



TCP LIMITED

FORTY SEVENTH ANNUAL REPORT 2018-2019



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47th AGM on 27th September 2019 at 4.30 P.M. at the Registered Office

NOTE

Members may please note that they can vote by electronic voting (remote e-voting) on the resolutions set out in the Notice by logging on to www.evotingindia.com. The e-voting period begins on **24th September, 2019 at 9 A.M. and ends on 26th September, 2019 at 5 P.M.** Please refer Note No.25 of the Notice for procedure for remote e-voting.

TCP Limited



DIRECTORS

Sarva Shri	DIN	
V.R. Venkataachalam	00037524	Chairman & Managing Director
A.S. Thillainayagam	00054102	Director
V. Rajasekaran	00037006	Executive Director (whole time director)
V. Sengutuvan	00053629	Director
Smt. V. Samyuktha	02691981	Director – Woman Director
S. Varatharajan (up to 8-8-19)	01819133	Independent Director
M. Parthasarathi	03209175	Independent Director
R. Ravi Krishnan (up to 30-7-19)	01722565	Independent Director
N. Jaiganesh (up to 30-7-19)	06969618	Independent Director
Dr. T. Bhasker Raj (From 8-7-19)	02724086	Additional Director
T. Yeswanth (From 8-7-19)	01236613	Additional Director
C. Saravanan (From 8-7-19)	01038557	Additional Director
Bharatbala Ganapathy (From 30-7-19)	00659260	Additional and Independent Director
Chaniyilparampu Nanappan Ramchand (From 30-7-19)	05166709	Additional and Independent Director
Ashwath Naroth (From 30-7-19)	05343532	Additional and Independent Director

REGISTERED OFFICE

TCP Sapthagiri Bhavan
No.4 (Old No.10) Karpagambal Nagar
Mylapore, Chennai 600004

WORKS

Chemical, Windmills & Biomass Divisions

Koviloor 630307
Sivaganga District
Tamil Nadu

Power Division

Thandalacherry Road
New Gummidipoondi – 601201
Thiruvallore District

Food Division

Tondiarpet
Chennai 600081

AUDITORS

NSR & CO.
Chartered Accountants
Flat No.6, Meenakshi Sundaram Flats,
Old No.11, New No.33, Sivaji Street,
T. Nagar, Chennai 600017.

COST AUDITOR

Shri M. Kannan, Cost Accountant

SECRETARIAL AUDITOR

Shri K. Elangovan, Company Secretary in Practice

INTERNAL AUDITORS

Sankaran & Krishnan
Chartered Accountants

MANAGEMENT

Corporate Office

Shri V.R.Venkataachalam
Managing Director

Shri V. Rajasekaran
Executive Director

Shri Ravi Selvarajan
Company Secretary & DGM- Finance

Works

Chemical Division & Biomass Division

Shri R. Ganesh
General Manager – Works

Power Division

Shri P. Ramaprasad
Works Manager

BANKERS

Indian Overseas Bank
State Bank of India
IDBI Bank and HDFC Bank

SHARE TRANSFER AGENTS

Cameo Corporate Services Limited
“Subramaniam Building”, No.1,
Club House Road, Chennai 600002
Phone: 044 28460390 (5 LINES)
Fax: 044 28460129
E-mail: investor@cameoindia.com

TCP LIMITED

Registered Office: No.4, Karpagambal Nagar, Mylapore, Chennai 600004.
Corporate Identity Number (CIN): U24200TN1971PLC005999
Telephone: 044 24991518; Fax: 044 24991777; E-mail: chem@tcpindia.com
Website: www.tcpindia.com

NOTICE OF 47TH ANNUAL GENERAL MEETING

Notice

NOTICE is hereby given that the Forty Seventh Annual General Meeting of the members of TCP Ltd (the Company) will be held as per the following Schedule:

Day : Friday
Date : 27th September 2019
Time : 4.30 P.M.
Place : Registered Office: 'TCP SAPTHAGIRI BHAVAN'
No.4, (Old No.10) Karpagambal Nagar
Mylapore
Chennai - 600 004.

to transact the following business:

Ordinary business:

1. To receive, consider and adopt the Audited standalone and consolidated Financial Statements of the company for the financial year ended 31st March 2019 and the Reports of Board of Directors and Auditors thereon.
2. To declare a Dividend of Re.1/- per equity share of Rs.10/- each for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Smt. V. Samyuktha (DIN 02691981), who retires by rotation under section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Smt. V. Samyuktha (DIN 02691981), Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business

4. To appoint Shri T. Bhasker Raj (DIN: 02724086) as a director of the Company liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
“RESOLVED THAT Shri T. Bhasker Raj (DIN: 02724086), who was appointed as an Additional Director of the Company with effect from 8th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General



Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri T. Bhasker Raj (DIN: 02724086) for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Non Independent Director, liable to retirement by rotation.”

5. To appoint Shri T. Yeswanth (DIN: 01236613) as a director of the Company liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri T. Yeswanth (DIN: 01236613), who was appointed as an Additional Director of the Company with effect from 8th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri T. Yeswanth (DIN: 01236613) for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Non Independent Director, liable to retirement by rotation.”

6. To appoint Shri C. Saravanan (DIN: 01038557) as a director of the Company liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri C. Saravanan (DIN: 01038557), who was appointed as an Additional Director of the Company with effect from 8th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of C. Saravanan (DIN: 01038557) for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Non Independent Director, liable to retirement by rotation.”

7. To appoint Shri M. Parthasarathi [DIN 03209175] as an Independent director of the Company, not liable to retirement by rotation, for a second term of five consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri. M. Parthasarathi [DIN 03209175] be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of five consecutive years from 1st April 2019 to 31st March 2024.”

8. To appoint Shri Bharatbala Ganapathy [DIN: 00659260] as an Independent director of the Company, not liable to retirement by rotation, for a term of five consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT Shri Bharatbala Ganapathy [DIN: 00659260], who was appointed as an Additional Director of the Company with effect from 30th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Bharatbala Ganapathy [DIN: 00659260] for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director, not liable to retirement by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri. Bharatbala Ganapathy [DIN:00659260] be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years from 30th July 2019 to 30th July 2024.”

9. To appoint Shri Chaniyilparampu Nanappan Ramchand [DIN: 05166709] as an Independent director of the Company, not liable to retirement by rotation, for a term of five consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT Shri Chaniyilparampu Nanappan Ramchand [DIN: 05166709], who was appointed as an Additional Director of the Company with effect from 30th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Chaniyilparampu Nanappan Ramchand [DIN: 05166709] for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director, not liable to retirement by rotation.”

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years from 30th July 2019 to 30th July 2024.”



10. To appoint Shri Ashwath Naroth [DIN: 05343532] as an Independent director of the Company, not liable to retirement by rotation, for a term of five consecutive years and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT Shri Ashwath Naroth [DIN: 05343532], who was appointed as an Additional Director of the Company with effect from 30th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 (“the Act”) and who holds office only up to the date of the ensuing Annual General Meeting and who is eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Ashwath Naroth [DIN: 05343532] for the office of Director, be and is hereby appointed as a Director of the Company, in the category of Independent Director, not liable to retirement by rotation.”

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri. Ashwath Naroth [DIN: 05343532] be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of five consecutive years from 30th July 2019 to 30th July 2024.”

11. To approve the remuneration of the Cost Auditor for the Financial year ending 31st March, 2020 and in this regard, 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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable for the Financial year ending 31st March, 2020 to Shri M. Kannan, CMA (Fellow Membership No.9167), Cost Accountant in practice, appointed by the Board of Directors of the Company on 28th May, 2019 to conduct the audit of cost records of the Company for the Financial year ending 31st March, 2020, amounting to Rs.1,25,000/- (Rupees One lakh Twenty Five Thousand Only) plus the Goods and services tax as applicable and reimbursement of expenses incurred by him in connection with the aforesaid audit be and is hereby approved and confirmed.”

12. To approve the waiver of the recovery of the amount refundable to the Company by Shri V. R. Venkataachalam, Managing Director [DIN 00037524] and Shri V. Rajasekaran, Executive Director [DIN 00037006] in respect of the managerial remuneration drawn in excess of the limits prescribed in section 197 of the Companies Act, 2013, during the financial year ended 31st March 2019, in accordance with the provisions of section 197 (10) of the Companies Act, 2013 and in this regard to consider and if thought fit to pass with or without modification(s) the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions contained in section 197 (10) of the Companies Act, 2013, approval of the Company be and is hereby accorded for waiver of the recovery of the amount refundable to the Company by Shri V. R. Venkataachalam, Managing Director [DIN 00037524] and Shri V. Rajasekaran, Executive Director [DIN 00037006] in respect of the managerial remuneration drawn in excess of the limits prescribed by section 197 of the Companies Act, 2013, during the financial year ended 31st March 2019.”

