.

The Board of Directors review the minutes of the Stakeholders Relationship Committee Meetings at its subsequent Board Meetings

Composition of Committee as on March 31, 2022:

Composition of the Stakeholders Relationship Committee as on March 31, 2022 and status of the attendance of members were as follows:

Name of the Directors	Position	Meetings held	Meetings attended
Mrs. Perna Sandeep Agarwal	Chairperson	1	1
Mr. Vinay Kumar	Member	1	1
Mr. Ajay Kumar	Member	1	1

**ii) Name and Designation of Compliance Officer:**

Ms. Nishu Kansal

Company Secretary and Compliance Officer

**iii) Complaints Received from Shareholders during the year and its Status:**

Status of Complaints received during the above mentioned period are as follows:

Received during the period	Nil
Disposed during the period	Nil
Pending at the end of the period	Nil

#### 4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

In compliance Section 135 of the Companies Act, 2013 and rules made there under, the Company has Corporate Social Responsibility Committee.

The Committee comprises three directors as members. Mr. Vinay Kumar, Executive Director is the Chairman of the Committee.

Corporate Social Responsibility Committee meeting was held once for the financial year ended 2021-22i.e. on 06<sup>th</sup> May, 2021.

Composition of the Corporate Social Responsibility Committee as on March 31, 2022 and status of the attendance of members were as follows:

Name of the Directors	Position	Meetings held	Meetings attended
Mr. Vinay Kumar	Chairman	1	1
Mr.Sant Kumar Joshi	Member	1	1
Mr. Ajay Kumar	Member	1	1

Company Secretary of the Company acts as a Secretary to the Committee.

## REMUNERATION TO DIRECTORS:

### a. Sitting Fees to Independent Director/Pecuniary relationship with Non-Executive Director:

During the financial year 2021-2022, the Company had paid sitting fees to the Non –Executive Independent Directors of the Company, Mr.Sant Kumar Joshi, Mr. Niranjan Kumar Roy at the rate of Rs. 10,000/- per meeting of the Board and Committee thereof.

Mrs. Prerna Sandeep Agarwal, Non-Executive director of the Company has been paid sitting fees at the rate of Rs.10,000/- for the meetings of the board or committee thereof held during the F.Y. 21-22.

Further, there is no pecuniary relationship exists between the Non- Executive, Independent Directors &the Company other than drawing sitting fees and reimbursement of expenses to attend meetings of the Board and Committees thereof(as mentioned above).

### b. Remuneration to Executive Directors:

During the financial year 2021-22, the Company has paid remuneration to all its Executive Directors. Details of the remuneration including other benefits, stock options, bonuses if any have been disclosed in Draft Annual Return in 'Form MGT-7' on which is available on the website of the company at [www.tarachandindia.in](http://www.tarachandindia.in).

### c. Service Contracts, Severance Fees and Notice Period:

The appointment and remuneration of the Managing Director is subject to the provisions of the Act and the resolution passed by the Board of Directors and Members of the Company which cover the terms and conditions of such appointment. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Managing Director.

### d. The Company have not granted any Stock Option to its Directors.

## GENERAL BODY MEETINGS:

The Annual General Meeting ('AGMs') of the Company were held at the registered office of the Company at 342, Industrial Area Phase I – 160002, Chandigarh, India except the Annual General Meeting held for the financial year 2018-19 which was held at Fern Residency, 28/8, Phase II, Industrial & Business Park, Chandigarh – 160002 and Annual General meeting for the financial years 2019-20 and 2020-21 were held through Video Conference .

The details w.r.t same are as follows:

Year	Day & Date	Time	Special Resolution passed
2018-19	Friday, 23 <sup>rd</sup> August, 2019	10:30 a.m.	Re-appointment of Mr.Niranjan Kumar Roy (DIN: 06950384) as an Independent Director of the company for the term of three years.
2019-20	Wednesday, 30 <sup>th</sup> September, 2020	11.00 a.m.	Approval of remuneration of Mr. Vinay Kumar (DIN:00151567), Managing Director of the Company for F.Y. 2020-21 and F.Y. 2021-22:  Approval of remuneration of Mr.Ajay Kumar (DIN:00151477), Whole time Director of the Company for F.Y. 2020-21 and F.Y. 2021-22;
2020-21	Thursday, 30 <sup>th</sup> September, 2021	11.00 a.m.	1.Re-appointment of Mr. Vinay Kumar (DIN:00151567) as Managing Director of the Company for a further period of 3 years.  2.Re-appointment of Mr. Ajay Kumar (DIN:00151477) as Whole Time Director of the Company for a further period of 3 years.

## POSTAL BALLOT:

During the F.Y. 2021-22 the following resolutions have been passed by Postal Ballot:

- **Item No. 1** –Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

- **Item No 2-**To authorize the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs.150 Crores (Rupees One Hundred and Fifty Crores Only)
- **Item No 3-**To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Rupees Only)

Person who conducted the Postal Ballot Exercise: M/s. AVS & Associates Practicing Company Secretaries.

### Details of Voting Pattern for E-voting & Postal Ballot:

**Resolution No. 1:** Approval for Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,01,69,980	0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1,01,69,980</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public Institutions Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions Holders	E-voting	34,75,000	12,65,000	36.40	12,63,000	2,000	99.84	0.16
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>34,75,000</b>	<b>12,65,000</b>	<b>36.40</b>	<b>12,63,000</b>	<b>2,000</b>	<b>99.84</b>
<b>Grand Total</b>		<b>1,36,44,980</b>	<b>12,65,000</b>	<b>9.27</b>	<b>12,63,000</b>	<b>2,000</b>	<b>99.84</b>	<b>0.16</b>

**Resolution No.2 :** Approval for Authorizing Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding of Rs.150 Crores (Rupees One Hundred and Fifty Crores Only).

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	1,01,69,980	1,00,30,980	98.63	1,00,30,980	0	100.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>1,01,69,980</b>	<b>1,00,30,980</b>	<b>98.63</b>	<b>1,00,30,980</b>	<b>0</b>	<b>100.00</b>
Public Institutions Holders	E-voting	0	0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
Public - Non Institutions Holders	E-voting	34,75,000	12,65,000	36.40	12,61,000	4,000	99.68	0.32
	Physical Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>34,75,000</b>	<b>12,65,000</b>	<b>36.40</b>	<b>12,61,000</b>	<b>4,000</b>	<b>99.68</b>
<b>Grand Total</b>		<b>1,36,44,980</b>	<b>1,12,95,980</b>	<b>82.78</b>	<b>1,12,91,980</b>	<b>4,000</b>	<b>99.96</b>	<b>0.04</b>

**Resolution No.3** :Approval of Authorizing Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Rupees Only).

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		1,00,30,980	98.63	10030980	0	100.00	0.00
	Physical Ballot	1,01,69,980	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>1,01,69,980</b>	<b>1,00,30,980</b>	<b>98.63</b>	<b>1,00,30,980</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions Holders	E-voting		0	0.00	0	0	0.00	0.00
	Physical Ballot	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public - Non Institutions Holders	E-voting		12,65,000	36.40	12,61,000	4,000	99.68	0.31
	Physical Ballot	34,75,000	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>34,75,000</b>	<b>12,65,000</b>	<b>36.40</b>	<b>12,61,000</b>	<b>4,000</b>	<b>99.68</b>	<b>0.31</b>
<b>Grand Total</b>		<b>1,36,44,980</b>	<b>1,12,95,980</b>	<b>82.78</b>	<b>1,12,91,980</b>	<b>4,000</b>	<b>99.96</b>	<b>0.04</b>

No resolution is proposed to be passed through postal ballot.

### MEANS OF COMMUNICATION:

The quarterly (voluntary), half yearly and annual results of the Company are displayed on Company's website at [www.tarachandindia.in](http://www.tarachandindia.in) right after their declaration of stock exchange.

- During the Financial Year 2021-22, the Company has not displayed its results in any official news releases and no presentations were made to any Institutional Investors and analysts.
- Being Listed at SME Exchange, the requirements of publication of financial results in newspapers pursuant to regulation 47 of Listing Regulation is not applicable to the Company.

### GENERAL SHAREHOLDERS' INFORMATION:

(a) Particulars of ensuing Annual General Meeting:

<b>Venue</b>	The Company is conducting AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) pursuant to the MCA Circular dated May 5, 2022 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
<b>Time</b>	11:00 A.M.
<b>Day</b>	Thursday
<b>Date</b>	29 <sup>th</sup> September, 2022
<b>Financial Year ended</b>	March 31, 2022
<b>Dividend Payment Date</b>	Not Applicable

(b) Stock Exchanges where shares are listed:

Name and address of the stock exchange	Stock Code/ ISIN
National Stock Exchange of India Ltd. (NSE) Exchange Plaza, 5 <sup>th</sup> Floor Plot No - 'C' Block, G Block Bandra – Kurla Complex, Bandra (E), Mumbai-400051	INE555Z01012

The Company has duly paid the annual listing fees to the stock exchange.

## (c) Stock Market data:

**Monthly high and low quotations of the Company's shares on NSE during the financial year 2021-2022 are as follows–**

During the Financial Year 2021-22 the Company the market high and low quotations of the Company's shares on the SME Emerge portal were as under:

Year 2021-22	NSE	
	High	Low
April, 2021	38	27.4
May'2021	40.10	30
June'2021	52.35	37
July'2021	42.95	35
August'2021	41.80	36
September'2021	38.45	33
October'2021	42.95	37
November'2021	45	40.15
December'2021	47	40.55
January'2022	66	43
February'2022	62	48.45
March'2022	54	45.20

## (d) Registrar and Transfer Agents:

M/s. Link In time India Private Limited

C-101,247 Park,LBS Marg,Vikhroli

(West) Mumbai-400083

Tel No: 022 – 49186270/060

Email [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Web add: [www.linkintime.co.in](http://www.linkintime.co.in)

## (e) Share Transfer System:

The Company's shares being in Demat mode are transferable through the depository system. In case any Shares are in physical form, same are transferable through Company's Registrar & Share Transfer Agent.

## (f) Compliance Officer:

Ms. Nishu Kansal

Company Secretary & Compliance Officer

Add; 342, Industrial Area, Phase I, Chandigarh-160002, India

Tel No: 0172-2650380 / 0172-2654928

Email: [cs@tarachandindia.in](mailto:cs@tarachandindia.in)

## (g) Distribution of Shareholding as on March 31,2022:

Range	Number of Holders	% to Total Holders	Shareholding (Shares)	% to Total Capital
1-100	1	0.2174	10	0.0001
501 - 1000	2	0.4348	2000	0.0147
1001 - 5000	370	80.4348	803581	5.8892

Range	Number of Holders	% to Total Holders	Shareholding (Shares)	% to Total Capital
5001 -10000	34	7.3913	258409	1.8938
10001-100000	46	10	1596800	11.7025
1000001 and above	7	1.5217	10984180	80.4998
<b>TOTAL</b>	<b>460</b>	<b>100</b>	<b>13644980</b>	<b>100</b>

## (h) Status of dematerialization of shares and liquidity as on March 31, 2022:

Details	No. of shares	% of Share Capital
Nationalized Securities Depository Ltd.	1129591	8.28%
Central Depository Services(India)Ltd.	12515389	91.72%
<b>Total dematerialized</b>	<b>1,36,44,980</b>	<b>100%</b>
Physical	-	
<b>Total</b>	<b>1,36,44,980</b>	<b>100%</b>

## (i) Outstanding GDR/ ADR/ Warrants, any Convertible Instruments, Conversion dates and its likely impact on the equity:

Your Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on March 31, 2022.

## (j) Commodity Price Risk or Foreign Exchange Risk or Hedging Activities:

During the year under review, the Company has managed the foreign exchange risk and hedging activities internally.

## (k) Plant Locations:

No.	Location	Address
	Mumbai (Corporate Office)	Hotel PallaviAvida, Site No.6, Sector-10E, Roadpali-Kalamboli, Navi -Mumbai-410218
	Chandigarh	Plot No.342,Industrial Area Phase-1, Chandigarh-160002
	Bangalore	35,Penddanna Reddy Layout, Near Hormavu Junction Banaswaddi Ring Road Behind M.K Retail Bangalore-560043
	Jamnagar	TLS Complex ,Plot No-19-20,Motikhavadi Jamnagar-361140,Gujrat
	Vishakhapatnam	Azad Manjil,D-No.27-3-178, 5 <sup>th</sup> Line,Official Colony Srinagar, Gajuwaka Visakhapatnam-530026

## (L) Address for Investor Correspondence:

No.	For Shares held in Physical Form in case if any.	For Shares held in Demat Form
1.	Registrar & Transfer Agents: M/s.Link Intime India Private Limited C-101,247Park,LBSMarg, Vikhroli(West) Mumbai-400083 Tel No: 022 – 28515606/28515644 Fax : +91228512885 Web add: www.linkintime.co.in Email:rnt.helpdesk@linkintime.co.in	To Respective Depository Participant
2.	Registered Office: Tarachand Logistic Solutions Limited 342, Industrial Area Phase I – 160002, Chandigarh, India. Email:cs@tarachandindia.in Tel: 0172-2650380 / 0172-2654928 Web:https://tarachandindia.in	

## DISCLOSURES:

### (a) Disclosure on Related Party Transactions:

Transactions entered with related parties by the Company have been disclosed in the Notes to Financial Statements forming part of this Annual Report. The same were placed before the Audit Committee for review from time to time as required. No related party transaction was outside the normal course of business of the Company and all related party transactions were entered in the ordinary course of business and at arm's length basis. There are no materially significant Related Party Transactions of the Company which have potential conflict with the interests of the Company at large. There were no materially significant related party transactions entered into by the Company with any Related Parties which require shareholders' approval. The Company's policy on related party transaction has been placed and can be accessed on the Company's website at [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies).

### (b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities or any matter related to capital markets during the last three years:

The Company has complied with the statutory provisions, rules and regulations relating to the Capital Market. There were no non-compliances for which penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

### (c) Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil ('Whistle Blower') mechanism provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Company has adopted the Whistle Blower Policy and placed it on the website of the Company. During the period under review, no personnel of the Company have been denied access to the Audit Committee on any issue falling under the said policy and no complaints were received during the year.

Link of same is [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies).

### (d) Details of compliance with the mandatory requirements and adoption of the non-mandatory requirements:

The company has generally complied with all the mandatory requirements as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

Non-Mandatory Requirements:

- The Company has a practice of announcement of its quarterly results on voluntary basis. The results, as approved by the Board of Directors (or Committees thereof) are first submitted to Stock Exchange within 30 minutes (under Regulation 30 of the Listing Regulations) of the approval of the results.
- During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

### (e) Material Subsidiary/(ies):

Since, the Company does not have any Subsidiary, hence the policy for determining 'material subsidiary' is not adopted.

### (f) Disclosure of commodity price risks and commodity hedging activities: N.A

**(g) Details of utilization of funds raised through preferential allotment or qualified Institutions placement as specified under Regulation 32 (7A):**

No such funds raised during the year 2021-22.

**(h) Adoption of Part–E of Schedule II of SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015:**

As on 31st March, 2022, the office of the Chairman of the Company is held by Executive Director and he is entitled to maintain a chairperson's office at listed entity's expense and also allowed reimbursement of expenses incurred in performance of his duties.

The quarterly and half yearly declaration of financial statements is available on the website of the Company. <http://tarachandindia.in/financial-results/>

The Auditor has Unmodified Opinion on financial statement for F.Y. 2021-22.

Internal Auditor generally present her report on internal financial control in the Audit Committee Meetings of the Company.

**(i) Evaluation:**

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and individual Directors, including the Chairman of the Company. For evaluating the Board as a whole, views were sought from the Directors on various aspects of the Board's functioning such as degree of fulfilment of key responsibilities, Board Structure and composition, establishment, delineation of responsibilities to various committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, quality of relationship between the Board and the management. Similarly, views from the Directors were also sought on performance of individual Directors covering various aspects such as attendance and contribution at the Board/Committee Meetings and guidance/support to the management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and promoting effective relationships and open communication, communicating effectively with all stakeholders and motivating and providing guidance to the Executive Director.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition, effectiveness of meetings, Committee dynamics and quality of relationship of the Committee with the Board and the Management. The performance evaluation of the Independent Directors was carried out by the entire Board except for that Independent Director. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of individual Directors.

The policy for performance evaluation of Board of Directors including Committees of Director, Individual Director, Independent Director has been disclosed on the Company's website: [www.tarachandindia.in/policies](http://www.tarachandindia.in/policies).

**(j) Recommendations of Committees of the Board:**

There were no instances during the financial year 2021-22, wherein the Board had not accepted recommendations made by any committee of the Board.

**(k) Fees of Auditor:**

Total fees of Rs.6,00,000/- (Rupees Six Lacs ) for financial year 2021-22 for all services, was paid by the Company to the statutory auditor.

**(I) Disclosure Relating To Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:**

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2021-2022 are as under:

- a) Number of complaints filed during the financial year: 0
- b) Number of complaints disposed of during the financial year: 0
- c) Number of complaints pending as on end of the financial year:0

**DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46:**

Since, the Company is Listed at SME Exchange of National Stock Exchange, Hence, compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are not applicable to the Company

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE:**

Pursuant to sub-regulation 2 of regulation 15 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Compliance of provision of Corporate Governance is not applicable to the Company. Hence, the Company has not obtained the Compliance Certificate on Corporate Governance from the Auditor/Company Secretary in Practice as per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On behalf of the Board of Directors

Tara Chand Logistic Solutions Limited

SD/-

Vinay Kumar

Chairman & Managing Director

DIN:00151567

Add: C/O: 342 Industrial Area, Phase I,

Chandigarh – 160002

Date: 05<sup>th</sup> September, 2022

Place: Chandigarh

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDIAN ECONOMY OVERVIEW

Just when uncertainties associated with the COVID-19 pandemic were declining, the Russia-Ukraine crisis escalated. Consequently, India's growth outlook appears to have clouded. Crude oil prices are lingering above US\$100 per barrel, and wheat and cereal prices have gone up several times—all of which are critical imports from the two warring nations. India also partly meets its fertilizer needs from the region. For India, which has been battling inflation for a while now, this situation is making matters worse. Higher fuel and fertilizer prices will reduce government revenues and increase subsidy costs. Furthermore, capital outflows and rising import bills will weigh on the current account balance and currency valuation. Despite the external shocks, India's underlying economic fundamentals are strong and despite the short-term turbulence, the impact on the long-term outlook will be marginal. Growth will be strong from October 2022 onwards. Growth-enhancing policies and schemes, increased infrastructure spending, rising exports, rapid digitization, and spill-over effects of geopolitical developments will likely aid in growth. With economic momentum resuming, and the long-term advantages of supply-side reforms in the works, the Indian economy is poised to grow at a considerable pace. According to IMF's World Economic Outlook (October 2021 edition), India's nominal GDP, measured in nominal USD market exchange rate is estimated at USD 3,515 Bn in 2023 (FY24), accounting for 3.3% of global GDP and making it the sixth largest economy in the world. When measured in purchasing power parity (PPP) terms, India is estimated to be the third largest economy at PPP USD 12,387 Bn in 2023. FY23 is expected to be the first normal year after the onslaught of COVID-19 which virtually eliminated a meaningful increase in economic output during the two-year period up to FY21. India's per capita nominal GDP is estimated to grow by 16% in FY22 to INR 16,95,743 (USD 2,282.34) after suffering a contraction of 2.4% in FY21. Sources: <https://www2.deloitte.com/in/en/pages/aboutdeloitte/articles/the-tough-get-going.html>, <https://www.indiabudget.gov.in/economicsurvey/doc/echapter.pdf>

### Infrastructure Sector

Increased impetus to develop infrastructure in the country is attracting both domestic and international players. Private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports. In order to boost the construction of buildings in the country, the Government of India has decided to come up with a single window clearance facility to accord speedy approval of construction projects. According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDIs in the construction development sector (townships, housing, built up infrastructure and construction development projects) and construction (infrastructure) activities stood at US\$ 26.20 billion and US\$ 27.92 billion, respectively, between April 2000-March 2022.

### In Union Budget 2022-23:

- The government has given a massive push to the infrastructure sector by allocating Rs. 10 lakh crore (US\$ 130.57 billion) to enhance the infrastructure sector.
- The government allocated Rs. 134,015 crore (US\$ 17.24 billion) to National Highways Authority of India (NHAI).
- The government announced an outlay of Rs. 60,000 crore (US\$ 7.72 billion) for the Ministry of Road Transport and Highways.
- The government announced Rs. 76,549 crore (US\$ 9.85 billion) to the Ministry of Housing and Urban Affairs.
- The government allocated Rs. 84,587 crore (US\$ 10.87 billion) to the Department of Telecommunications to create and augment telecom infrastructure in the country.
- 100 PM-GatiShakti Cargo Terminals for multimodal logistics facilities will be developed over next three years.

In November 2021, the Asian Development Bank (ADB) has approved a US\$ 250-million loan to support development of the National Industrial Corridor Development Programme (NICDP). This is a part of the US\$ 500-million loan to build 11 industrial corridors bridging 17 states. By 2024, the Ministry of Road Transport and Highways aims to build 60,000 kms of world-class national highways at a rate of 40 kms each day.

The future outlook of the infrastructure sector looks on track with pandemic easing out. The infrastructure sector has become the biggest focus area for the Government of India. India plans to spend US\$ 1.4 trillion on infrastructure

during 2019-23 to have a sustainable development of the country. India and Japan have partnered together for infrastructure development in the Northeastern states of India, and are also establishing an India-Japan Coordination Forum for Development of Northeast to carry out important infrastructure projects for the area.

Source: IBEF Report

## Steel Sector

As of April 2022, India was the world's second-largest producer of crude steel, with an output of 10.14 MT. In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The growth in the Indian steel sector has been driven by the domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output.

The Indian steel industry is modern, with state-of-the-art steel mills. It has always strived for continuous modernisation of older plants and up-gradation to higher energy efficiency levels.

The Indian steel industry is classified into three categories - major producers, main producers and secondary producers.

In FY22, the production of crude steel and finished steel stood at 133.596 MT and 120.01 MT, respectively. The consumption of finished steel stood at 105.751 MT in FY22. In April 2022, India's finished steel consumption stood at 9.072 MT.

In FY22, exports and imports of finished steel stood at 13.49 MT and 4.67 MT, respectively. In FY22, India's export rose by 25.1% YoY, compared with 2021. In FY21, India exported 9.49 MT of finished steel.

The National Steel Policy, 2017 envisage 300 million tonnes of production capacity by 2030-31. The per capita consumption of steel has increased from 57.6 kgs to 74.1 kgs during the last five years. The government has a fixed objective of increasing rural consumption of steel from the current 19.6 kg/per capita to 38 kg/per capita by 2030-31. As per Indian Steel Association (ISA), steel demand will grow by 7.2% in 2019-20 and 2020-21. Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors.

Source: IBEF Report

## Oil & Gas Sector

The oil and gas sector is among the eight core industries in India and plays a major role in influencing decision making for all the other important sections of the economy.

India's economic growth is closely related to its energy demand, therefore, the need for oil and gas is projected to grow more, thereby making the sector quite conducive for investment. India retained its spot as the third-largest consumer of oil in the world as of 2021.

The Government has adopted several policies to fulfil the increasing demand. It has allowed 100% Foreign Direct Investment (FDI) in many segments of the sector, including natural gas, petroleum products and refineries, among others. Today, it attracts both domestic and foreign investment as attested by the presence of Reliance Industries Ltd (RIL) and Cairn India.

India's crude oil production in FY22 stood at 29.7 MMT.

According to IEA (India Energy Outlook 2021), primary energy demand is expected to nearly double to 1,123 million tonnes of oil equivalent, as India's gross domestic product (GDP) is expected to increase to US\$ 8.6 trillion by 2040.

India is expected to be one of the largest contributors to non-OECD petroleum consumption growth globally. India's consumption of petrol products stood at 204.23 MMT in FY22. High Speed Diesel was the most consumed oil product in India and accounted for 38.84% of petroleum product consumption in FY22.

According to the International Energy Agency (IEA), consumption of natural gas in India is expected to grow by 25 BCM, registering an average annual growth of 9% until 2024.

Crude oil consumption is expected to grow at a CAGR of 5.14% to 500 million tonnes by FY40 from 202.7 million tonnes in FY22. In terms of barrels, India's oil consumption is forecast to rise from 4.05 MBPD in FY22 to 7.2 MBPD in 2030 and 9.2 MBPD in 2050. Natural Gas consumption is forecast to increase at a CAGR of 12.2% to 550 MCMPD by 2030 from 174 MCMPD in 2021. India is planning to double its refining capacity to 450-500 million tonnes by

2030. Energy demand of India is anticipated to grow faster than energy demand of all major economies on the back of continuous robust economic growth. Moreover, the country's share in global primary energy consumption is projected to increase to two-fold by 2035.

Source: IBEF Report

## Cement Sector

India is the second largest producer of cement in the world. It accounts for more than 7% of the global installed capacity. India has a lot of potential for development in the infrastructure and construction sector and the cement sector is expected to largely benefit from it. Some of the recent initiatives, such as development of 98 smart cities, is expected to provide a major boost to the sector.

Aided by suitable Government foreign policies, several foreign players such as Lafarge-Holcim, Heidelberg Cement, and Vicat have invested in the country in the recent past. A significant factor which aids the growth of this sector is the ready availability of raw materials for making cement, such as limestone and coal.

At present, the Installed capacity of cement in India is 500 MTPA with production of 298 MTPA.

The cement demand in India is estimated to touch 419.92 MT by FY 2027. As India has a high quantity and quality of limestone deposits through-out the country, the cement industry promises huge potential for growth.

India's cement production is expected increased at a CAGR of 5.65% between FY16-22, driven by demands in roads, urban infrastructure and commercial real estate. The consumption of cement in India is expected grow to at a CAGR of 5.68% from FY16 to FY22.

As per Crisil Ratings, the Indian cement industry is likely to add ~80 million tonnes (MT) capacity by FY24, the highest since the last 10 years, driven by increasing spending on housing and infrastructure activities.

The eastern states of India are likely to be the newer and untapped markets for cement companies and could contribute to their bottom line in future. In the next 10 years, India could become the main exporter of clinker and gray cement to the Middle East, Africa, and other developing nations of the world.

Cement plants near the ports, for instance the plants in Gujarat and Visakhapatnam, will have an added advantage for export and will logistically be well armed to face stiff competition from cement plants in the interior of the country. India's cement production capacity is expected to reach 550 MT by 2025. A number of foreign players are also expected to enter the cement sector owing to the profit margins and steady demand.