By order of the Board of Directors
For TCP Limited

Ravi Selvarajan
Company Secretary & DGM - Finance

Regd. Office:
TCP SAPTHAGIRI BHAVAN
No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai 600 004

Dated: 30th July, 2019

Place: Chennai

NOTES

- 1) **A member who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- 2) **The Proxy forms, in order to be effective, must be duly completed, stamped and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the commencement of the meeting.**
- 3) The proxy holder shall provide his identity proof at the time of attending the meeting. The proxy forms lodged with the Company shall be available for inspection during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- 4) In case of joint holders attending the meeting, only such joint holder whose name stands first in the order of names will be entitled to vote.
- 5) Corporate members, sending authorised representatives to attend the meeting in terms of section 113 of the Companies Act, 2013, are requested to send to the Company a duly certified copy of the Board Resolution / Power of Attorney authorising their representative to attend and vote, on its behalf, at the Annual General Meeting.
- 6) Members / Proxies / Authorised Representatives are requested to bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialised form are



requested to write their Client ID and DP ID Numbers for easy identification for attendance at the meeting and those who hold shares in physical form are requested to write their Folio Number in attendance slip for attending the Meeting.

- 7) Notice is also given that pursuant to section 91 of the Companies Act, 2013, and Rule 10 of the Companies (Management and Administration) Rules, 2014, as amended, the Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, 21st September 2019 to Friday, 27th September 2019 (both days inclusive)** for the purpose of ascertaining the eligibility of members for payment of dividend and for the purpose of the 47th Annual General Meeting of the Company.
- 8) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, and Secretarial Standard 2-General Meeting setting out the material facts in respect of the items under Special Business is annexed hereto and forms part of this Notice.
- 9) All documents referred to in the Notice and in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11 A.M. and 1 P.M. up to the date of the Annual General Meeting.
- 10) Members desirous of getting any information on the accounts or operations of the Company are requested to forward his/her queries to the Company, at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- 11) In all correspondence with the Company, members are requested to quote their Folio Number in the case of shares held in physical form and their DP ID and Client ID Number in the case of shares held in the dematerialised form.
- 12) As per the provisions of section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share capital and Debentures) Rules, 2014, facility for making nomination is available to the members in respect of the shares held by them in the Company. Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. The Nomination form (in Form SH-13) can be obtained from the Registrar and Share Transfer Agent of the Company. Members holding shares in dematerialized form may approach their respective Depository Participant to avail and/or effect any change in the nomination facility.
- 13) Members are requested to note that as per Section 124 (5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of 7 years from the date of transfer to the company's Unpaid Dividend Account are required to be transferred to the 'Investor Education and Protection Fund (IEPF)' established by the Central Government, as and when they fall due. Rule 5 of the Investor Education and Protection Fund (Authority, Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') provides that the amounts required to be credited to the IEPF shall be remitted into the IEPF within a period of 30 days of such amounts becoming due to be credited to the IEPF. Section 124 (6) of the Companies Act, 2013 provides that all shares in respect of which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to the IEPF. Ministry of Corporate Affairs (MCA), Government of India, has notified the Investor Education and Protection Fund (Authority, Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') with effect from the 7th September 2016 providing for the transfer of the Equity Shares to the IEPF Authority in respect of which dividend has remained unpaid / unclaimed

for seven consecutive years or more. Kindly note that the members can claim such dividend and shares from the IEPF Authority in accordance with Rule 7 of the Rules. Accordingly, dividend declared for the financial year 2011-12 and which still remains unclaimed shall be transferred to the IEPF within 30 days from the due date viz., 28th September 2019. Similarly, shares on which dividend remains unclaimed for a period of 7 consecutive years from the financial year 2011-12 shall be transferred to the IEPF Authority within 30 days from the due date viz., 28th September 2019. **Members may kindly view at the Company's website www.tcpindia.com at the web link 'IEPF DISCLOSURES – IEPF DISCLOSURES FOR THE FINANCIAL YEAR 2019-20' the details of the dividend amount and the shares that will be transferred to the IEPF during the financial year 2019-20. Those members whose dividend amount and whose shares will be transferred to the IEPF during the financial year 2019-20 are requested to claim their unclaimed dividend amount from the Company as one last opportunity before they are transferred to the IEPF. The Company has already transferred unclaimed dividend declared for the financial year 2010-11 and earlier periods to the IEPF and the shares on which dividend remained unclaimed for a consecutive period of 7 years from the financial year 2010-11 to the IEPF Authority during the financial year 2018-19. Members may kindly view at the Company's website www.tcpindia.com at the web link 'IEPF DISCLOSURES – IEPF DISCLOSURES FOR THE FINANCIAL YEAR 2018-19' the details of the dividend amount and the shares that were transferred to the IEPF during the financial year 2018-19.**

- 14) The payment of Dividend, upon declaration by the shareholders at the 47th Annual General Meeting, will be paid within 30 days from the date of declaration, to those members whose name appears in the Company's Register of Members **as on 20th September 2019, the cut-off date**, after giving effect to all valid share transfers in physical form lodged with the Company before the closing hours on **Friday, the 20th September 2019, the cut-off date**. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership details furnished by The National Securities Depository Ltd (NSDL) and The Central Depository Services (India) Ltd. (CDSL).
- 15) Members holding shares in physical form are advised to furnish, on or before **13th September 2019**, particulars of their bank account, if not done already or if it is changed, to the Company, to incorporate the same in the dividend warrants/payment instruments. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are made by NECS, NEFT, dividend warrants/payment instruments, **particulars of bank account registered with their depository participants only will be considered by the Company for printing the same on the dividend warrants/payment instruments**. It may be noted that instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in dematerialised form. The Company will not entertain any direct request from such members for deletion or change of such bank details.
- 16) As per circular issued by National Payments Corporation of India dated 5th December, 2016, penalty for transactions presented with old account numbers is being levied with effect from 1st January, 2017 for account numbers with length less than or equal to 8 digits for Indian Banks and account numbers with length less than or equal to 9 digits for all other banks. Hence all the members are requested to update account numbers in the bank mandate accordingly.



- 17) As per RBI Notification, with effect from 1st October 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. In this regard, please note, if the members have not provided to their DP the new bank account number, if any, allotted to them, after implementation of Core Banking System (CBS), credit of dividend through NECS to their old bank account number, may be rejected or returned by the banking system.
- 18) For administrative convenience, an attempt would be made to consolidate multiple folios. Shareholders holding shares in physical form in identical names and in the same order of names under multiple folios are requested to intimate the Company to consolidate their holdings in a single folio.
- 19) Members holding share certificates in physical form are advised to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares like possibility of loss of documents and bad deliveries and for ease of portfolio management which includes easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty. Members may approach any Depository Participant directly for dematerialising their physical shares.
- 20) As required by Rule 18(3) of the Companies (Management & Administration) Rules, 2014, members are requested to provide their e-mail id to facilitate easier and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time. Members holding shares in physical form are requested to register their e-mail ID's with M/s Cameo Corporate Services Ltd, the Registrar and Transfer Agent of the Company and members holding shares in demat mode are requested to register their e-mail ID with their respective Depository Participant in case the same is still not registered. Members are also requested to notify any change in their e-mail Id or bank mandates or address to the Company. In respect of holding in electronic form, members are requested to notify any change of e-mail ID or bank mandates or address to their Depository Participants.
- 21) Electronic copy of the Annual Report is being sent to all the members whose e-mail ID's are registered with the Company / Depository Participant for communication purposes unless any member has requested for a printed copy of the Annual Report. In case, a member wants a printed copy of the Annual Report, a request may be sent to chem@tcpindia.com mentioning the DP ID / Client ID. For members, who have not registered their e-mail ID, printed copy of the Annual Report is being sent by Courier. The Annual Report of the Company sent to the members will be made available on the Company's website www.tcpindia.com.
- 22) Members holding shares in physical form are requested to submit their Permanent Account Number (PAN) details to the Company. Members holding shares in demat form are requested to submit their PAN details to their Depository Participant with whom they are maintaining their Demat Account. PAN details registered will be useful as a password for remote e-voting facility.
- 23) Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, provide that every company having not less than 1,000 shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means. A member may exercise his right to vote at any general meeting by electronic means and company may pass shareholders' resolutions by electronic voting system (remote e-voting) in accordance with the aforesaid provisions. The company

has less than 1,000 shareholders but still the Company is providing to the shareholders the remote e-voting facility.

- 24) The Board of Directors has appointed Shri P. Sriram, Practising Company Secretary (Membership No. FCS 4862), Chennai, as the Scrutinizer for conducting the electronic voting (e-voting) process in accordance with the provisions of the Act and Rules made there under in a fair and transparent manner and he has consented to act as such.

25) Voting through electronic means:

The business set out in this Notice shall be conducted through electronic means by remote e-voting. 'Remote e-voting' means the facility of casting votes by a member using an electronic voting system from a place other than the venue of the Annual General Meeting.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility, as an alternate, to exercise their right to vote on the resolutions set out in the Notice for the 47th Annual General Meeting by remote e-voting. Please note that the remote e-voting facility is optional. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the 47th Annual General Meeting may also attend and participate at the 47th Annual General Meeting but shall not be entitled to cast their vote again.

For the purpose of remote e-voting, the Company has entered into an agreement with the Central Depository Services (India) Ltd (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically.

The process and manner for remote e-voting, the time schedule and the time period during which votes may be cast by remote e-voting, details about the log-in ID and the process and manner for generating or receiving the password and for casting of vote in a secure manner:

- I. The procedure and instructions for the voting through electronic means are as follows:
- (i) The e-voting period begins on **24th September 2019 at 9 A.M. and ends on 26th September 2019 at 5 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **20th September 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be entitled to change it subsequently or cast the vote again.
 - (ii) The Company provides only remote e-voting facility and those members who have not cast their vote by remote e-voting before 5 P.M. on 26th September 2019 shall not be entitled to vote by electronic voting thereafter but may vote through ballot paper at the meeting.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com



- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial number as printed in the label of the Annual Report in the PAN Field. - In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account in order to login.
	If both the details are not recorded with the depository or the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of TCP Ltd.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - III. Persons who have acquired shares of the Company and become members of the Company after the despatch of the Notice for the 47th Annual General Meeting may obtain their login ID and password from the RTA viz., Cameo Corporate Services Ltd or write to them at investor@cameoindia.com by mentioning Unit: TCP Ltd and the Folio No. / DP ID and Client ID.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
 - V. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **20th September 2019, being cut-off date.**
 - VI. For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 47th Annual General Meeting, the scrutiniser shall have access, after the closure of period for remote e-voting and before the start of the 47th Annual General Meeting, the details relating to members, such as their names, folios, number of shares held and such other information that the scrutiniser may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.
 - VII. The scrutiniser shall, immediately after the conclusion of voting at the 47th Annual General Meeting, first count the votes cast at the meeting, thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman shall declare the result of the voting forth with.
 - VIII. The results declared along with the report of the scrutiniser shall be placed on the Company's website www.tcpindia.com and on the website of CDSL immediately after the result is declared by the Chairman.

INFORMATION AS REQUIRED UNDER SS 2 - SECRETARIAL STANDARD ON GENERAL MEETINGS IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ENSUING 47th ANNUAL GENERAL MEETING:

Name of Director	Smt. V. Samyuktha
Date of Birth	29th September 1990
DIN	02691981
Date of Appointment	25th May 2017
Expertise in specific functional areas	Experience in management and administration functions
Qualifications	Graduate
Directorship held in other companies	1. Binny Mills Ltd 2. VRV Imports & Exports Private Ltd 3. Jagathra Holdings Private Ltd 4. Jayashree Holdings Private Ltd. 5. Sripoorna Holdings Private Ltd 6. The Thiruvalluvar Textiles Private Ltd 7. East Coast Chase Apparels Private Ltd. 8. The Narashimha Mills Private Ltd. 9. Sri Ramachandra Diagnostic Private Ltd 10. Transworld Drugs and Pharmaceuticals Private Ltd 11. Navi Medicare Private Ltd 12. Ramachandra Pharmaceuticals Private Ltd.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	Nil
Shareholdings in the Company	1,20,000 Equity shares
Disclosure of inter-se relationships between directors and Key Managerial Personnel	She is the daughter of Shri V.R. Venkataachalam, Chairman and Sister of Shri V. Sengutuvan, Director.

Name of Director	Shri T. Bhasker Raj	Shri T. Yeswanth	Shri C. Saravanan
Date of Birth	2nd September 1979	3rd April 1983	20th July 1982
DIN	02724086	01236613	01038557
Date of Appointment	8th July 2019	8th July 2019	8th July 2019
Expertise in specific functional areas	Experience in management and administration functions	Experience in management and administration functions	Experience in management and administration functions
Qualifications	MBBS, MD	Graduate	B.E. (Computer Science)



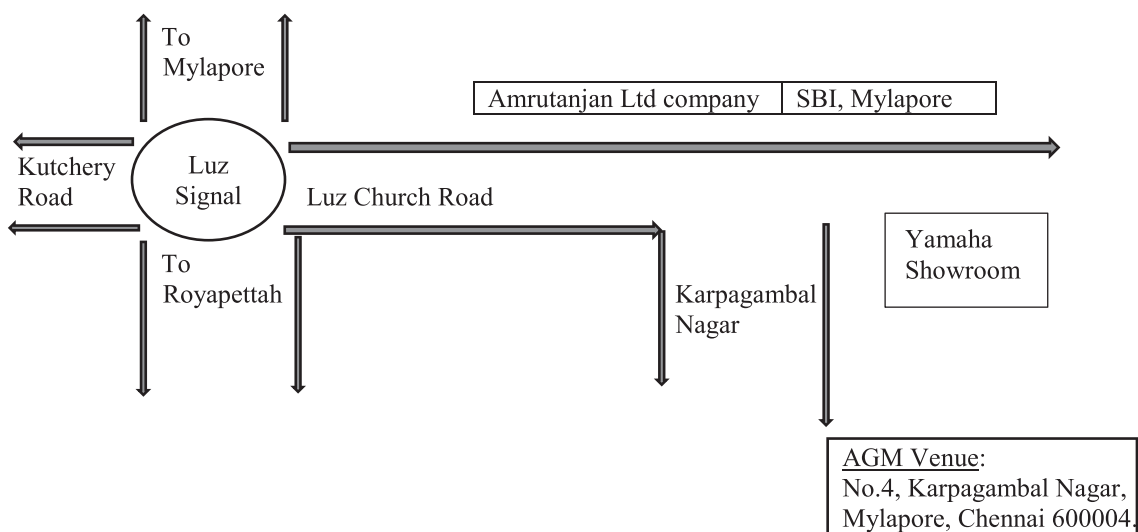
Directorship held in other companies	1. Axon Constructions Private Ltd 2. Egmore Benefit Society Ltd	1. Photon Enterprises Private Ltd 2. Axon Property Developers Private Ltd 3. Egmore Benefit Society Ltd 4. Crystal Creations (India) Private Ltd	1. ACB Textiles Private Ltd 2. ACB Speciality Hospital Private Ltd 3. Amaya Minerals Private Ltd 4. Transasia Steels Private Ltd 5. Sri Kamalaganapathy Steel Rolling Mills Ltd 6. Riyara Trading (OPC) Private Ltd.
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	Nil	Nil	Nil
Shareholdings in the Company	Nil	Nil	Nil
Disclosure of inter-se relationships between directors and Key Managerial Personnel	He is the son of Shri A.S. Thillainayagam, Director	He is the son of Shri A.S. Thillainayagam, Director	Nil

Name of Director	Shri M. Parthasarathi	Shri Bharatbala Ganapathy
Date of Birth	4th May 1954	14th September 1963
DIN	03209175	00659260
Date of Appointment	5th December 2013	30th July 2019
Expertise in specific functional areas	Experience in management and administration functions	Experience in management and administration functions
Qualifications	Graduate	Graduate
Directorship held in other companies	1. Binny Mills Ltd 2. Tri Electric Private Ltd 3. Sudharsan Equipments Private Ltd	1. Bharatbala Productions Private Ltd 2. Bharatbala Pictures Private Ltd 3. BBP Studio Virtual Bharat Private Ltd 4. Spread Design and Innovation Private Ltd
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	Nil	Nil
Shareholdings in the Company	Nil	Nil
Disclosure of inter-se relationships between directors and Key Managerial Personnel	Nil	Nil

T C P LIMITED

Name of Director	Shri. Chaniyilparampu Nanappan Ramchand	Shri Ashwath Naroth
Date of Birth	17th November 1954	11th October 1986
DIN	05166709	05343532
Date of Appointment	30th July 2019	30th July 2019
Expertise in specific functional areas	Experience in management and administration functions	Experience in management and administration functions
Qualifications	Post Graduate and Doctorate	Post Graduate
Directorship held in other companies	1. Accel Ltd 2. Thejo Engineering Ltd 3. Accel Media Ventures Ltd 4. Theragen Biologics Private Ltd	Nil
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholders' Relationship Committee)	Nil	Nil
Shareholdings in the Company	Nil	Nil
Disclosure of inter-se relationships between directors and Key Managerial Personnel	Nil	Nil

Map Route to AGM Venue:





Annexure to the Notice

Explanatory Statement setting out material facts in respect of the Special Business (Pursuant to Section 102 of the Companies Act, 2013)

Item No.4: To appoint Shri T. Bhasker Raj (DIN 02724086) as a director of the Company liable to retire by rotation.