Source: IBEF Report

## Railways Sector

India's railway network is recognised as one of the largest railway systems in the world under single management. The railway network is also ideal for long-distance travel and movement of bulk commodities, apart from being an energy efficient and economic mode of conveyance and transport. Indian Railways is the preferred carrier of automobiles in the country.

Government of India has focused on investing in railway infrastructure by making investor-friendly policies. It has moved quickly to enable Foreign Direct Investment (FDI) in railways to improve infrastructure for freight and high-speed trains. At present, several domestic and foreign companies are also looking to invest in Indian rail projects.

Indian Railway network is growing at a healthy rate. In the next five years, Indian railway market is expected to be the third largest, accounting for 10% of the global market. The government has announced two key initiatives for seeking private investments—running passenger trains by private operators across the railways network and redevelopment of railway stations across the country. According to Indian Railways, these projects have the potential of bringing an investment of over US\$ 7.5 billion in the next five years.

'Adarsh' Station Scheme has been started since 2009-10 and presently, railway stations are upgraded/modernised based on identified need of providing better enhanced passenger amenities at stations. Under the scheme, 1253 stations have been identified for development, out of which 1201 stations so far have been developed. The remaining 52 stations are planned to be developed by 2021- 22. Indian Railways is also looking at other areas of revenue generation such as the following: a) Change in composition of coaches so that it can push the more profitable AC coach travel; b) Additional revenue streams by monetising traffic on its digital booking IRCTC; and c) Disinvesting IRCTC. The Indian Railway launched the National Rail Plan, Vision 2024, to accelerate implementation of critical projects, such as multitrack congested routes, achieve 100% electrification, upgrade the speed to 160 kmph on

Delhi-Howrah and Delhi-Mumbai routes, upgrade the speed to 130 kmph on all other golden quadrilateral-golden diagonal (GQ/GD) routes and eliminate all level crossings on the GQ/GD route, by 2024.

Source: IBEF Report

## Logistics Sector

In FY 2021, the size of the Indian logistics market was around USD 250 billion. It is estimated that this market would grow to USD 380 billion by 2025, at a CAGR of approximately 11%. The Indian Government's keen focus on building a better road network, dedicated freight corridors, tech-driven warehousing, along with multimodal logistics parks, substantiates the role of logistics in the economic growth of the country. Higher logistics and inventory cost in India could be attributed to a lack of efficient inter-modal and multimodal transportation systems. However, with the launch of significant government initiatives like the 'Gati Shakti' Master Plan for multimodal connectivity, a smooth logistics infrastructure development is expected in the coming years. This plan is also expected to enable faster implementation of the Dedicated Freight Corridors (DFCs). Various Government initiatives such as the National Logistics Policy (NLP), the implementation of GST to streamline taxation, geotagging of warehouses and encouragement to 'IoT' are improving logistics efficiency. In December 2021, the Government abolished Tariff Authority for Major Ports (TAMP). As a result, the new guidelines allow the concessionaires of Public Private Partnership (PPP) projects to set tariffs as per market dynamics, which will help concessionaires become competitive with private players.

With a burgeoning startup ecosystem in the country, new-age digital logistics players are emerging. Quoting, Booking and Tracking, are current core functions being done digitally. In future, we could look at features like Bill of Lading ("BL") error check, e-BL, display of remaining space on vessel, display of congestion at ports, preconfirmation of deliverability, automatic calculations of import duties and taxes, QR coding of documents, on-time display of demurrage costs, etc., going digital as well. These solutions are bringing in significant synergies, efficiencies, and are widening the total available market for entrenched players. The Indian logistics sector is benefitting from strong tailwinds from the rise of D2C (Direct to Consumer), Quick Commerce, Reverse Logistics, etc. The existing logistics players will have to reinvent themselves to cater to these new business models. The omni-channel (online + offline) offerings are coming to the forefront, adapting to a similar set of requirements of customers. With infrastructure push from the Government and adoption of new-age technologies, the logistics sector in India is witnessing a massive overhaul.

Sources: <https://www.statista.com/statistics/830242/indiawarehousing-leasing-transaction-volume-by-city/>, <https://economictimes.indiatimes.com/small-biz/smesector/trends-and-innovations-in-logistics-industry-in-2021/articleshow/88487480.cms>, <https://www.logisticsinsider.in/logistics-industry-performance-in-2021-and-outlook-for-2022/>, [https://www.indianchamber.org/wp-content/uploads/2022/02/Express-Logistics-Industry-Report-2022\\_compressed.pdf](https://www.indianchamber.org/wp-content/uploads/2022/02/Express-Logistics-Industry-Report-2022_compressed.pdf)

## Indian Construction Equipment Industry

India construction equipment market is expected to grow at a CAGR of 8.9% during 2022-2028. The earthmoving segment is the largest in the Indian construction industry, followed by material handling and road construction equipment. Excavators and Backhoe loaders were the fast-growing major construction equipment in the market in 2021.

The demand for excavators and backhoe loaders will rise due to various government investments in infrastructure development, growth in renewable energy and the country's mining industries.

## Key Highlights

- India is the largest market for Backhoe loaders in the world. The equipment is highly flexible, cheaper, and can operate on muddy and uneven surfaces, making it extremely popular in the Indian construction market.
- Various civil engineering works and smart city projects prompt demand for mini excavators in the market. The real estate and affordable housing projects support the demand for large towers and fixed cranes in the Indian market.
- The infrastructure investment in 2021 and the national infrastructure development plan drive the construction industry growth. The government's focus on renewable energy resources for power generation will attract significant FDI inflows in 2021.
- The surge in commodities prices and rise in demand for coal and iron ore in the market supports the country's mining industry growth. And government initiatives of Make in India & Aatmanirbar Bharat encourage the development of manufacturing sectors.

- The surge in infrastructure development projects across India such as Delhi-Mumbai Trade Corridor (\$90 billion), Gujarat International Finance Tec-City (\$20 billion), Chennai Metro Rail (\$14.9 billion) and Diamond Quadrilateral (\$13 billion). The Indian Railway infrastructure will see an investment of \$715.4 billion by 2030. The Indian energy sector is expected to offer an investment opportunity by \$300 billion over the next 10 years. In 2020-2021, the communication sector had allocated \$5.36 billion to develop the post and telecommunications departments.
- Real estate sector in India is expected to reach \$1 trillion by 2030. As per the projected growth trends during the pre-COVID-19 era, the sector's contribution was likely to rise to 13% of India's GDP by 2025. As per ICRA estimates, Indian firms are expected to raise \$48 billion through infrastructure and real estate investment trusts in 2022.

Source: Research and Markets Report

## Opportunities & Threats

Your Company is primarily engaged in serving the infrastructural development and industrial capacity expansion needs of India through its key activities: **Warehousing & Multi-modal Transportation, Construction Equipment Rental and Turnkey Infra-Project Execution**. With over **35 years** of experience, your company is among the leading Steel Warehousing & Transportation organizations in India with execution of more than 6 Million Tonnes of Steel per annum. The company is an IBA Approved Transporter. Your company has a substantial contribution in the completed and ongoing construction of the first ever High Speed Bullet Train of India and various Metro Lines in the country viz-a-viz Agra, Ahmedabad, Bhopal, Bangalore, Chennai, Delhi, Hyderabad, Kanpur, Lucknow, Mumbai, Nagpur, Pune and Surat. Our dedicated team of experts and our young well-maintained fleet of equipment serves across various sectors like Power, Oil & Gas, Steel, Cement, Renewable Energy, Railways and Urban & Rural Infrastructure (Roads, Bridges, Highways, Airports, Metros, Irrigation Projects and Water Pipelines). Your Company's extensive presence and network across India ensures a very timely and efficient delivery of services to our clients. The company is fully geared up to meet the upcoming rise in demand in the next fiscal.

The Indian economy is well poised to continue its rapid growth across sectors as per various domestic and international reports. The positivity has fuelled a spree of commitments of new investments across sectors like Oil & Gas, Cement, Steel and Infrastructure development that will lead to an increase in demand for logistic and equipment rental services.

Our logistic services dedicated to the steel sector amounts for about 45% of your company's revenues. Your company has introduced innovative solutions to enhance operational efficiency in its steel warehousing and handling operations. The Company's 50% of the revenue stream is from its infrastructure development solutions that are executed through the company's large fleet of equipment. The Company has concentrated its assets to focus on solutions aligned to our customers' growing needs.

## Threats

The ever-present volatility represents a considerable threat to our result of operations. The Company's operations could also be affected owing to development of newer policies by the different State Governments of the country. The changing needs of customers makes it difficult to ensure availability of the right equipment as per the market demand. The Company's activities may get affected by increase in competition and by a stretched receivables cycle.

## Outlook

India's success and economic growth in the near future is heavily dependent on the evolution of the Indian logistics sector. This is essential not only for generating employment or providing broad social benefits to farmers and low-income workers but also for competing with the rest of the world in terms of last-mile connectivity, efficient transportation, time of delivery, etc. Further, economy enhancing initiatives such as GST implementation and other key initiatives such as Make in India, Digital India and soon to be released National Logistics Policy, all hold a promise for an efficient and integrated logistics industry in the days ahead. With the government promising to increase its spending on infrastructure, focus on new and improved economic corridors, and road and railway infrastructure, the Indian economy is set to see a surge in growth and demand in the years ahead.

## Risks and concerns

Lack of uniformity when it comes to rules and regulations across the country often poses a challenge for the logistics companies. Limited availability of skilled manpower in the logistics industry have resulted in lower efficiency level and reduces output considerably.

The company's ability to foresee and manage business risks is crucial in achieving favorable results. The company operates in an environment which is affected by various risks, some of which are identifiable and controllable. Some others are unexpected and cannot be controlled. Under these conditions, proper identification and management of risks is very important in determining the ability of the organization to sustain value creation for its stakeholders. The impact of the key risks, which are potentially significant are listed below have been identified through a formal process by the management. Your company recognizes that every business has its inherent risks and the company has been taking proactive approach to identify and mitigate them on a continuous basis.

- continued economic growth: demand of our warehousing, transportation and equipment hiring services is dependent on economic growth and / or infrastructure development. Any slowdown in the economic growth affects our growth.
- our client base: the company depends on its limited marquee clients for a majority of its revenues. This exposes the company to a risk of client concentration. The company continues to take steps to create a larger client base, while continuing to benefit from the already strong long term association it shares with its current customers.
- risks from competition: aggressive focus on infrastructural development has created opportunities and also increased competition in the logistics and equipment hiring businesses.
- ability to pass on increasing cost: ability to pass on increasing cost in a timely manner depends upon the demand supply situation and competitive activities and there has been a general reluctance as seen in the past, to make significant price hikes.
- liquidity crunch: the infrastructure development is directly dependent on the availability of capital. With the recent escalating npas of the public and private sectors banks, there exists the risk of liquidity crunch for our clients thereby putting a risk to our liquidity.
- monsoon: infrastructure development, to some extent, runs the risk in case of above normal monsoon. With normal monsoon and infra spending from the government, we expect both the logistics and equipment hiring industries to grow in double digit percentage terms in near future.

### Internal control systems and their adequacy

The inherent strength in our business model ensures that the Company is not dependent on any particular customer or industry for its revenues.

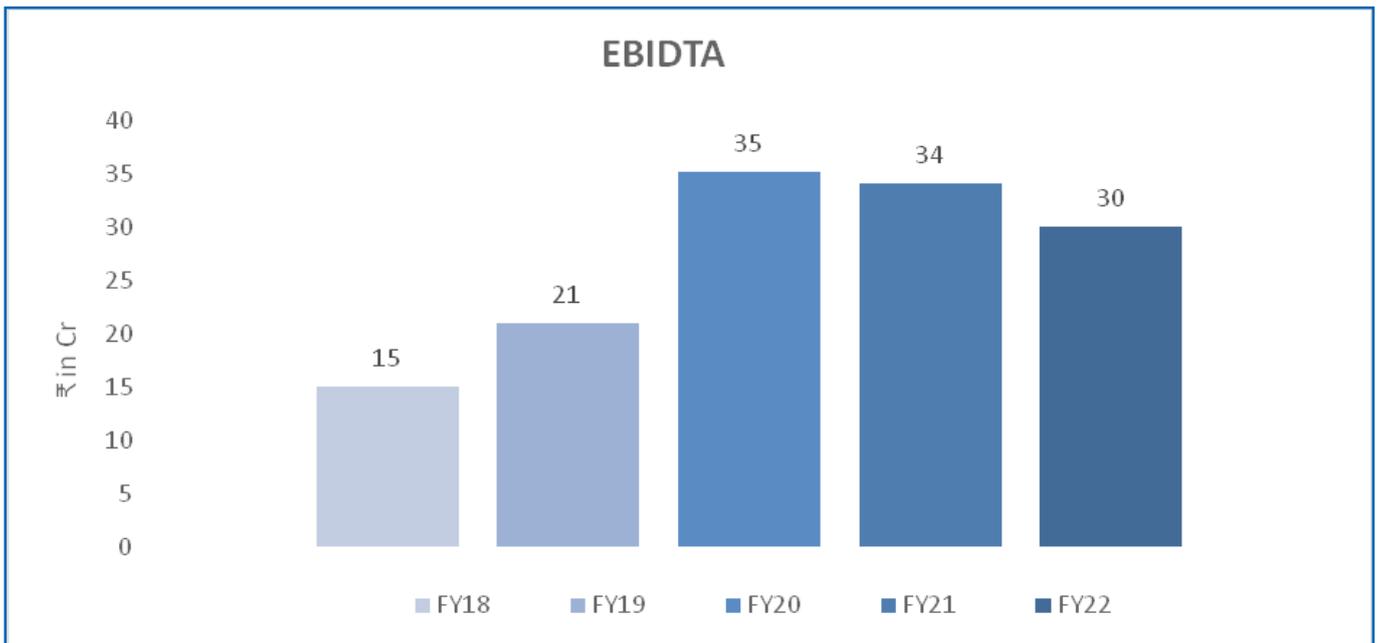
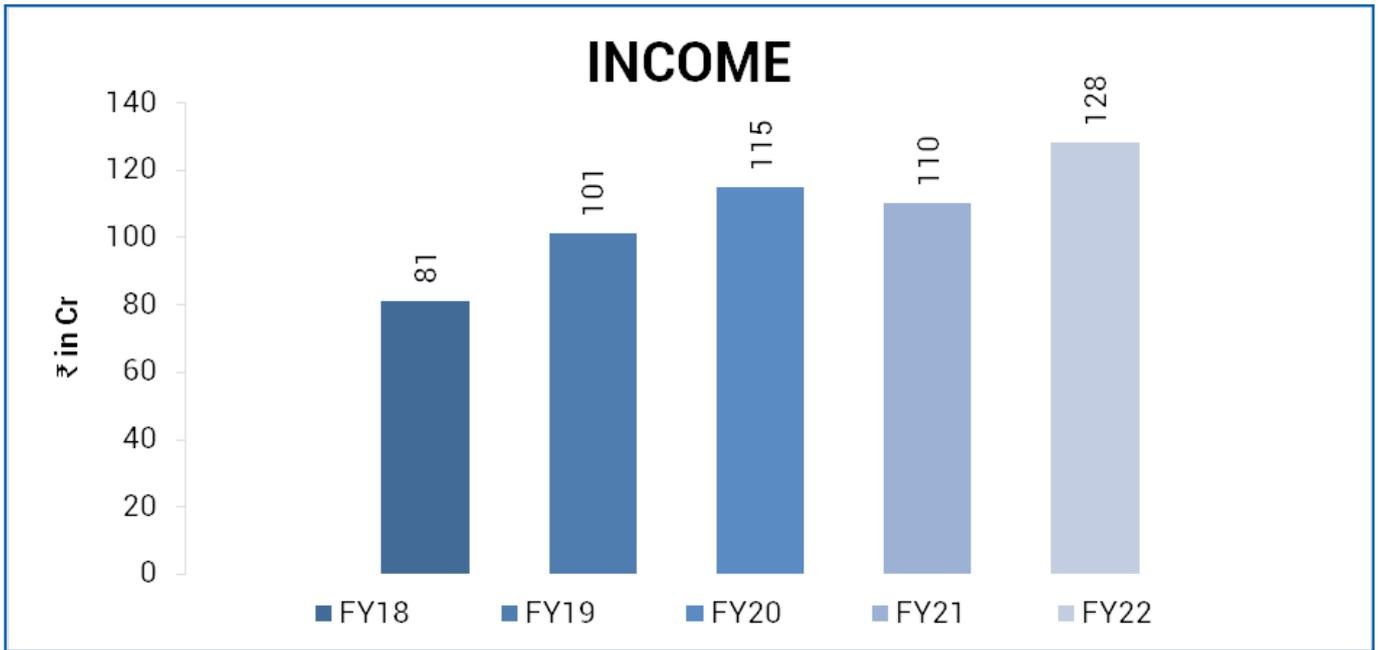
The Company has an Internal Control System, commensurate with the size, scale and the nature of its operations. The Internal Control function emanates at the Board level and its scope and authority of the Internal Audit function is well defined. To maintain objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the executive Chairman and the Managing Director. 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 across the Company. Based on the report of internal audit function, process owners undertake remedial action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board. As regards the operation of internal controls, majority of these have been inbuilt in the internal procedures established by the organization which are also documented internally. These include in details the methodology to be adopted right from transacting bookings, effecting consignment deliveries, etc. and also describes the practices to be followed for the smooth operation of business.

The Company had laid down guidelines, policies, procedures and structure to enable implementation of appropriate internal financial controls across the company. These control processes enable and ensure the orderly and efficient conduct of company's business, including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation & disclosure of financial statements. There are control processes both on manual and IT applications including ERP applications, wherein the transactions were approved and recorded. Review and control mechanisms are built in to ensure that such control systems are adequate and operating effectively.

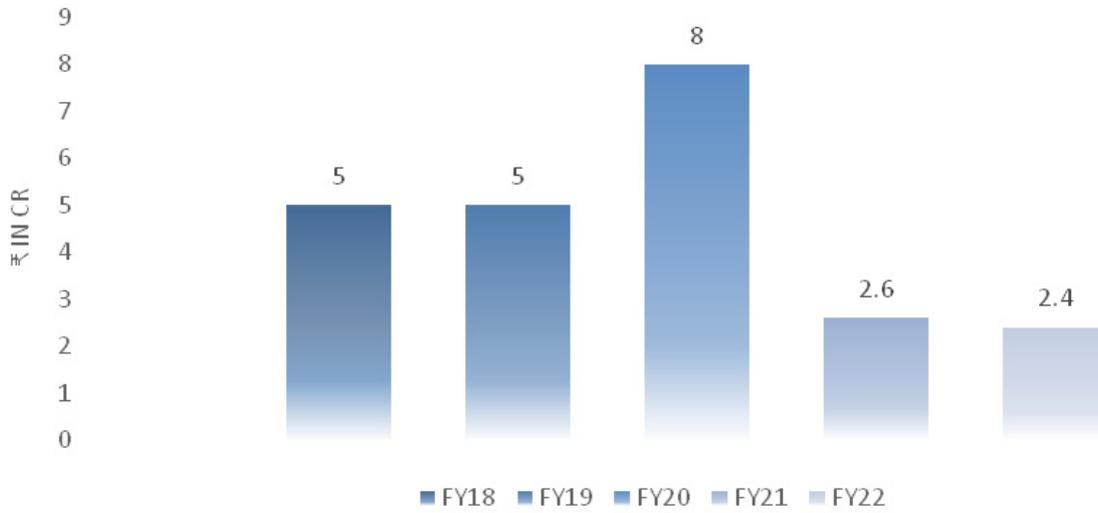
### Financial performance review

- during the year under review, total revenue from operations including the other income was Rs.1,303,470,679 against Rs.1,12,50,78,488 in the previous year. The company has earned net profit of RS.2,37,32,259/- in the current financial year and net profit of RS.2,56,43,036/- in the previous financial year.

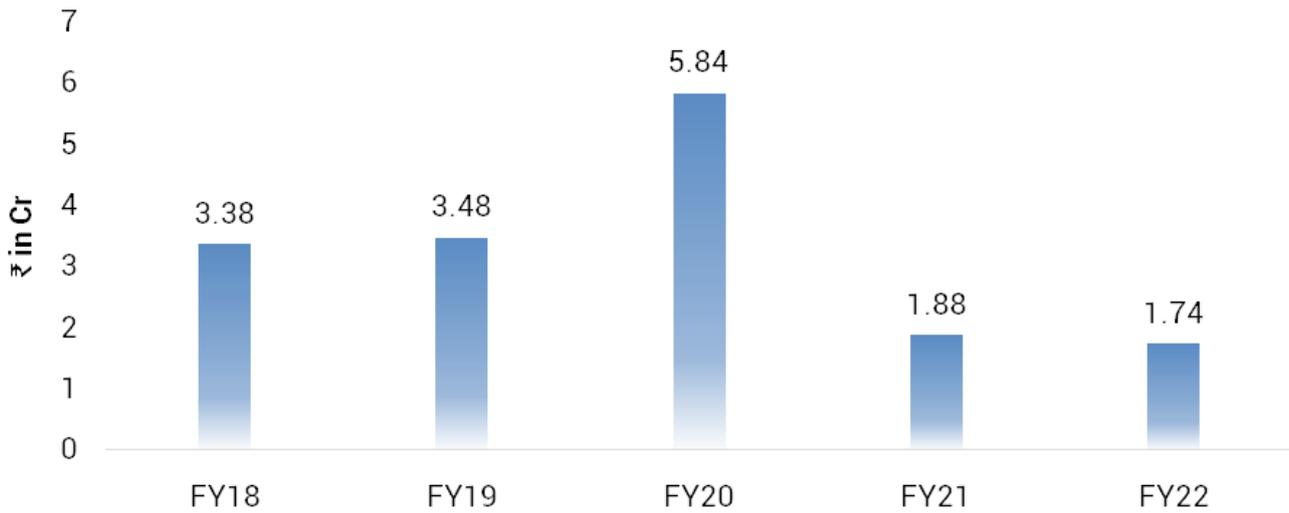
## Five Year Financial Snapshot



## PROFIT AFTER TAX



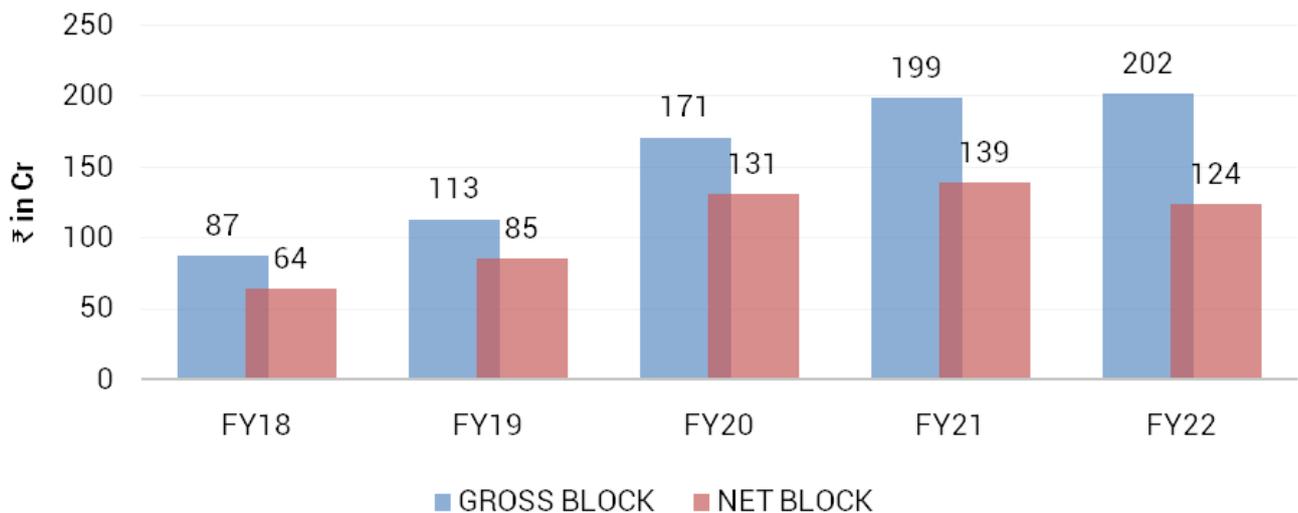
## Earnings Per Share



## INTEREST COST



## GROSS AND NET BLOCKS



### FINANCIAL RATIOS ARE AS FOLLOWS :

TARA CHAND LOGISTIC SOLUTIONS LIMITED			
Particulars	31 <sup>ST</sup> March, 2022 Ratio	31 <sup>ST</sup> March 2021 Ratio	Details of significant changes (i.e. change of 25% or more compared to previous year, 2021) and reason thereof
Debtors Turnover Ratio	0.50	0.55	
Inventory Turnover Ratio	3.11	2.55	
Interest Coverage Ratio	0.98	1.57	37.5% change owing to Lower Net profit due to issuance of credit notes pertaining to invoices of earlier Financial years
Current Ratio	1.42	1.69	
Debt Equity Ratio	1.63	1.92	

Operating Margin	13.83	12.68	
Net Profit Margin	2.47	4.58	46% Change due to Issuance of credit notes pertaining to invoices of earlier Financial years
Return on Net Worth	4.10	4.67	12% change owing to Lower Net profit due to issuance of credit notes pertaining to invoices of earlier Financial years

## Material developments in human relations / industrial relation

We consider its human capital a critical factor to our success. Under the aegis of Tara Chand Logistic and the Tara Chand promoted entities, the company has drawn up a comprehensive human resource strategy, during the year, while HR initiatives from previous years continued to motivate the employees, we undertook several new HR initiatives as well to drive business efficiency. Employee safety at Tara Chand Logistic Solutions Limited, mandatory compliance of all stakeholders with "safety in toto" allows covering critical safety practices to achieve reduction in injuries and illnesses. Employees are encouraged to anticipate, address and mitigate any hazards at the workplace if deemed to be unsafe.

Despite the large number of employees as also considering the widespread geographical operation of the Company, your management feels proud to state that the employer – employee relations remained extremely cordial throughout the year. There were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union / Trade Union / Union within the organization.

## Risk management and governance

To manage the Company's affairs in a fair and transparent manner, we have adopted detailed and comprehensive governance practices and have established policies related to whistle blower, nomination & remuneration, related party transactions, etc. Through our portfolio of offerings across sectors, we have emerged as a one-stop shop for our customers, having capabilities to design, execute, improve, and optimise logistics related activities throughout the value chain.