Shri T. Bhasker Raj (DIN 02724086), who was appointed as an Additional Director of the Company with effect from 8th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing 47th Annual General Meeting and being eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 offers himself for appointment as director of the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri T. Bhasker Raj (DIN 02724086) for the office of Director of the Company. The appointment, if made, will be in the category of Non Independent Director, liable to retirement by rotation.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Shri T. Bhasker Raj (DIN 02724086) as director of the Company.

The Board of Directors recommend the passing of the resolution set out in item no.4 of the Notice as **Ordinary Resolution**. Shri A.S. Thillainayagam, director (father of the proposed appointee) shall be deemed to be concerned or interested in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the proposed resolution.

Item No.5: To appoint Shri T. Yeswanth (DIN 01236613) as a director of the Company liable to retire by rotation.

Shri T. Yeswanth (DIN 01236613), who was appointed as an Additional Director of the Company with effect from 8th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing 47th Annual General Meeting and being eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 offers himself for appointment as director of the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri T. Yeswanth (DIN 01236613) for the office of Director of the Company. The appointment, if made, will be in the category of Non Independent Director, liable to retirement by rotation.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Shri T. Yeswanth (DIN 01236613) as director of the Company.

The Board of Directors recommend the passing of the resolution set out in item no.5 of the Notice as **Ordinary Resolution**. Shri A.S. Thillainayagam, director (father of the proposed appointee) shall be deemed to be concerned or interested in the proposed resolution. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the proposed resolution.

Item No.6: To appoint Shri C. Saravanan (DIN 01038557) as a director of the Company liable to retire by rotation.

Shri C. Saravanan (DIN 01038557), who was appointed as an Additional Director of the Company with effect from 8th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing 47th Annual General Meeting and being eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 offers himself for appointment as director of the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri C. Saravanan (DIN 01038557) for the office of Director of the Company. The appointment, if made, will be in the category of Non Independent Director, liable to retirement by rotation.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Shri C. Saravanan (DIN 01038557) as director of the Company.

The Board of Directors recommend the passing of the resolution set out in item no.6 of the Notice as **Ordinary Resolution**. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the proposed resolution.

Item No.7: To appoint Shri. M. Parthasarathi [DIN: 03209175] as an Independent director of the Company, not liable to retire by rotation, for a second term of five consecutive years from 1st April 2019.

Shri M. Parthasarathi [DIN: 03209175], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

As per section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to 5 consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms.

Board of Directors, at their meeting held on 28th May 2019, re-appointed, subject to the approval of the shareholders by passing a special resolution, Shri M. Parthasarathi [DIN: 03209175] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director. The Nomination and Remuneration Committee has recommended the appointment to the Board of Directors.

Board of Directors recommend the passing of the resolution set out as item no.7 in the Notice as a **Special Resolution**.

Item No.8: To appoint Shri. Bharatbala Ganapathy [DIN: 00659260] as an Independent director of the Company, not liable to retire by rotation, for a term of five consecutive years from 30th July 2019.

Shri S. Varatharajan [DIN: 01819133], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.



As per section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to 5 consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms.

Board of Directors, at their meeting held on 28th May 2019, re-appointed, subject to the approval of the shareholders by passing a special resolution, Shri S. Varatharajan [DIN: 01819133] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024.

Subsequently, Shri S. Varatharajan [DIN: 01819133] has submitted his resignation from the Board of Directors of the Company with effect from 8th August 2019 and this was taken on record by the Board of Directors at their meeting held on 30th July 2019.

At the Board Meeting held on 30th July 2019, Board appointed Shri. Bharatbala Ganapathy [DIN: 00659260] as an Additional Director of the Company, as an Independent Director of the Company, for a term of five consecutive years from 30th July 2019 to 30th July 2024, not liable to retirement by rotation, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting by way of a **Special Resolution**.

Shri. Bharatbala Ganapathy [DIN: 00659260], who was appointed as an Additional Director of the Company with effect from 30th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing 47th Annual General Meeting and being eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 offers himself for appointment as director by the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri. Bharatbala Ganapathy [DIN: 00659260] for the office of Director of the Company. The appointment, if made, will be in the category of Independent Director, not liable to retirement by rotation, for a term of five consecutive years from 30th July 2019 to 30th July 2024.

Justification for appointment: Shri. Bharatbala Ganapathy [DIN: 00659260] is a qualified person having relevant experience and expertise in the management of companies. He is a director in 4 other companies. His expertise and knowledge would be useful to the Board in taking key decisions on the affairs of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment Shri. Bharatbala Ganapathy [DIN: 00659260] as an Independent Director of the Company.

None of the other directors and key managerial personnel are interested in the passing of the resolution.

Board of Directors recommend the passing of the resolution set out as item no.8 in the Notice as a **Special Resolution**.

Item No.9: To appoint Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] as an Independent director of the Company, not liable to retire by rotation, for a term of five consecutive years from 30th July 2019.

Shri R. Ravikrishnan [DIN: 01722565], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

As per section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to 5 consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms.

Board of Directors, at their meeting held on 28th May 2019, re-appointed, subject to the approval of the shareholders by passing a special resolution, Shri R. Ravikrishnan [DIN: 01722565] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024.

Subsequently, Shri R. Ravikrishnan [DIN: 01722565] has submitted his resignation from the Board of Directors of the Company with effect from 30th July, 2019 and this was taken on record by the Board of Directors at their meeting held on 30th July 2019.

At the Board Meeting held on 30th July 2019, Board appointed Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] as an Additional Director of the Company, as an Independent Director of the Company, for a term of five consecutive years from 30th July 2019 to 30th July 2024, not liable to retirement by rotation, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting by way of a **Special Resolution**.

Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709], who was appointed as an Additional Director of the Company with effect from 30th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing 47th Annual General Meeting and being eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 offers himself for appointment as director by the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] for the office of Director of the Company. The appointment, if made, will be in the category of Independent Director, not liable to retirement by rotation, for a term of five consecutive years from 30th July 2019 to 30th July 2024.

Justification for appointment: Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] is a well-qualified person having relevant experience and expertise in the management of companies. He is a director in 4 other companies. His expertise and knowledge would be useful to the Board in taking key decisions on the affairs of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] as an Independent Director of the Company.



None of the other directors and key managerial personnel are interested in the passing of the resolution.

Board of Directors recommend the passing of the resolution set out as item no.9 in the Notice as a **special resolution**.

Item No.10: To appoint Shri. Ashwath Naroth [DIN: 05343532] as an Independent director of the Company, not liable to retire by rotation, for a term of five consecutive years from 30th July 2019.

Shri N. Jaiganesh [DIN: 06969618], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

As per section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to 5 consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms.

Board of Directors, at their meeting held on 28th May 2019, re-appointed, subject to the approval of the shareholders by passing a special resolution, Shri N. Jaiganesh [DIN: 06969618] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024.

Subsequently, Shri N. Jaiganesh [DIN: 06969618] has submitted his resignation from the Board of Directors of the Company with effect from 30th July, 2019 and this was taken on record by the Board of Directors at their meeting held on 30th July 2019.

At the Board Meeting held on 30th July 2019, Board appointed Shri. Ashwath Naroth [DIN: 05343532] as an Additional Director of the Company, as an Independent Director of the Company, for a term of five consecutive years from 30th July 2019 to 30th July 2024, not liable to retirement by rotation, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting by way of a **Special Resolution**.

Shri. Ashwath Naroth [DIN: 05343532], who was appointed as an Additional Director of the Company with effect from 30th July 2019 by the Board of Directors, pursuant to Article 83 of the Articles of Association of the Company and Section 161 of the Companies Act, 2013 ("the Act") holds office up to the date of the ensuing 47th Annual General Meeting and being eligible for appointment as Director of the Company pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 offers himself for appointment as director by the Company. The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri. Ashwath Naroth [DIN: 05343532] for the office of Director of the Company. The appointment, if made, will be in the category of Independent Director, not liable to retirement by rotation, for a term of five consecutive years from 30th July 2019 to 30th July 2024.

Justification for appointment: Shri. Ashwath Naroth [DIN: 05343532] is a well-qualified person having relevant experience and expertise in the management of companies. His expertise and

knowledge would be useful to the Board in taking key decisions on the affairs of the Company. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment Shri. Ashwath Naroth [DIN: 05343532] as an Independent Director of the Company.

None of the other directors and key managerial personnel are interested in the passing of the resolution.

Board of Directors recommend the passing of the resolution set out as item no.10 in the Notice as a **Special Resolution**.

Item No.11: To approve the remuneration of the Cost Auditor for the Financial year ending 31st March, 2020

The Board of Directors of the Company, at their meeting held on 28th May 2019 on the recommendation of the Audit Committee, had approved the appointment and remuneration of Shri M. Kannan, CMA (Fellow Membership. No.9167), Cost Accountant in practice, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020 at a remuneration of Rs.1,25,000/- plus the Goods and Services tax as applicable and reimbursement of expenses incurred by him for the audit, subject to approval by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors for the financial year ending 31st March 2020 as set out in the Resolution, for the aforesaid services to be rendered by him.

The Board of Directors recommend the passing of the resolution set out in item no.11 of the Notice as an **Ordinary Resolution**. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No.12: To approve the waiver of the recovery of the amount refundable to the Company by Shri V. R. Venkataachalam, Managing Director [DIN 00037524] and Shri V. Rajasekaran, Executive Director [DIN 00037006] in respect of the managerial remuneration drawn in excess of the limits prescribed in section 197 of the Companies Act, 2013, during the financial year ended 31st March 2019, in accordance with the provisions of section 197 (10) of the Companies Act, 2013

The second proviso to section 197 of the Companies Act, 2013 provides that the remuneration payable to Managing Director and Whole-Time Director by a Company, in any financial year, shall not exceed 10% of the net profits of the Company for the financial year. The net profits being computed in the manner laid down in section 198 of the Companies Act, 2013.

Section 197(3) provides that where in any financial year, a company has no profits or has inadequate profits, the company shall pay remuneration to Managing Director and Whole-Time Director only in accordance with the provisions and limits laid down in Schedule V of the Companies Act, 2013.

If the remuneration paid exceeds the limit of 10% of the net profits of the company then it shall be construed that the company has inadequate profits.



For the Financial year 2018-19 the managerial remuneration paid by the Company exceeds the limit of 10% of the net profits of the Company. The Company has already availed the limits set out in Schedule V of the Companies Act, 2013 for payment of managerial remuneration for the preceding three financial years, viz., 2015-16, 2016-17 and 2017-18.

Section 197(9) of the Companies Act, 2013 provides that if any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed in this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company and until such sum is refunded, hold it in trust for the company.

Section 197 (10) of the Companies Act, 2013 provides that the Company shall not waive the recovery of any sum refundable to it under sub section (9) unless approved by the company by special resolution within two years from the date the sum becomes refundable.

The remuneration actually drawn by the managerial personnel viz. Shri V.R. Venkataachalam, Managing Director and Shri V. Rajasekaran, Executive Director, during the financial year ended 31st March 2019 is as follows:

Name	Salary, allowances and commission Rs.	Provident Fund and Gratuity Rs.	Perquisites Rs.	Total Rs.
Shri V.R. Venkataachalam	2,38,75,000	15,90,000	28,54,529	2,83,19,529
Shri V. Rajasekaran	1,84,80,000	14,78,400	37,60,668	2,37,19,068
Total	4,23,55,000	30,68,400	66,15,197	5,20,38,597

The limit of 10% of the Net Profit of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013 is as follows:

Computation of limit on Managerial Remuneration	Rs.
Net Profit as per Profit and Loss account for the year ended 31-3-19	15,63,33,650
Add: Managerial remuneration deducted from gross profit	5,20,38,597
Net Profit for computation of ceiling on Managerial remuneration	20,83,72,247
10% of the Net Profit – ceiling on Managerial Remuneration	2,08,37,225
Managerial Remuneration actually drawn	5,20,38,597
(the Managerial Remuneration does not include actuarial valuation of gratuity and actuarial valuation of Earned Leave Entitlements in respect of the managerial personnel which are not actually drawn)	
Managerial Remuneration drawn in excess of the limits	(3,12,01,372)

The payment of remuneration to the managerial personnel have been approved by the shareholders as follows:

Shri V.R. Venkataachalam, Managing Director – at the 46th Annual General Meeting held on 26th October 2018 (held during extended period); and

Shri V. Rajasekaran, Executive Director – at the 44th Annual General Meeting held on 23rd September 2016.

During the financial year 2018-19 there was inadequate profit to meet the limit of 10% of Net Profit for payment of the managerial remuneration. The Net profit for the year fell to 4.33% of the Revenue from Operations from 4.50% of the Revenue from Operations in the previous year. The fall in net profits was due to falling business demand which are beyond the control of the managerial personnel. The managerial personnel have done everything, to the best of their ability, to improve the Net Profit. The Net Profit has increased to Rs.15.63 crores in the current year from Rs.13.26 crores in the previous year, an increase by about 18% on a year-on-year basis, which is a satisfactory performance considering the difficult situation which prevailed during the financial year.

I GENERAL INFORMATION:

1. *Nature of Industry:*

Manufacture of Sodium Hydrosulphite, Liquid Sulphur di-oxide and Sulphoxilates and generation of electricity (both conventional and non-conventional methods).

2. *Date or expected date of commencement of commercial production:*

Not Applicable (The Company is an existing Company)

3. *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:*

The Company is an existing and hence not applicable.

4. *Financial performance based on given indicators:*

Particulars	Financial Year (Rs. In lakhs)		
	2016-17 *	2017-18 *	2018-19 *
Total Income	31,249.94	29,630.00	36,333.03
Profit after Tax	2,049.05	739.97	1,064.12

*The figures are on Ind AS based financial statements.

5. *Foreign Investments or collaborations, if any:*

The company does not have any foreign investments or foreign collaborations.

II INFORMATION ABOUT THE MANAGERIAL PERSONNEL:

Shri V.R. Venkataachalam, Managing Director [DIN 00037524]

1. *Background details:*

Shri V.R. Venkataachalam, a graduate, is the son of the famous Industrialist Late Shri N.P.V. Ramasamy Udayar. He has been functioning as the Managing Director of the company from 6th November 1986. Under his able guidance and leadership the company has diversified successfully into businesses like Power generation (both Conventional energy and Non-Conventional energy) apart from the Chemical manufacturing unit at Karaikudi.

Shri V.R. Venkataachalam is having rich experience in managing diverse businesses and industrial units, Hospitals, Medical Colleges and Public Charitable Trusts. He is a director in several companies.

He is the Chancellor of the famous Sri Ramachandra Medical College and Research Institute, the first Private Medical College in the state of Tamil Nadu having Deemed University Status. Under his excellent leadership, the Institution has seen tremendous progress and stands as a role model for any similar institution of its type.



2. *Past remuneration:*

Rs.2,29,08,657/- (For the Financial year 2015-16)

3. *Recognition or awards:*

Nil

4. *Job profile and his suitability:*

Shri V.R. Venkataachalam being the managing director of the company provides leadership and strategic guidance to the company.

5. *Remuneration paid:*

Year	Salary Rs.	Perquisites Rs.	Commission Rs.	Total Rs.
2016-17	1,71,45,000	21,61,318	40,00,000	2,33,06,318
2017-18	1,83,45,000	24,50,680	40,00,000	2,47,95,680
2018-19	1,98,75,000	44,44,529	40,00,000	2,83,19,529

6. *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):*

The remuneration payable have been benchmarked with the remuneration being drawn by similar positions in the companies of comparable size engaged in the business of manufacture of similar chemicals and power generation and has been considered and approved by the Nomination and Remuneration Committee and by the Board of Directors.

7. *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:*

Shri V.R. Venkataachalam has no pecuniary relationship, directly or indirectly, with the company except to the extent of his remuneration and shareholding in the company. He is not related to any managerial personnel of the company.

Shri V. Rajasekaran, Executive Director [DIN 00037006]

1. *Background details:*

Shri V. Rajasekaran is a B.E. (Chemical) Engineer and holds post-graduation qualification in M. Tech and M.B.A. He has been functioning as the Executive Director of the company from 1st March 1992. He has been in the service of the company from its initial years and has rich experience in managing the business affairs of the company. He has been in the forefront in the implementation of the power projects and in the expansion of the chemical business of the company. He is currently heading the manufacturing / generation operations of the company. Under his able leadership the company has grown tremendously. His rich technical knowledge and experience has helped the company to implement innovative strategies in its operations. He has about 43 years of experience in managing Chemical, Power and Textile businesses.

2. *Past remuneration:*

Rs.1,83,94,471/- (For the Financial year 2015-16)

3. *Recognition or awards:*

Nil

4. *Job profile and his suitability:*

Shri V. Rajasekaran being the executive director of the company looks after Production and manufacturing, Power generation, domestic and international marketing, corporate administration, strategic planning and development, regulatory approvals, R& D and development of new projects.

5. *Remuneration paid:*

Year	Salary Rs.	Perquisites Rs.	Commission Rs.	Total Rs.
2016-17	1,58,70,000	59,90,411	-	2,18,60,411
2017-18	1,69,80,000	32,64,654	-	2,02,44,654
2018-19	1,84,80,000	52,39,068	-	2,37,19,068

6. *Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):*

The remuneration payable have been benchmarked with the remuneration being drawn by similar positions in the companies of comparable size engaged in the business of manufacture of similar chemicals and power generation and has been considered and approved by the Remuneration Committee and the Board of Directors.