Our company's risk management policy aims to demonstrate that the company is acting appropriately to anticipate risks; to assess risks; to avoid excessive risk; to embrace necessary or desirable risks with appropriate safeguards; that its response to risk, whether by insurance, control measures or avoidance,

## Cautionary statement

The statements made in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

### On behalf of the board of directors

**Tara Chand Logistic Solutions Limited**

Sd/-

**Vinay Kumar**

**Chairman & managing director**

**Din:00151567**

**Add: c/o: 342 industrial area, phase i,**

**Chandigarh – 160002**

**Date: September 05, 2022**

**Place: Chandigarh**

## AVS & ASSOCIATES

### Company Secretaries

(Peer Reviewed Firm)

Regd. Office: 1703, G-Square Business Park, Sector 30A, Opp. Sanpada Railway Station, Sanpada, Navi Mumbai -400703, Maharashtra, India

Email: info@avsassociates.co.in Tel: 022-35119443/022-35119444

### FORM NO. MR.3

## SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31<sup>st</sup> March, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Tara Chand Logistic Solutions Limited**

Add: 342 Industrial Area, Phase I,

Chandigarh – 160002.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tara Chand Logistic Solutions Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a 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 authorized 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 31<sup>st</sup> March, 2022 ('**Audit Period**') 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 31<sup>st</sup> March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (**the Act**) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (**Not applicable to the Company during the audit period**)

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the audit period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the audit period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the audit period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009/ The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the audit period)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period)**
  - (i) We further report that, as Identified and Confirmed by the Company, No law is specifically applicable to it during the audit period.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except contravention of SEBI (PIT) Regulations, 2015 by one of the member of promoter group in relation to Contra Trade & Trading during window closure, is not disclosed by the Company to the Stock Exchange.

### **We further report that:**

The Board of Directors of the Company is 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 in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out either unanimously or majority 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.

**We further report that** the Company is maintaining the digital database in password-protected excel worksheets for ensuring the requirements of Regulation 3(6) of SEBI (PIT), 2015 instead of taking a structured digital database.

**We further report that during the audit period** the company has taken approval of shareholders by way of Special Resolutions through Postal Ballot on March 27, 2022 for the followings:

1. Migration of Equity Shares of the Company from NSE Emerge (SME platform of NSE) to the Main Board of NSE and BSE;
2. Authorizing the Board of Directors of the Company to borrow money in excess of Paid up Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding Rs.150 Crores (Rupees One Hundred and Fifty Crores Only); and
3. Authorizing the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Rupees Only).

For AVS & Associates

Company Secretaries

SD/-

**Anand Mukherjee**

**Partner**

**Membership No. F11804**

**C.P. No: 16883**

**Peer Review No. 1451/2021**

**UDIN: F011804D000919117**

**Place: Navi Mumbai**

Date: September 5, 2022

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.

**'Annexure – A'**

To,

The Members,

**Tara Chand Logistic Solutions Limited**

Add: 342 Industrial Area, Phase I,

Chandigarh - 160002

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

1. Maintenance of secretarial and other records under applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For AVS & Associates

Company Secretaries

**SD/-**

**Anand Mukherjee**

**Partner**

**Membership No. F11804**

**C.P. No: 16883**

**Peer Review No. 1451/2021**

**UDIN: F011804D000919117**

**Place: Navi Mumbai**

Date: September 5, 2022

## PARTICULARS OF EMPLOYEES

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i) Ratio of the Remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-2022:

Name of Director	Designation	Ratio of the remuneration of directors to the median remuneration of the employees for the year 2021-2022
Vinay Kumar	Managing Director	15.08 : 1
Ajay Kumar	Whole Time Director	10.05 : 1
Himanshu Aggarwal	Executive Director	10.05 : 1
Prerna Sandeep Aggarwal	Non-Executive Director	0.50 : 1
Sant Kumar Joshi	Independent Director	0.50 : 1
Niranjan Kumar Roy	Independent Director	0.46 : 1

(iv) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2021-2022 as compared to previous year 2020-21:

Name of Director	Designation	Percentage increase in remuneration in the financial year 2021-2022 as compared to previous year 2020-21:
Vinay Kumar	Managing Director	14.29%
Ajay Kumar	Whole Time Director	14.29%
Himanshu Aggarwal	Executive Director	14.29%
Sant Kumar Joshi	Independent Director	10.60%
Prerna Sandeep Aggarwal	Non-Executive Director	NIL
Niranjan Kumar Roy	Independent Director	NIL
Nishu Kansal	Company Secretary	14.93%

(vi) **The percentage increase in the median remuneration of employees in the financial year: 24.55 %**

(vii) **The number of permanent employees on the rolls of the Company as on March 31, 2022: 716**

(viii) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average percentage increase made in the salaries of employees other than managerial remuneration in the last financial year i.e. 2021-22 was around 13.26%. There has been an increase in the managerial remuneration for the same financial year at around 13.50%. There is no exceptional increase in the managerial remuneration.

(ix) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

b) Information as per Rule 5(2) of Chapter XIII, Companies (Appointment and

## Remuneration of Managerial Personnel) Rules, 2014:

i. Top 10 employees in term of Remuneration drawn during the year :

Sr. No	Name of Employee	Designation	Remuneration
1	Vinay Kumar	Director	36,00,000
2	Ajay Kumar	Director	24,00,000
3	Himanshu Aggarwal	Director	24,00,000
4	Krishan C. Chander	General Manager Operation	12,58,380
5	Sameer Aggarwal	Vice President	12,00,000
6	Chander Deo Roy	Maintenance In- charge	9,40,000
7	Arnav Aggarwal	Chief Engineering	10,05,000
8	Hans raj	General Manager	10,00,000
9	Naresh kumar	Sr. Manager Operations	7,99,500
10	Pravin Ahire	Purchase Manager Mumbai	7,20,000

- ii. **The following details are given hereunder in respect of employees employed throughout the year and were in receipt of remuneration aggregating Rs. 1.02 Crores or more per annum:** During the year, none of the employee was in receipt of remuneration aggregating Rs. 1.02 Crores or more per annum.
- iii. **The following details are given hereunder in respect of employees employed for a part of the financial year and were in receipt of remuneration at a rate aggregating Rs. 8.50 Lakhs or more per month:** During the part of the year, none of the employee was in receipt of remuneration aggregating Rs. 8.50 Lakhs or more per month.
- iv. **The following details are given hereunder in respect of employees employed throughout the year or part thereof and were receipt of remuneration which is in aggregate was in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or along with his spouse or dependent children 2 % or more of the Equity Shares of the Company:**

No employee receiving remuneration in excess of that drawn by the Managing Director or Whole-time Director and who held by himself or along with his spouse or dependent children 2 % or more of the Equity Shares of the Company.

### For and on behalf of the Board of directors

**Vinay Kumar**

Chairman & Managing Director

DIN: 00151567

Add: C/O 342, Industrial Area,Phase-1,Chandigarh-160002

Date : 05.09.2022

Place: Chandigarh

the expression "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;

(ii) if there is an even number of observations, the median shall be the average of the two middle values.

**SANGEET KUMAR AND ASSOCIATEES**

Chartered Accountants

SCO-59, Top Floor,  
Sector-32C, Chandigarh 160031  
skachd32@gmail.com  
9988962942**INDEPENDENT AUDITOR'S REPORT**

To the Members of Tara Chand Logistic Solutions Limited

**Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying financial statements of M/s Tara Chand Logistic Solutions Limited ("the Company"), which comprise the balance sheet as at 31st March 2022, and the statement of Profit and Loss 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its profit/loss and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (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 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 opinion.

**Information other than the financial statements and auditors' report thereon**

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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

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

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

**Responsibilities of Management and Those Charged with Governance for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design,

implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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.

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## 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 A', 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 financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

Or

This report does not include report relating to internal financial controls as required u/s 143(3)(i) pursuant to Notification No. GSR 583(E) dated 13.06.2017 issued by MCA.

- g) With respect to the matter to be included in the Auditor's Report under section 197(16), 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.
- 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 does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no 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 such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

v. No dividend have been declared or paid during the year by the company.

Place: CHANDIGARH  
Date: 10.05.2022  
UDIN: 22533845AISQEJ5150

For SANGEET KUMAR AND ASSOCIATES  
Chartered Accountants  
FRN: 011954N

Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
Membership No. 533845

## Annexure 'A'

### The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

#### (i) In Respect of Fixed Assets

- (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of intangible assets;
- (b) As explained to us, Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification;
- (c) The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As informed to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

#### (ii) In Respect of Inventories

- (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancy of 10% or more in the aggregate for each class of inventory was noticed on physical verification of stocks by the management as compared to book records.
- (b) The Company has been sanctioned working capital limits in excess of Rs five crore in aggregate from banks and/or financial institutions during the year on the basis of security of current assets of the Company. The quarterly returns/statements filed by the Company with such banks and financial institutions are generally in agreement with the books of accounts of the Company except as follows:-

Quarter ended	Value per books of account	Value per quarterly return / statement	Discrepancy	Details
June 30, 2021	525,834,117	482,317,177	<b>(43,516,941)</b>	
		(a)	13,825,813	Award money in dispute not being formed part of receivables for debtors statement
		(b)	29,691,128	Withheld by RINL not disclosed in debtors statement
September 30, 2021	618,078,405	478,789,406	<b>(139,288,999)</b>	
		(a)	100,397,624	Income accrued for billing done in Oct for Sept month due to quarter close not given effect in debtors statement
		(b)	13,825,813	Award money in dispute not being formed part of receivables for debtors statement
		(c)	25,065,562	Withheld by RINL not disclosed in debtors statement
December 31, 2021	509,970,724	426,000,008	<b>(83,970,716)</b>	
		(a)	13,825,813	Award money in dispute not being formed part of receivables for debtors statement

Quarter ended	Value per books of account	Value per quarterly return / statement	Discrepancy	Details
			(b) 35,775,297	Withheld by RINL not disclosed in debtors statement
			(c) 31,567,202	Retention money as per contract with debtors segregated in books and not formed part of debtors statement
			(d) 2,802,404	Bad debts written earlier written off in December before filing debtors statement, written back in books considering financial situation of debtors at the time of finalising quarter ended Dec, 2021
March 31, 2022	583,384,705	467,756,964	<b>(115,627,741)</b>	
			(a) 13,825,813	Award money in dispute not being formed part of receivables for debtors statement
			(b) (2,139,018)	Bad Debts written off in March, 2022 after submission of Debtors statement
			(c) 103,940,946	Income accrued for billing done in April 22 for March month due to quarter close not given effect in debtors statement

### (iii) Compliance under section 189 of The Companies Act, 2013

During the year the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a), (b), (c), (d), (e) and (f) of the Order are not applicable to the Company.

### (iv) Compliance under section 185 and 186 of The Companies Act, 2013

In respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with.

### (v) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules Framed thereunder while accepting Deposits

The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.

### (vi) Maintenance of cost records

In our opinion and according to the information and explanations given to us, maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 is not applicable to the company.

### (vii) Deposit of Statutory Dues

- (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2022 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute.

**(viii) Disclosure of Undisclosed Income**

According to the information and explanations given by the management, no transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**(ix) Repayment of Loans and Borrowings**

- (a) In our opinion and according to the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;
- (c) In our opinion and according to the information and explanations given by the management, the Company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.
- (e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
- (f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

**(x) Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

- (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

**(xi) Reporting of Fraud During the Year**

- (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors 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 by the management, no whistle-blower complaints had been received by the company

**(xii) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.

**(xiii) Related party compliance with Section 177 and 188 of companies Act – 2013**

According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards;

**(xiv) Requirement of Internal Audit**

- a) 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 the audit report, for the period under audit have been considered by us.

**(xv) Compliance under section 192 of Companies Act – 2013**

On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.

**(xvi) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

- (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given by the management, the Group does not have not more than one CIC as part of the Group.

**(xvii) Disclosure of Cash Losses**

Based on our examination, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

**(xviii) Resignation of Statutory Auditors**

There has been no resignation of the statutory auditors during the year.

**(xix) Opinion on Material Uncertainty**

On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

**(xx) Requirement of CSR**

Based on our examination, the provision of section 135 are not applicable on the company. Hence this clause is not applicable on the company.

**(xxi) Consolidation of Accounts**

The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

Place: CHANDIGARH  
Date: 10.05.2022  
UDIN: 22533845AISQEJ5150

For SANGEET KUMAR AND ASSOCIATES  
Chartered Accountants  
FRN: 011954N

Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
Membership No. 533845

## **ANNEXURE 'B'**

### **Report on Internal Financial Controls with reference to financial statements**

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

We have audited the internal financial controls over financial reporting of M/s Tara Chand Logistic Solutions Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

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

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: CHANDIGARH  
Date: 10.05.2022  
UDIN: 22533845AISQEJ5150

For SANGEET KUMAR AND ASSOCIATES  
Chartered Accountants  
FRN: 011954N

Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
Membership No. 533845

## Note – 1- Notes to the Financial Statement & Summary of Significant Accounting Policies

### I. HISTORY:-

TARA CHAND LOGISTIC SOLUTIONS LIMITED is a unique integrated facility established in year February, 2012 and is engaged in providing cargo handling and logistic services. Its equity shares are listed in India on National Stock Exchange (NSE). The Company has complied with the Accounting Standards as applicable to such a Company.

### II. ACCOUNTING POLICIES:-

#### (i) Basis of preparation of financial statements:-

The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India. The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended), the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### (ii) Basis of Accounting:-

Transactions are recorded on accrual basis of accounting. Accrual Accounting allows for revenue to be recognized when earned and expenses to be recognized when Goods or Services are received.