7. *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:*

Shri V. Rajasekaran has no pecuniary relationship, directly or indirectly, with the company except to the extent of his remuneration in the company. He is not related to any managerial personnel of the company.

III OTHER INFORMATION:

1. *Reasons of loss or inadequate profits:*

About 70% of the Company's turnover comes from the Power Division operations of the Company. The Power Sector in Tamil Nadu is going through a crisis phase due to economic slowdown. The demand for power from industrial units are falling. Due to this the supply exceeds the demand. As a result of stiff competition in the sale of power, the selling price becomes a crucial factor. The Company has to sell power at a reduced rate in order to sustain in the business. On the other hand, cost of coal has increased together with the freight and handling charges. Due to this the profit margins have shrunk leading to inadequate profit to meet the managerial remuneration limit of 10% of the Net Profits.

The Company has to meet a major portion of its coal requirements by way of imports. As a result, international trade factors also affect the supply position including the price of supply. The foreign exchange fluctuations in the payments made for the purchase also has impacted the cost of generation of power.



2. *Steps taken or proposed to be taken for improvement:*

The company has taken measures to improve its business performance. The company has firmed up plans to boost sales, both in the domestic and exports market. The company has identified new export buyers and new export markets. The company is negotiating with the consumers for a revision in the selling price of the electricity sold to them. The company has also taken measures to control costs and to improve overall efficiency.

3. *Expected increase in productivity and profits in measurable terms:*

The company has been striving to perform at its optimum capacity utilisation. The company would strive to further increase its production capabilities in all possible areas. The company would reorient its product mix in accordance with the market demand in order to increase productivity and improve profits.

IV DISCLOSURES:

The company, being an Unlisted Company, is not required to attach a report on Corporate Governance to the Directors' Report. However, the disclosures on remuneration package of each managerial person and details of all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., details of fixed component and performance linked incentives along with the performance criteria, Service contracts, notice period, severance fees, Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable are mentioned, to the extent applicable, at appropriate places, in the Directors' Report attached to the financial statement for the information of shareholders.

The Board of Directors and the Nomination and Remuneration Committee at their respective meetings held on 28th May 2019 had approved the proposal, subject to the approval of the shareholders by way of a Special Resolution, for waiver of the recovery of refund of the excess remuneration drawn by the managerial personnel due to circumstances in which the inadequate profit has been made which are beyond the control of the managerial personnel.

Board of Directors recommend the passing of the resolution set out as item no.12 in the Notice as a **Special Resolution**. Shri V. Sengutuvan, Director and Smt V. Samyuktha, Director, who are son and daughter, respectively, of Shri V.R. Venkataachalam, shall be deemed to be interested in the passing of this resolution. None of the other Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the proposed resolution

By order of the Board of Directors
For TCP Limited

Ravi Selvarajan
Company Secretary & DGM - Finance
Regd. Office:
TCP SAPTHAGIRI BHAVAN
No.4, (Old No.10) Karpagambal Nagar,
Mylapore, Chennai 600 004

Dated: 30th July 2019
Place : Chennai

IMPORTANT COMMUNICATION TO MEMBERS - GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) vide its Circular No.17/2011 dated 21st April 2011 and Circular No.18/2011 dated 29th April 2011 has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies, thereby allowing companies to serve documents to its members through electronic mode.

Your Company believes in Environment conservation for sustainable development and therefore your Company supports MCA in this initiative.

Members who hold shares in physical form are requested to intimate their e-mail address to the Company/Share Transfer Agent and members holding shares in demat form can intimate their e-mail address to their Depository Participant, to enable the company, in future, to send documents such as notices of general meetings, annual reports and other shareholder’s communication to all the members through e-mail.

Members may also note that in case any member makes a request to the Company for the physical copy of the documents sent by e-mail, it shall be sent by post.



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the Forty Seventh Annual Report and the Audited Accounts of your company for the financial year ended 31st March 2019.

FINANCIAL RESULTS – HIGHLIGHTS

Stand-alone Financial Results:

The Stand-alone Financial Results for the year ended 31st March 2019 is as follows:

Based on Ind AS financial statements	Year ended 31st March 2019	Year ended 31st March 2018
	(Rs. in Lakhs)	
Sales	35,923.58	29,152.34
Other operating revenue	161.28	385.63
Other income	268.25	92.03
Total income	36,353.11	29,630.00
Profit before Interest & Depreciation	2,913.18	2,661.07
Less: Interest	734.16	729.55
Depreciation	615.68	605.24
Profit before tax	1,563.34	1,326.28
Less: Current tax	603.00	450.91
Tax relating to earlier years	91.59	(125.64)
Deferred tax credit (Net)	(64.02)	71.50
Profit after tax – Profit for the year	932.77	929.51
Other Comprehensive Income for the year	131.35	(189.54)
Total Comprehensive Income for the year	1,064.12	739.97
Retained Earnings – opening balance	19,858.37	19,678.96
Comprehensive Income for the year	932.77	929.51
Transfer from Other Comprehensive Income	131.35	(189.54)
Transfer to General Reserve	500.00	500.00
Dividend paid	50.32	50.32
Tax on dividend paid	10.24	10.24
Retained Earnings – balance at the end of the year	20,361.93	19,858.37
Company's Key Financial Ratios	2019	2018
	Rs.	Rs.
Earnings per share	18.54	18.47
Dividend per share	1	1
Return on Net worth	2%	2%

DIVIDEND

Your Directors have pleasure in recommending a dividend of Re.1/- per Equity Share (10% of paid-up value of Rs.10/- per share). The quantum of dividend outgo on this account is Rs. 50.32 lakhs. The Dividend Distribution Tax payable is Rs.10.24 lakhs.

The Company has not made entry in the books of accounts for the proposed dividend in accordance with Standard No.10 of Ind AS 10 – Events after the Reporting Period – which provides as follows:

The liability to pay a dividend shall be recognised when the dividend is appropriately authorised and is no longer at the discretion of the entity, which is the date:.....

(b) When the dividend is declared, eg, by management or the board of directors, if the jurisdiction does not require further approval.

Hence, the dividend declared at the 47th Annual General Meeting along with the applicable Dividend Distribution Tax on it will be recognised in the financial year 2019-20.

The dividend declared for the financial year 2017-18 along with the applicable Dividend Distribution Tax on it is recognised in the Retained Earnings in the financial year 2018-19.

SEGMENTWISE / PRODUCTWISE PERFORMANCE

PRODUCTION

I. CHEMICALS

Sodium Hydrosulphite

During the year your company had produced 11,809 MT of Sodium Hydrosulphite as against 10,908 MT in the previous year, an increase by about 8%.

Liquid Sulphur Dioxide

During the year your Company had produced 9,941 MT of Liquid Sulphur Dioxide as against 10,289 MT in the previous year, a decrease by about 3%.

Sulphoxilates

There was no production of Sulphoxylates during the year as in the previous year.

II. RECOVERY SALTS

The trisalt production was 2,297 MT as against 2,954 MT in the previous year.

III. ELECTRIC POWER

Electric Power Generation

Your company had generated 4,657 lakh units of electricity as against 4,108 lakh units last year from the Thermal Power Plant. The average Plant Load Factor during the year under review is 83.4%. The Wind Mills had generated 242 lakh units of electricity as against 281 lakh units in the previous year.



SALES

I. CHEMICALS

Sodium Hydrosulphite

During the year your company had made sale of 11,777 MT of Sodium Hydrosulphite as against 10,909 MT in the previous year. The domestic sales is 8,081 MT, the Export sales is 3,672 MT and Deemed exports of 24 MT.

The domestic sales, which was 7,715 MTs in the previous year, increased to 8,081 MTs in the current year. It is expected that the diversified application of the products in the paper and pharma industries will contribute to increased sales volume in the current year. The increase in demand for the product in the south Tamil Nadu region is a new beginning for the growth in sales. Your company is preparing to expand its market base in the current year.

Liquid Sulphur Dioxide

The sale of Liquid Sulphur Dioxide during the year was 518 MT as against 1,075 MT in the previous year.

Sulphoxylates

There were no sale of Sulphoxylates during the year as in the previous year. This is due to no production during this year.

Recovery salts

The sale of Recovery salts was 2,066 MT during the year as against 6,715 MT in the previous year. The Company had identified few buyers who use the product for their indigenous production. We are exploring the possibility of selling in new markets in the North India, where its consumption is of substantial quantity.

II. POWER

During the year your Company had sold 4,022 lakh units of electricity as against 3,710 lakh units in the previous year from the Thermal Power Plant, an increase by about 8%. The Wind mills had exported 239 lakh units of electricity as against 279 lakh units in the previous year.

The Company sells power under Group Captive Consumer arrangement. The power generated up to 58 MW were sold to Group Captive Consumers and the balance power generated was towards captive consumption. The Group Captive Consumers arrangement Rules stipulate that the Group Captive Consumers should hold at least 26% share holding in the Company. As at 31st March 2019 there are about 79 Group Captive Consumers holding about 26.15% equity shareholding in the Company.