#### (iii) Use of Estimates:-

The preparation of financial statements requires certain estimates & assumptions to be made that effect the reported amount of assets/liabilities as on the date of financial statement and the reported amounts of revenues and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known/ materialized.

#### (iv) Revenue Recognition:-

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes provision of services. Revenue from operations also includes profit/loss on sale of equipments, because it is in ordinary course of business to dispose-off the obsolete equipments and to replace them with the new equipments.

#### (v) Fixed Assets:-

Fixed assets are stated at cost net of cenvat & less accumulated depreciation. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits.

#### (vi) Impairment of Assets:

An asset is treated as impaired when the carrying cost of asset exceeds its Recoverable Amount.

Recoverable Amount is higher of an asset's Net selling price or its Value in Use. Value in Use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net Selling Price is the amount obtainable from the sale of an asset in an arms length transaction between knowledgeable, willing parties, less the cost of disposal.

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

#### (vii) Depreciation:-

Depreciation on tangible fixed assets and intangible assets is provided on the Written Down value method as per the rates prescribed under Part 'C' of Schedule II of the Companies Act, 2013 which is also as per the useful life of the assets estimated as prescribed under Part 'C' of Schedule II of the Companies Act, 2013. But, useful life of some Equipments/Cranes is taken as 20 years as confirmed by OEM.

**(viii) Borrowing Cost:-**

Borrowing costs attributable to the acquisition or construction of qualifying asset are capitalized as a part of cost of such asset up to the date when such asset is ready for its intended use. All other borrowing costs are charged to revenue.

**(ix) Inventories:-**

Items of inventories are valued at cost or NRV whichever is less. Cost of inventories include cost of purchase, cost of conversion & other costs incurred in bringing them to their respective present location & condition, including octroi and other levies, transit insurance and receiving charges.

**(x) Foreign Currency Transactions**

- i. All transactions in foreign currency are recognized at the exchange rate prevailing on the date of the transaction.
- ii. Foreign currency monetary items are reported using the exchange rate prevailing at the close of the financial year.

Exchange differences arising on the settlement of monetary items or on the restatement of Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise. Foreign currency fluctuation related with capital expenditure has been capitalized with the related asset.

**(xi) Employee Benefit:-**

PROVIDENT FUND & E.S.I.- Retirement benefit in the form of PF & ESI is a defined contribution scheme & the contributions are charged to Profit & Loss account of the year when the contributions to the fund are paid/due. There is no other obligation other than the contributions to be remitted to Provident Fund and E.S.I Authorities. Further during the FY 2021-22, Provision for Gratuity is made on the basis of valuation report given by the Actuarial.

**(xii) Segment Reporting:-**

As the company engaged in three segments i.e. Transport & handling Services, Equipment Rental Services and Steel Processing & Distribution. So, the segment-wise financials is prepared in accordance with Accounting Standards 17 on Segment Reporting.

**(xiii) Claims:-**

In accordance with the consistent practice, insurance and other claims, to the extent considered recoverable, are accounted for in the year relevant to claim while the balance is accounted for on settlement.

**(xiv) Income Tax**

Current Income Tax liability is provided for in accordance with provisions of the Income Tax Act, 1961.

**As per our report of even date attached  
For SANGEET KUMAR & ASSOCIATES  
Chartered Accountants**

**Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
M.No. 533845**

**On behalf of the Board  
TARA CHAND LOGISTICS SOLUTIONS LIMITED**

**Sd/-  
VINAY KUMAR  
(Director)  
DIN:-00151567**

**Sd/-  
AJAY KUMAR  
(Director)  
DIN:-00151477**

**Place: Chandigarh**

**Dated: 10.05.2022**

**BALANCE SHEET AS ON 31st MARCH, 2022**

PARTICULARS		Note No.	As at 31 March, 2022 (Amount in Lacs INR)	As at 31 March, 2021 (Amount in Lacs INR)
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Shareholders' funds</b>			
	(a) Share capital	2	1,364.50	1,364.50
	(b) Reserves and surplus	3	4,368.09	4,130.77
	<b>Share application money pending allotment</b>		-	-
	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	4,949.55	6,615.68
	(b) Deferred tax liabilities (net)		349.52	308.70
	(c) Other long-term liabilities	5	3,642.16	4,288.53
	(d) Long-term provisions	6	47.87	32.73
	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	4,428.14	3,913.99
	(b) Trade payables	8	474.32	681.93
	(c) Other current liabilities	9	647.70	555.43
	(d) Short-term provisions	10	44.40	-
	<b>TOTAL</b>		<b>20,316.25</b>	<b>21,892.25</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	12,357.57	13,919.07
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Fixed assets held for sale		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances		-	-
	(e) Other non-current assets		-	-
	<b>Current assets</b>			
	(a) Current investments		-	-
	(b) Inventories	12	362.98	533.62
	(c) Trade receivables	13	6,230.93	6,281.23
	(d) Cash and cash equivalents	14	290.70	267.24
	(e) Short-term loans and advances	15	280.35	140.84
	(f) Other current assets	16	793.73	750.25
	<b>Notes to the financial statement &amp; Summary of significant accounting policies</b>	1		
	<b>TOTAL</b>		<b>20,316.25</b>	<b>21,892.25</b>
<b>Notes referred above form an integral part of the financial statements</b>				

As per our report of even date attached  
For SANGEET KUMAR & ASSOCIATES  
Chartered Accountants

Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
M.No. 533845

On behalf of the Board  
TARA CHAND LOGISTICS SOLUTIONS LIMITED

Sd/-  
VINAY KUMAR  
(Director)  
DIN:-00151567

Sd/-  
AJAY KUMAR  
(Director)  
DIN:-00151477

Place: Chandigarh  
Dated: 10.05.2022

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH, 2022**

PARTICULARS	Note No.	31.03.2022 (Amount in Lacs INR)	31.03.2021 (Amount in Lacs INR)
Revenue from operations	17	12,819.04	11,011.10
Other Income	18	215.66	239.69
<b>Total Revenue</b>		<b>13,034.71</b>	<b>11,250.78</b>
<b>Expenses:</b>			
Cost of materials consumed			
Purchase of Stock-in-Trade	19	1,003.85	1,426.05
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	128.48	-200.85
Employee benefit expense	21	2,274.58	1,930.63
Financial costs	22	949.54	911.69
Depreciation and amortization expense		2,315.18	2,229.51
Other expenses	23	6,386.28	4,438.45
<b>Total Expenses</b>		<b>13,057.91</b>	<b>10,735.48</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax</b>		<b>-23.20</b>	<b>515.31</b>
Exceptional items		345.74	-209.84
<b>Profit / (Loss) before tax</b>		<b>322.54</b>	<b>305.46</b>
Tax expense:			
Current tax		44.40	-
Deferred Tax		40.82	47.62
Tax Adjustment Relating to Earlier Years		-	1.41
<b>Profit/(Loss) after tax for the period</b>		<b>237.32</b>	<b>256.43</b>
<b>Earning per equity share:</b>			
(Par Value Per Share Rs.10)			
Basic		<b>1.74</b>	<b>1.88</b>
Diluted		<b>1.74</b>	<b>1.88</b>
<b>Notes to the financial statement &amp; Summary of significant accounting policies</b>	1		

Notes referred to above form an integral part of Financial Statements

As per our report of even date attached  
For SANGEET KUMAR & ASSOCIATES  
Chartered Accountants

Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
M.No. 533845

On behalf of the Board  
TARA CHAND LOGISTICS SOLUTIONS LIMITED

Sd/-  
VINAY KUMAR  
(Director)  
DIN:-00151567

Sd/-  
AJAY KUMAR  
(Director)  
DIN:-00151477

Place: Chandigarh  
Dated: 10.05.2022

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax		323		305
<i>Adjustments for:</i>				
Depreciation and amortisation	2,315		2,230	
Provision for impairment of fixed assets and intangibles				
Amortisation of share issue expenses and discount on shares				
(Profit) / loss on sale / write off of assets	(167)		(141)	
Expense on employee stock option scheme				
Finance costs	950		912	
Interest income	(13)		(32)	
Dividend income				
Other non-operating (specify)-Securities & EMD's				
Net (gain) / loss on sale of investments				
Rental income from investment properties				
Rental income from operating leases				
Share of profit from partnership firms				
Share of profit from AOPs				
Share of profit from LLPs				
Liabilities / provisions no longer required written back				
Adjustments to the carrying amount of investments				
Provision for losses of subsidiary companies				
Provision for doubtful trade and other receivables, loans and advances				
Provision for estimated loss on derivatives				
Provision for warranty				
Provision for estimated losses on onerous contracts				
Provision for Deferred Tax	-41		(48)	
Provision for Gratuity	15		10	
Taxation of earlier years	-		(1)	
Expenses Written off			-	
Provision for contingencies				
Tax Provision	(44)		-	
Other non-cash charges (specify)-MAT Credit Entitlement			-	
F&O Trading				
Net unrealised exchange (gain) / loss				
		3,015		2,929
Operating profit / (loss) before working capital changes		<b>3,337</b>		<b>3,235</b>
<i>Changes in working capital:</i>				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	171		(197)	
Trade receivables	50		(1,900)	

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
Short-term loans and advances	(140)		8	
Deferred Tax Asset	-		-	
Other current assets	(43)		(29)	
Other non-current assets	-	38	-	(2,117)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(208)		215	
Other current liabilities	92		97	
Deferred Tax Liability	41		48	
Short-term provisions	44		(155)	
Long term Liabilities	(646)		(118)	
Long-term provisions		(676)		86
		2,699		1,205
Cash flow from extraordinary items		-		-
Cash generated from operations		2,699		1,205
Net income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>2,699</b>		<b>1,205</b>
<b>B. Cash flow from investing activities</b>				
Capital Expenditure on fixed assets (Net of Debit Notes)	(1,614)		(3,234)	
Proceeds from sale of fixed assets	1,027		320	
Inter-corporate deposits (net)				
Long term Loans and Advances				
Bank balances not considered as Cash and cash equivalents				
- Placed				
- Matured				
Current investments not considered as Cash and cash equivalents				
- Purchased				
- Proceeds from sale				
Purchase of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others				
Proceeds from sale of long-term investments				
- Subsidiaries				
- Associates				
- Joint ventures				
- Business units				
- Others				
Loans given				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
Loans realised				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others				
Interest received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others	13		32	
Dividend received				
- Subsidiaries				
- Associates				
- Joint ventures				
- Others	-		-	
Rental income from investment properties				
Rental income from operating leases				
Amounts received from partnership firms				
Amounts received from AOPs				
Amounts received from LLPs		(574)		(2,881)
Cash flow from extraordinary items				
Net income tax (paid) / refunds				
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(574)</b>		<b>(2,881)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from issue of equity shares	-			
Proceeds from issue of preference shares				
Redemption / buy back of preference / equity shares				
Proceeds from issue of share warrants				
Share Issue Expenses				
Share application money received / (refunded)				
Proceeds from long-term borrowings	(1,666)		1,500	
Repayment of long-term borrowings				
Net increase / (decrease) in working capital borrowings				
Proceeds from other short-term borrowings	514		435	
Repayment of other short-term borrowings				
Finance cost	(950)		(912)	
Dividends paid	-		-	
Tax on dividend	-	(2,102)	-	1,023
Cash flow from extraordinary items				
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(2,102)</b>		<b>1,023</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>23</b>		<b>(653)</b>
Cash and cash equivalents at the beginning of the year		<b>267</b>		<b>921</b>
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
<b>Cash and cash equivalents at the end of the year</b>		<b>291</b>		<b>267</b>

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022**

Particulars	For the year ended 31 March, 2022		For the year ended 31 March, 2021	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note 19)				
<b>Less:</b> Bank balances not considered as Cash and cash equivalents as defined in AS 3 <i>Cash Flow Statements</i> (give details)		243		228
Net Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) included in Note 19				
Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 <i>Cash Flow Statements</i> ) (Refer Note (ii) to Note 16 Current investments)				
<b>Cash and cash equivalents at the end of the year*</b>		48		39
*Comprises:				
(a) Cash on hand		11		3
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts		37		36
(ii) In EEFC accounts				
(iii) In deposit accounts with original maturity of less than 3 months				
(iv) In earmarked accounts (give details) (Refer Note (ii) below)				
(d) Others (specify nature)				
(e) Current investments considered as part of Cash and cash equivalents (Refer Note (ii) to Note 16 Current investments)				
<b>Notes:</b>				
(i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.				
(ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.				
<b>See accompanying notes forming part of the financial statements</b>				
<b>In terms of our report attached.</b>				

As per our report of even date attached  
For SANGEET KUMAR & ASSOCIATES  
Chartered Accountants

Sd/-  
DHEERAJ KUMAR GARG  
(PARTNER)  
M.No. 533845

On behalf of the Board  
TARA CHAND LOGISTICS SOLUTIONS LIMITED

Sd/-  
VINAY KUMAR  
(Director)  
DIN:-00151567

Sd/-  
AJAY KUMAR  
(Director)  
DIN:-00151477

Place: Chandigarh  
Dated: 10.05.2022

NOTE - 2- SHARE CAPITAL				
PARTICULARS		31.03.2022		31.03.2021
<b>AUTHORISED</b>				
1,50,00,000 Equity shares of Rs. 10/-each		1,500.00		1,500.00
<b>ISSUED, SUBSCRIBED, CALLED UP &amp; FULLY PAID UP</b>				
13644980 Equity shares of Rs. 10/- each Fully Paid Up		1,364.50		1,364.50
<b>TOTAL</b>		<b>1,364.50</b>		<b>1,364.50</b>
<b>Disclosure: Details of Shareholder holding more than 5% Shares</b>				
NAME OF SHAREHOLDER	31.03.2022		31.03.2021	
	NO. OF SHARES	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Sh. Vinay Kumar	81.30	59.58%	81.30	59.58%
Sh. Ajay Kumar	16.95	12.42%	16.95	12.42%
<b>TOTAL</b>	<b>98.24</b>	<b>72.00%</b>	<b>98.24</b>	<b>72.00%</b>
<b>Reconciliation of Equity Shares</b>				
PARTICULARS	31.03.2022		31.03.2021	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	136.45	1,364.50	136.45	1,364.50
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>136.45</b>	<b>1,364.50</b>	<b>136.45</b>	<b>1,364.50</b>

NOTE 3 -RESERVES & SURPLUS				
PARTICULARS		31.03.2022		31.03.2021
<b>Retained Earnings</b>				
Balance brought forward from previous year		2,458.79		2,202.36
Add: Profit & Loss for the year		237.32		256.43
<b>Balance available for Appropriations</b>		<b>2,696.11</b>		<b>2,458.79</b>
<b>Share Premium Reserve</b>				
Balance brought forward from previous year		1,671.98		1,671.98
		<b>1,671.98</b>		<b>1,671.98</b>
<b>Balance available</b>		<b>1,671.98</b>		<b>1,671.98</b>
<b>TOTAL</b>		<b>4,368.09</b>		<b>4,130.77</b>

NOTE - 4 - LONG TERM BORROWINGS			
PARTICULARS		31.03.2022	31.03.2021
<b>Term loans</b>			
SECURED			
<b>TERM LOANS:</b>			
From Banks :		4,159.61	5,486.00
From Others Financial Institutions including NBFC's		765.33	1,123.71
<b>LOANS AND ADVANCES FROM RELATED PARTIES</b>			
Unsecured Loans from Directors			
-Vinay Kumar		24.23	5.67
-Ajay Kumar		0.39	0.30
<b>TOTAL</b>		<b>4,949.55</b>	<b>6,615.68</b>

**1. Disclosure: Details of Security for secured Long Term Borrowings-**

- a. Axis Bank, HDFC Bank, ICICI Bank, Indusind Bank, State Bank of India, Kotak Bank, Yes Bank  
Sundaram Finance, Tata Capital Financial Services Ltd.,  
TERM LOAN-----Hypothecation of Cranes, truck ,trailors & other equipments & Cars

**2. Secured Loans From Banks & NBFC'S**

- a. Loans from banks & NBFC's ARE Secured by hypothecation of specific vehicles, cranes and lorries etc.  
b. Loans are repayable in Equated Monthly Instalments of varying amounts (including interest) within maximum tenure of 60 months and the rate of interest ranges from 8.00% to 10% p.a.

<b>NOTE - 5 - OTHER LONG TERM LIABILITIES</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Advance for sale of fixed assets	35.98	-
Payables for purchase of fixed assets	3,569.36	4,272.05
Trade / security deposits received	36.81	16.48
<b>TOTAL</b>	<b>3,642.16</b>	<b>4,288.53</b>
<b>NOTE - 6 - LONG TERM PROVISIONS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Provision for Gratuity	47.87	32.73
<b>TOTAL</b>	<b>47.87</b>	<b>32.73</b>
<b>NOTE - 7 - SHORT TERM BORROWINGS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
<b>Loans Repayable on Demand</b>		
<b>From Banks- Secured</b>		
ICICI (001305009650)	35.92	(2.48)
SBI SLC (40045957640)	435.98	440.43
SBI CC (32244547583)	663.36	294.78
SBI CC (32271297299)	(8.61)	13.85
SBI CC (32271297471)	(0.58)	(8.41)
SBI CC (36550312574)	(6.73)	15.65
SBI CC (39964497825)	-	(0.25)
Term Loans From Banks	2,753.74	2,685.34
Term Loans From Other Financial Institutions	555.06	475.07
<b>TOTAL</b>	<b>4,428.14</b>	<b>3,913.99</b>
<b>Disclosure: Details of Security for CC Limits &amp; Bank Guarantees-</b>		
<b>1. PRIMARY SECURITY - FOR- C/C Limits</b>		
Hypothication of entire current assets of the company including stocks, Stores & Spares, Bills, Books Debts and receivables, both present and future.		
<b>2. COLLATERAL SECURITY</b>		
<b>STATE BANK OF INDIA : C/C Limit , BG Limit :</b>		
a. Equitable Mortgage of Residential House No. 965, Sector 9, Panchkula measuring 307.50 sq. mt. in the name of Mr. Vinay Kumar.		
b. Extension of charge on building measuring 1450 Sq. Mtrs bearing Plot No. 6, Sector -10E, Kalamboli, Taluka Panvel, Navi Mumbai in the name of Mr. Vinay Kumar		
<b>ICICI BANK : C/C Limit , BG Limit :</b>		
a. Extension of charge on building measuring 297 Sq. Mtrs bearing SCO No. 16, sector-5, Panchkula in the name of Mr. Vinay Kumar & Ajay Kumar		
<b>3. Guarantors of Limit &amp; BG</b>		
<b>with SBI :</b>		
Mr. Vinay Kumar, Mr. Ajay Kumar		
<b>with ICICI :</b>		
Mr. Vinay Kumar, Mr. Ajay Kumar		

<b>4. BANK GUARANTEES As on 31st March 2022</b>		
<b>(a) SBI (Industrial Estate Phase-1 Chd)</b>		
PARTICULARS	SANCTIONED	UTILIZED
Fund Based	900.00	900.00
Non-Fund Based	1,500.00	731.00
<b>Total</b>	<b>2,400.00</b>	<b>1,631.00</b>
<b>(b) ICICI Bank Ltd. (Madhya Marg, Chd)</b>		
PARTICULARS	SANCTIONED	UTILIZED
Fund Based	200.00	200.00
Non-Fund Based	800.00	768.73
<b>Total</b>	<b>1,000.00</b>	<b>968.73</b>

<b>NOTE - 8 - TRADE PAYABLES</b>		
PARTICULARS	31.03.2022	31.03.2021
<b>Trade payables for material &amp; services</b>		
– Total outstanding dues to micro and small enterprises	-	-
– Total outstanding dues to other than micro and small enterprises	460.47	599.38
Cheque issued but not presented	13.85	82.55
<b>TOTAL</b>	<b>474.32</b>	<b>681.93</b>

<b>Ageing Schedule of Trade Payables:</b>						
Particulars	Outstanding for the following periods from the due date of payment*					
	Not Due	<1 year	1-2 years	2-3 years	> 3 years	Total
<b>As at 31 March 2022</b>						
<b>Micro Small Medium Enterprises</b>						
- Undisputed Dues	-	439.74	14.98	5.75	0.00	<b>460.47</b>
- Disputed dues		-	-	-	-	-
<b>Other than Micro Small Medium Enterprises</b>						-
- Undisputed Dues	-	-	-	-	-	-
- Disputed dues		-	-	-	-	-
<b>As at 31 March 2021</b>						
<b>Micro Small Medium Enterprises</b>						
- Undisputed Dues	-	577.90	18.70	2.79	0.00	<b>599.38</b>
- Disputed dues		-	-	-	-	-
<b>Other than Micro Small Medium Enterprises</b>						-
- Undisputed Dues	-	-	-	-	-	-
- Disputed dues						

<b>NOTE - 9 - OTHER CURRENT LIABILITIES</b>		
PARTICULARS	31.03.2022	31.03.2021
Dividend Payable	0.02	0.02
Statutory remittances	276.66	148.69
Advances from Customers	58.94	10.93
Expenses payables	312.07	395.79
<b>TOTAL</b>	<b>647.70</b>	<b>555.43</b>

<b>NOTE - 10- SHORT TERM PROVISIONS</b>		
PARTICULARS	31.03.2022	31.03.2021
Provision for tax	44.40	-
<b>TOTAL</b>	<b>44.40</b>	<b>-</b>

NOTE - 11 - TANGIBLE ASSETS - Schedule of Fixed Assets as on 31st March, 2022										
DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	COST AS ON 01.04.2021	ADDITIONS DURING THE YEAR	DED. DURING THE YEAR	TOTAL AMOUNT AS ON 31.03.2022	UP TO 01.04.2021	FOR THE YEAR	DED. DURING THE YEAR	TOTAL AMOUNT AS ON 31.03.2022	AS ON AMOUNT 31.03.2022	AS ON AMOUNT 31.03.2021
<b>I. TANGIBLE ASSETS</b>										
BLOCK OF MACHINERY	19,381.80	1,603.41	1,388.02	19,597.19	5,805.93	2,272.87	527.97	7,550.83	12,046.36	13,575.86
COMPUTER	26.69	8.51	-	35.20	21.08	4.72	-	25.80	9.40	5.61
FURNITURE & FIXTURE	29.36	1.80	-	31.16	21.30	4.90	-	26.20	4.97	8.07
SHED TALOJA & RINL	492.82	-	-	492.82	163.30	32.68	-	195.98	296.84	329.52
TOTAL	19,930.68	1,613.72	1,388.02	20,156.38	6,011.61	2,315.18	527.97	7,798.82	12,357.57	13,919.07
PREVIOUS YEAR	17,135.19	3,401.88	606.39	19,930.68	4,040.99	2,229.51	258.89	6,011.61	13,919.07	13,094.20

<b>NOTE - 12 - INVENTORIES</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Finished goods	324.93	453.42
Spare Parts In Hand	22.14	39.75
Fuel & Lubricants In Hand	15.91	40.45
<b>TOTAL</b>	<b>362.98</b>	<b>533.62</b>

<b>NOTE - 13 - TRADE RECEIVABLES</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
<b>Unsecured considered Good</b>		
Trade receivables	5,833.85	6,171.04
Cheques Received from Customers but not Cleared	397.08	110.19
<b>TOTAL</b>	<b>6,230.93</b>	<b>6,281.23</b>

<b>Ageing Schedule of Trade receivables:</b>						
<b>Particulars</b>	<b>Not Due</b>	<b>Outstanding for the following periods from the due date of payment</b>				<b>Total</b>
		<b>&lt;1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
<b>As at 31 March 2022</b>						
Undisputed Trade receivables – Considered good	-	4,882.17	628.32	102.32	221.04	<b>5,833.85</b>
Undisputed Trade Receivables –Which have significant increase in credit risk		-	-	-	-	-
Undisputed Trade Receivables –Credit Impaired		-	-	-	-	-
Disputed Trade Receivables - Considered good		-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk		-	-	-	-	-
Disputed Trade Receivables - Credit Impaired		-	-	-	-	-
<b>As at 31 March 2021</b>						
Undisputed Trade receivables – Considered good		5,302.01	570.35	271.82	26.86	<b>6,171.04</b>
Undisputed Trade Receivables –Which have significant increase in credit risk		-	-	-	-	-
Undisputed Trade Receivables –Credit Impaired		-	-	-	-	-
Disputed Trade Receivables - Considered good		-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk		-	-	-	-	-
Disputed Trade Receivables - Credit Impaired						

<b>NOTE - 14- CASH &amp; CASH EQUIVALENTS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Cash In hand	11.08	3.45
Balances with banks in Current Accounts	37.05	35.95
SBI - FDR	72.75	147.63
ICICI-FDR	93.97	49.87
Yes Bank-FDR	75.85	30.34
<b>TOTAL</b>	<b>290.70</b>	<b>267.24</b>

<b>NOTE - 15- SHORT TERM LOANS &amp; ADVANCES</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
<b>Capital advances</b>		
Unsecured, considered good	151.98	31.07
<b>Security deposits &amp; EMDs</b>		
Unsecured, considered good	128.37	109.77
<b>TOTAL</b>	<b>280.35</b>	<b>140.84</b>

<b>NOTE - 16 - OTHER CURRENT ASSETS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Advances to Suppliers	190.87	113.14
Balances with Revenue authorities	504.99	395.21
Imprest Account	4.87	6.12
Interest Accrued on FDR	25.00	22.82
Prepaid expenses	42.42	43.40
Gratuity Investments	-	5.18
Receivables for Sale of Equipments	-	147.31
Staff Advance	11.70	4.62
TDS Recoverable-NBFCs	13.86	12.44
<b>TOTAL</b>	<b>793.73</b>	<b>750.25</b>

<b>NOTE - 17 - REVENUE FROM OPERATIONS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Sale of products	1,247.26	1,159.72
Transportation & Handling Income	4,221.84	3,211.36
Tangible Goods Services	7,349.94	6,640.02
<b>TOTAL</b>	<b>12,819.04</b>	<b>11,011.10</b>
Inter branch	23,200,000.00	14,825,000.00

<b>NOTE - 18 - OTHER INCOME</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Interest income FDR	13.33	32.48
Interest on IT Refund	3.25	-
Foreign Currency Fluctuation	-	16.94
Rebate & Discount	13.50	14.42
Insurance Claim Received	14.16	2.70
Miscellaneous Income	0.11	-
Profit on Sale of Fixed Assets	166.53	140.63
Rental Income	4.78	32.51
<b>TOTAL</b>	<b>215.66</b>	<b>239.69</b>