EXPORTS

During the year, your Company had exported 3,672 MTs of Sodium Hydrosulphite as against 3,146 MTs during the previous year, an increase by 16.72%. There were no exports of Sodium Formate during the year, as against 1,175 MTs in the previous year.

The highlight of this year's performance is that we had exported 1,219 MTs of Sodium Hydrosulphite to Turkey, 846 MT to the United States of America, 414 MTs to Taiwan and 414 MTs to Pakistan and 360 MTs to Mexico. The exports to these countries have increased during the current year, when compared with the previous year.

This year Sodium Hydrosulphite was exported to 10 countries spread across all the regions like the United States of America, Europe, South Asia, Africa (including Egypt), Far East, North

America (excluding USA) and Central Asia. During this year, Turkey, the United States of America, Taiwan, Pakistan and the Mexico were the countries where major shipments were exported. We had exported about 88% of the total exports during the year to these five countries. We had also exported to Egypt, Sri Lanka, Uganda, Thailand and Turkmenistan about 12% of the total exports during the year.

The international market has transformed itself into a price-sensitive market where price of the product determines the securing of the orders. Price has to be adjusted, frequently, in keeping with the global price. Despite severe competition, we could get good price for the products, especially from our regular buyers.

But there is still a stiff competition from China, the world's largest producer and exporter of Sodium Hydrosulphite. Their products pose a threat to our products primarily due to their unbelievably low price at which they are offered to the buyers.

There are buyers who prefer the Company's products primarily due to its quality and timely shipments which are favourable factors to the Company.

In the current year also the Company would be focusing on retaining the existing markets, identifying new buyers in the existing markets and penetrating into new markets in order to enhance the volume of exports.

CREDIT RATING

The Credit rating assigned to the Company as at 1st August 2018 are as follows:

Credit Rating Agency	Credit Facilities	Rating
CRISIL	Bank borrowings – Long term	CRISIL BBB/ Stable
CRISIL	Bank borrowings – Short term	CRISIL A3+
CRISIL	Fixed Deposits	FA-/ Stable

The rating shall remain valid up to 31st March 2019.

DEPOSITS

The Company has stopped renewing / accepting deposits from the public from 1st October 2016. The Company has been repaying the deposits from the public on their maturity date. All outstanding deposits from the public will mature for repayment by the end of September 2019. The Company is accepting / renewing fixed deposits from the Promoters – members on a Private Placement basis.

Outstanding deposits as at 31st March 2019:

Type of deposit	Principal amount Rs.	Number of deposits	Amount payable on maturity Rs.
Fixed deposit	4,27,79,000	368	4,27,79,000
Cumulative deposit	1,11,16,000	147	1,47,83,850
Total – from public	5,38,95,000	515	5,75,62,850
Fixed deposit – from promoters members on Private Placement basis	4,68,15,956	6	4,68,15,956
Total Deposits	10,07,10,956	521	10,43,78,806

During the year the Company has accepted deposit from one Promoter – member for Rs.1,75,350/- on a Private Placement basis.



Deposits repaid during the year ended 31st March 2019:

Type of deposit	Principal amount Rs.	Number of deposits	Amount payable on maturity Rs.
Fixed deposit	6,43,04,000	603	6,43,04,000
Cumulative deposit	1,68,80,000	232	2,23,71,875
Total	8,11,84,000	835	8,66,75,875

The deposits repaid during the year includes cumulative deposit amount of Rs.64,000/- (maturity value amount of Rs.84,800/-) repaid towards 1 deposit amount accepted from 1 member of the Company (viz., Shri V.R. Venkataachalam, Managing Director) and which was due for repayment on 12th March 2019.

Unclaimed deposits as at 31st March 2019:

The outstanding deposits includes the following deposits which remain unclaimed as at 31st March 2019:

Type of deposit	Principal amount Rs.	Number of deposits	Interest accrued and unclaimed Rs.	Amount payable on maturity Rs.
Fixed deposit	65,86,000	75	-	65,86,000
Cumulative deposit	28,68,000	52	9,86,935	39,02,935
Total	94,54,000	127	9,86,935	1,04,88,935

There were no deposits, which were claimed but not paid by the Company. Appropriate steps are being taken continuously to obtain the depositors' instructions so as to ensure repayment of the matured deposits in time. All unclaimed deposits are public deposits.

As per Section 76 of the Companies Act, 2013, the credit rating agency CRISIL Limited vide its letter TCPLMTD/198331/FD/081800141 dated 1st August 2018, has assigned a rating of 'CRISIL FA-/Stable' (pronounced "F A minus rating with stable outlook") for the Fixed Deposits accepted by the Company, indicating 'Adequate Safety'. This rating indicates that the degree of safety regarding timely payment of interest and principal is satisfactory.

The Companies (Acceptance of Deposits) Amendment Rules, 2018, which came into effect from 15th August 2018, has removed the provisions relating to deposit insurance. Hence, there is no requirement for deposit insurance.

The Company has deposited with the Indian Overseas Bank, in a separate bank account, called as Deposit Repayment Reserve Account, an amount of not less than 15% of the amount of its deposits maturing during the financial year 2019-20 in accordance with the requirements of section 73(2) (c) of the Companies Act, 2013 read with Rule 13 of the Companies (Acceptance of Deposits) Rules, 2014.

The Company's outstanding deposits are within the limits laid down in Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014 viz., 10% of the aggregate of the paid up share capital and free reserves of the Company as at 31st March 2018 in the case of deposits accepted from

the members and 25% of the aggregate of the paid up share capital and free reserves of the Company as at 31st March 2018 in the case of deposits accepted from the public. The Company will accept deposits within the aforesaid limits.

The deposits accepted by the company from its members and the public are unsecured deposits.

ECONOMIC AND BUSINESS ENVIRONMENT

The World Bank, in its 'Global Economic Prospects' report presented a somewhat dismal outlook for the world economy. India, however, stood out for its growth promise. With a projection of 7.5% growth per annum in GDP over the next three years, India is expected to retain its mantle as the fastest growing major economy in the world. The World Bank believes that India's growth prospects remain solid, supported by improved confidence, slowing inflation, as well as robust investments spurred by a fresh policy impetus. Downside risks, however, remain in terms of impact of a global slowdown, volatility in crude oil prices and the progress of monsoon.

India is expected to emerge as the world's fifth largest economy in the near future. The World Economic Forum estimates that India could become the world's third largest consumer market by 2030. Consumer spending in India is expected to grow exponentially to \$ 6 trillion from \$ 1.5 trillion today, with private consumption accounting for 60% of the GDP. Notwithstanding the recent slowdown in consumer uptake, structural drivers of growth are in place. Given the Government's strong policy direction, demand can be expected to pick up over time. While this portends well for the country's future, India also mirrors the global socio-economic challenges that can impede progress.

OUTLOOK AND OPPORTUNITIES

The Government's flag ship programmes such as Jan Dhan Yojana, Ayuhman Bharat, Direct Benefit Transfer, Swachh Bharat, Doubling Farmer incomes and Make in India together with reforms such as GST have laid the foundations of a progressive future. The Government's clarion call to revitalise agriculture and conserve water resources as well as speedy action taken by the Government in the implementation of schemes like PM-KISAN, formation of a Jal Shakti Ministry, new initiatives like Nal se Jal, setting up of PM-led Cabinet Committees on Investment & Growth as well as Employment & Skill Development augurs well for the economy.

The Union Budget 2019 addresses multi-dimensional issues. The Budget commendably presented a comprehensive road map to achieve the Prime Minister's vision of a \$ 5 trillion economy. With a sharp focus on 'Gaon, Garib and Kisan', the proposals provide a structural thrust to infrastructure development, the MSME sector and job creation. This will indeed go a long way in shaping a New India with social equity and climate resilience.

BOARD OF DIRECTORS

Composition of the Board:

The Board of Directors of the Company consists of professionals from varied disciplines. The day to day management of the affairs of the Company is entrusted with Executive Director (Whole time director), headed by the Managing Director, who functions under the overall supervision, direction and control of the Board of Directors of the Company.

As of 31st March, 2019 the Company's Board comprised of nine directors. The Board comprises of an optimum combination of Executive and Non-Executive Directors, with seven directors



being Non-Executive directors. The Non-Executive Directors, thus, constitute more than 50% of the Board. There are four Independent Directors, who exercise independent judgement in the Board's deliberations, discussions and decisions.

Shri V.R. Venkataachalam, Managing Director and Shri V. Rajasekaran, Executive Director are the two executive directors on the Board. Shri V.R. Venkataachalam is the Chairman of the Board and accordingly the Chairman of the Company.