<b>NOTE-19 -PURCHASE OF STOCK IN TRADE</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Purchases of Traded Goods	1,003.85	1,426.05
<b>TOTAL</b>	<b>1,003.85</b>	<b>1,426.05</b>

<b>NOTE - 20- CHANGES IN FINISHED GOODS &amp; WORK IN PROGRESS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Opening Finished Goods	453.42	252.57
Closing Finished Goods	324.93	453.42
<b>Net Increase/Decrease</b>	<b>128.48</b>	<b>(200.85)</b>

<b>NOTE -21 - EMPLOYEE BENEFITS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Salaries, Bonus and Wages	1,975.54	1,682.58
Director Remuneration	84.00	73.50
Contributions to provident and other funds	75.04	72.16
Staff welfare expenses	139.99	102.39
<b>TOTAL</b>	<b>2,274.58</b>	<b>1,930.63</b>

<b>NOTE - 22 - FINANCIAL COSTS</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Interest expense on:		
- Borrowings	910.59	866.86
- Other interest/Charges	3.43	6.26
Bank Charges	35.51	38.56
<b>TOTAL</b>	<b>949.54</b>	<b>911.69</b>
<b>NOTE - 23 - OTHER EXPENSES</b>		
<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Amount Written off	114.56	62.46
Business Auxillary Expenses	49.45	31.72
Brokerage & Commision	6.27	6.28
Charity & Donation	0.32	0.11
Crane Rent	284.44	355.70
Corporate Social Responsibility	-	15.77
Director Sitting Fees	3.50	4.85
Electricity & Water Exp.	39.34	25.65
Foreign Currency Fluctuation	0.65	-
Transportation & Handling Expenses	2,026.07	1,518.27
Insurance	50.30	48.77
Labour Charges	793.00	549.31
Miscellaneous Expenses	48.06	49.18
Power & Fuel	1,456.09	839.72
Prior Period Expenses	38.04	9.67
Professional Fees	53.68	42.41
Provision for Gratuity	15.14	10.32
<u>Remuneration to Auditor</u>		
-Taxation matter & other services	3.00	3.00
-Audit Fees	3.00	4.00
Crane Rent	111.90	80.50
Repairs and maintenance	989.59	491.38
Rebate & Discount	14.51	2.85
Rate, fees & Tax	118.42	141.83
Sales & Business Promotion	29.21	32.04
Telephone Expenses	7.47	7.21
Travelling and conveyance	123.57	100.67
Cab Hiring /Vehicle Expenses	6.70	4.79
<b>TOTAL</b>	<b>6,386.28</b>	<b>4,438</b>

<b>24</b>	<b>EARNING PER SHARE :</b>	
	Net Profit for the Period	237.32
	Weighted Average No. of Shares	136.45
	Basic Earning Per Share	1.74
	Diluted Earning Per Share	1.74
<b>25</b>	In accordance with <b>AS- 18 " Related Party Disclosure"</b> are as are as follows:	
	<b>Directors:-</b> Mr. Vinay Kumar, Mr. Ajay Kumar, Mr. Himanshu Aggarwal(CFO), & Ms. Purna Aggarwal,	
	<b>Enterprises over which key management personnel or their relatives are able to exercise significant influence :</b> M/s. Tara Chand Industries Limited, M/s. Phonex Infracon Solution & M/s. TCA Steels.	

<b>i)</b>	<b>Transactions with associates -</b>			
	<b>NAME OF PARTY</b>	<b>NATURE OF TRANSACTION</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
	M/s. Tara Chand Industries Limited	Handling Exp.	35,956,710	6,568,227
	M/s. Tara Chand Industries Limited	Rent	600,000	600,000
	M/s. Tara Chand Industries Limited	Crane Sale	7,500,000	-
	M/s TCA Steel	Crane Sale	722,500	6,150,000
	M/s TCA Steel	Purchases of goods for trading	-	22,345,942
	M/s. Phonex Infracon Solution	Crane Sale	15,700,000	-
	M/s. Phonex Infracon Solution	Tangible Services income	46,599,460	16,165,669
	M/s. Phonex Infracon Solution	Handling Exp.	7,895,623	3,092,633
<b>ii)</b>	<b>Transactions with key management personnel, their relatives HUF and others:</b>			
	<b>PARTICULARS</b>	<b>NATURE OF TRANSACTION</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
	Mr. Vinay Kumar	Interest	112,602	475,337
	Mr. Ajay Kumar	Interest	6,254	12,421
		Rent	180,000	180,000
	Mr. Peeyush Aggarwal	Rent	420,000	420,000
	Mr. Arnav Aggarwal	Salary	1,005,000	690,000
	Mrs. Ankita Aggarwal	Professional Fees	600,000	400,000

<b>Deposits - Balance Outstanding at the year end:</b>			
	<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
	Mr. Vinay Kumar	24.23	5.67
	Mr. Ajay Kumar	0.39	0.30
	<b>Total</b>	<b>24.23</b>	<b>5.67</b>

<b>26</b>	<b>REMUNERATION TO AUDITOR (excluding Taxes) are as follows:</b>		
	<b>PARTICULARS</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
	<u>As:</u>		
	auditor	3.00	4.00
	for taxation matter & other services	3.00	3.00
	<b>TOTAL</b>	<b>6.00</b>	<b>7.00</b>

<b>27</b>	As per <b>AS - 15 "Employee benefits"</b> the disclosures of the employee benefits as defined in the Accounting Standard are given below:		
		<b>For Current Year</b>	<b>For Prevoius Years</b>
	Provision for Gratuity in Current Period	15.14	10.32
	(On the Basis of Valuation Report Given by the Actuary)		
	<b>Calculation of the Same is as under:-</b>		

<b>2.1: Table Showing Changes in Present Value of Obligations:</b>			
<b>Period</b>	<b>From: 01/04/2021 To: 31/03/2022</b>	<b>From: 01/04/2020 To: 31/03/2021</b>	
Present value of the obligation at the beginning of the period	3,272,515	2,240,157	
Interest cost	196,351	134,409	
Current service cost	862,240	715,426	
Past Service Cost	0	0	
Benefits paid (if any)	0	0	
Actuarial (gain)/loss	455,603	182,523	
Present value of the obligation at the end of the period	4,786,709	3,272,515	
<b>2.2: Key results (The amount to be recognized in the Balance Sheet):</b>			
<b>Period</b>	<b>As on: 31/03/2022</b>	<b>As on: 31/03/2021</b>	
Present value of the obligation at the end of the period	4,786,709	3,272,515	
Fair value of plan assets at end of period	0	0	
Net liability/(asset) recognized in Balance Sheet and related analysis	4,786,709	3,272,515	
Funded Status - Surplus/ (Deficit)	(4,786,709)	(3,272,515)	
<b>2.3: Expense recognized in the statement of Profit and Loss:</b>			
<b>Period</b>	<b>From: 01/04/2021 To: 31/03/2022</b>	<b>From: 01/04/2020 To: 31/03/2021</b>	
Interest cost	196,351	134,409	
Current service cost	862,240	715,426	
Past Service Cost	0	0	
Expected return on plan asset	0	0	
Net actuarial (gain)/loss recognized in the period	455,603	182,523	
Expenses to be recognized in P&L	1,514,194	1,032,358	
<b>2.4: Experience adjustment:</b>			
<b>Period</b>	<b>From: 01/04/2021 To: 31/03/2022</b>	<b>From: 01/04/2020 To: 31/03/2021</b>	
Experience Adjustment (Gain ) / loss for Plan liabilities	455,603	154,512	
Experience Adjustment Gain / (loss ) for Plan assets	0	0	
<b>3.1: Summary of membership data at the date of valuation and statistics based thereon:</b>			
<b>Period</b>	<b>As on: 31/03/2022</b>	<b>As on: 31/03/2021</b>	
Number of employees	51	57	
Total monthly salary	1,574,554	1,550,208	
Average Past Service(Years)	5.5	4.4	
Average Future Service (yr)	16.7	18.5	
Average Age(Years)	41.3	39.5	
Weighted average duration (based on discounted cash flows) in years	14	16	
Average monthly salary	30,874	27,197	
Expected Future Service taking into account Decrements (Years)	5		
<b>3.2: The assumptions employed for the calculations are tabulated:</b>			
Discount rate	6.00 % per annum	6.00 % per annum	
Salary Growth Rate	5.00 % per annum	5.00 % per annum	
Mortality	IALM 2012-14	IALM 2012-14	
Expected rate of return	0	0	
Withdrawal rate (Per Annum)	20.00% p.a.	20.00% p.a.	

<b>3.3: Benefits valued:</b>			
Normal Retirement Age		58 Years	58 Years
Salary		Last drawn qualifying salary	Last drawn qualifying salary
Vesting Period		5 Years of service	5 Years of service
Benefits on Normal Retirement		15/26 * Salary * Past Service (yr)	15/26 * Salary * Past Service (yr)
Benefit on early exit due to death and disability		As above except that no vesting conditions apply	As above except that no vesting conditions apply
Limit		2000000	2000000
<b>3.4: Current Liability (*Expected payout in next year as per schedule III of the Companies Act, 2013) :</b>			
Period		As on: 31/03/2021	As on: 31/03/2020
Current Liability (Short Term)*		1,764,581	428,792
Non Current Liability (Long Term)		3,022,128	2,843,723
Total Liability		4,786,709	3,272,515
<b>3.5: Projection for next period:</b>			
Best estimate for contribution during next Period		918,350	1,384,183
<b>3.6: Sensitivity Analysis: Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:</b>			
Period		As on: 31/03/2022	
Defined Benefit Obligation (Base)		4786709/- @ Salary Increase Rate : 5%, and discount rate :6.00%	
Liability with x% increase in Discount Rate		4627917; x=1.00% [Change (3)% ]	
Liability with x% decrease in Discount Rate		4958511; x=1.00% [Change 4% ]	
Liability with x% increase in Salary Growth Rate		4958511; x=1.00% [Change 4% ]	
Liability with x% decrease in Salary Growth Rate		4624988; x=1.00% [Change (3)% ]	
Liability with x% increase in withdrawal Rate		4791040; x=1.00% [Change (1)% ]	
Liability with x% decrease in withdrawal Rate		4781814; x=1.00% [Change 1% ]	
<b>3.7: Reconciliation of liability in balance sheet</b>			
Period		From: 01/04/2021 To: 31/03/2022	From: 01/04/2020 To: 31/03/2021
Opening gross defined benefit liability/ (asset)		3,272,515	2,240,157
Expenses to be recognized in P&L		1,514,194	1,032,358
Benefits paid (if any)		0	0
Closing gross defined benefit liability/ (asset)		4,786,709	3,272,515
<b>Other Defined Contribution Plan:</b>			
Contribution to the plan are recognised as expenses for the year as under :			
	PARTICULARS	2021-22	2020-21
	Employers contribution to PF		47.40
	Employers contribution to ESI		24.76
<b>28</b>	<b>FOREIGN CURRENCY EXCHANGE</b> Fluctuation in foreign currency exchange loss: 0.64 lacs		
<b>29</b>	<b>EXPENDITURE IN FOREIGN CURRENCY</b>		<b>NIL</b>
<b>30</b>	<b>Contingent Liability:-</b>		
	There is no Contingent Liability except outstanding Bank Guarantee with SBI and ICICI Bank as on 31.03.2022		
<b>31</b>	<b>Previous year figures</b> have been regrouped/ rearranged where ever necessary to correspond with the current year's classification/disclosures. Figures have been rounded off to the nearest of rupee.		

Financial Ratios										
S.no	Particulars	Numerator	Denominator	3/31/2022			3/31/2021			Comments
				Numerator	Denominator	Ratio	Numerator	Denominator	Ratio	
1	Current ratio	Current Assets	Current liabilities	7,959	5,595	1.42	7,973	5,151	1.55	
2	Debt - Equity ratio	Total Debt	Shareholders equity	14,584	5,733	2.54	16,397	5,495	2.98	Debt should incl current maturities of LTB
3	Debt Service coverage ratio	PAT + Depreciation	Debt Service	3,502	4,258	0.82	3,398	4,072	0.83	Numerator = PBT+Depn+Int on only LTB- Taxes. Debt service = Int. on LTB + LTB Principal repayments (STB repayments no need to take)
4	Return on equity ratio	PAT	Shareholders equity	237	5,733	4.14%	256	5,495	4.67%	Avg equity (opening+closing)/2
5	Inventory Turnover ratio	Cost of goods sold	Average inventory	1,004	448	2.24	1,426	435	3.28	COGS - to remove pure admin OH, remove SCA cost. Otherwise we can take Material consumption+Disel exp+Direct manpower cost
6	Trade Receivable Turnover Ratio	Total Sales	Average account receivables	13,035	6,256	2.08	11,251	5,331	2.11	Total sales to remove SCA revenue If we want to show DSO - we can show on both gross receivables & net receivables
7	Trade Payable Turnover Ratio	Total Purchases	Average Trade payables	9,665	578	16.72	7,795	682	11.43	Total Purchase should include e/ee payables & exp payables as well since the TP includes every thing
8	Net Capital Turnover Ratio	Net Sales (Operating Revenue)	Working Capital	13,035	2,364	5.51	11,251	2,822	3.99	
9	Net Profit ratio	PAT	Revenue	237	13,035	2%	256	11,251	2%	
10	Return on Capital Employed	EBIT	Capital Employed	1,272	21,104	6%	1,217	17,863	7%	Debt should incl current maturities of LTB and to take avg CE



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