There was no change in the composition of the Board during the year. The changes that have occurred in the composition of the Board during the period from the end of the financial year viz., 31st March 2019 to the date of the Directors' Report viz., 30th July 2019, is given in the Paragraph **'The details of directors or key managerial personnel who were appointed or have resigned during the year'**.

Director retiring by rotation and seeking reappointment:

Smt. V. Samyuktha (DIN 02691981), Director – Woman Director, is retiring by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

Term of office of Managing Director and Executive Director:

At the 46th Annual General Meeting of the Company held on 26th October 2018 - held during the extended period, Shri V.R. Venkataachalam was reappointed as Managing Director of the Company for a further term of five years from 1st September 2018 to 31st August 2023.

At the 44th Annual General Meeting of the Company held on 23rd September 2016, Shri V. Rajasekaran was reappointed as the Executive Director of the Company for a further term of five years from 1st March 2017 to 28th February 2022.

Approval of the shareholders is sought under section 197 (10) of the Companies Act, 2013, for waiver of recovery of the amount refundable to the Company towards the remuneration drawn by the managerial personnel in excess of the prescribed limits:

The second proviso to section 197 of the Companies Act, 2013 provides that the remuneration payable to Managing Director and Whole-Time Director by a Company, in any financial year, shall not exceed 10% of the net profits of the Company for the financial year. The net profits being computed in the manner laid down in section 198 of the Companies Act, 2013.

Section 197(3) provides that where in any financial year, a company has no profits or has inadequate profits, the company shall pay remuneration to Managing Director and Whole-Time Director only in accordance with the provisions and limits laid down in Schedule V of the Companies Act, 2013.

If the remuneration paid exceeds the limit of 10% of the net profits of the company then it shall be construed that the company has inadequate profits.

For the Financial year 2018-19 the managerial remuneration paid by the Company exceeds the limit of 10% of the net profits of the Company. The Company has already availed the limits set out in Schedule V of the Companies Act, 2013 for payment of managerial remuneration for the preceding three financial years, viz., 2015-16, 2016-17 and 2017-18.

Section 197(9) of the Companies Act, 2013 provides that if any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed in this section or without approval required under this section, he shall refund such sums to the

company, within two years or such lesser period as may be allowed by the company and until such sum is refunded, hold it in trust for the company.

Section 197 (10) of the Companies Act, 2013 provides that the Company shall not waive the recovery of any sum refundable to it under sub section (9) unless approved by the company by special resolution within two years from the date the sum becomes refundable.

The remuneration actually drawn by the managerial personnel viz. Shri V.R. Venkataachalam, Managing Director and Shri V. Rajasekaran, Executive Director, during the financial year ended 31st March 2019 is as follows:

Name	Salary, allowances and commission Rs.	Provident Fund and Gratuity Rs.	Perquisites Rs.	Total Rs.
Shri V.R. Venkataachalam	2,38,75,000	15,90,000	28,54,529	2,83,19,529
Shri V. Rajasekaran	1,84,80,000	14,78,400	37,60,668	2,37,19,068
Total	4,23,55,000	30,68,400	66,15,197	5,20,38,597

The limit of 10% of the Net Profit of the Company computed in accordance with the provisions of section 198 of the Companies Act, 2013 is as follows:

Computation of limit on Managerial Remuneration

	Rs.
Net Profit as per Profit and Loss account for the year ended 31-3-19	15,63,33,650
Add: Managerial remuneration deducted from gross profit	5,20,38,597

Net Profit for computation of ceiling on Managerial remuneration	20,83,72,247

10% of the Net Profit – ceiling on Managerial Remuneration	2,08,37,225
Managerial Remuneration actually drawn	5,20,38,597
(the Managerial Remuneration does not include actuarial valuation of gratuity and actuarial valuation of Earned Leave Entitlements in respect of the managerial personnel which are not actually drawn)	
Managerial Remuneration drawn in excess of the limits	(3,12,01,372)

The payment of remuneration to the managerial personnel have been approved by the shareholders as follows:

Shri V.R. Venkataachalam, Managing Director – at the 46th Annual General Meeting held on 26th October 2018 (held during extended period); and

Shri V. Rajasekaran, Executive Director – at the 44th Annual General Meeting held on 23rd September 2016.

During the financial year 2018-19 there was inadequate profit to meet the limit of 10% of Net Profit for payment of the managerial remuneration. The Net profit for the year fell to 4.33% of the Revenue from Operations from 4.50% of the Revenue from Operations in the previous year. The fall in net profits was due to falling business demand which are beyond the control of the



managerial personnel. The managerial personnel have done everything, to the best of their ability, to improve the Net Profit. The Net Profit has increased to Rs.15.63 crores in the current year from Rs.13.26 crores in the previous year, an increase by about 18% on a year-on-year basis, which is a satisfactory performance considering the difficult situation which prevailed during the financial year.

The Board of Directors and the Nomination and Remuneration Committee at their respective meetings held on 28th May 2019, had approved the proposal, for waiver of recovery of the amount refundable to the Company towards the remuneration drawn by the managerial personnel in excess of the prescribed limits, due to circumstances in which the inadequate profit has been made which are beyond the control of the managerial personnel, subject to the approval of the shareholders by way of a Special Resolution at the ensuing 47th Annual General Meeting in accordance with the provisions of section 197(10) of the Companies Act, 2013. Board of Directors recommend the passing of the **Special Resolution**.

Board Meetings:

During the year there were 6 Board Meetings held on 6-4-18, 29-5-18, 31-7-18, 31-8-18, 31-10-18 and 1-2-19. All the directors attended the Board Meetings.

Independent Directors' meeting:

The independent directors met on 1st February, 2019 without the presence of other directors or members of Management. All the independent directors were present at the meeting. In the meeting, the independent directors reviewed performance of non-independent directors, the Board as a whole and Chairman. They assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in accordance with the provisions of Section 177 of the Companies Act, 2013. There was no change in the composition of the Audit Committee during the year. During the period from the end of the year till the date of the Directors' Report there was change in the composition of the Audit Committee. Board of Directors, at their meeting held on 30th July 2019, reconstituted the Audit Committee.

The Audit Committee comprises of the following members:

Shri M. Parthasarathi, Chairman of the Committee

Shri Bharatbala Ganapathy; and

Shri Chaniyilparampu Nanappan Ramchand

All the members of the Audit Committee are Independent Directors. The members of the committee are financially literate with ability to read and understand the financial statement. The Chairman of the committee has related financial management expertise by way of experience in financial management in his field of business. The Company Secretary acts as the Secretary for the Audit Committee.

The Audit Committee shall have such powers, duties and responsibilities and shall function in such manner as provided in Section 177 of the Companies Act, 2013.

Audit Committee Meetings:

During the year there were 4 Audit Committee Meetings held on 29-5-18, 31-7-18, 31-10-18 and 1-2-19. All the members of the Audit Committee attended the meetings.

VIGIL MECHANISM

Pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Vigil Mechanism for directors and employees to report their genuine concerns or grievances. The Vigil Mechanism is monitored by the Audit Committee. The Vigil Mechanism provides for adequate safeguards against victimization of directors / employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. It also ensures standards of professionalism, honesty, integrity and ethical behavior.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board is constituted in accordance with Section 178 (1) of the Companies Act, 2013. There was no change in the composition of the Nomination and Remuneration Committee during the year. During the period from the end of the year till the date of the Directors' Report there was change in the composition of the Nomination and Remuneration Committee. Board of Directors, at their meeting held on 30th July 2019, reconstituted the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee comprises of the following members:

Shri M. Parthasarathi, Chairman of the Committee
Shri Bharatbala Ganapathy; and
Shri Ashwath Naroth;

All the members of the Committee are Independent directors. The Company Secretary acts as the secretary for the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee shall carry out such functions as laid down in section 178 of the Companies Act, 2013.

Nomination and Remuneration Committee Meetings:

During the year there were 2 Nomination and Remuneration Committee Meeting held on 31-7-18 and 31-8-18. All the members of the Nomination and Remuneration Committee attended the meetings.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Board is constituted in accordance with Section 178(5) of the Companies Act, 2013. There was no change in the composition of the Stakeholders' Relationship Committee during the year. During the period from the end of the year till the date of the Directors' Report there was change in the composition of the Stakeholders' Relationship Committee. Board of Directors, at their meeting held on 30th July 2019, reconstituted the Stakeholders' Relationship Committee.



The following Non-Executive directors are the members of the Stakeholders Relationship Committee:

Shri A.S. Thillainayagam Chairman of the Committee

Shri T. Bhasker Raj; and

Shri C. Saravanan

The Chairman of the Committee is a Non-executive director. The company secretary acts as the secretary for the committee.

The Stakeholders' Relationship Committee was constituted to consider and resolve the grievances of shareholders and other security holders of the Company. The Committee shall expedite the process of share transfers. The Board has delegated the powers of registration of share transfers to the committee. Any major transfers approved at the Stakeholders Relationship Committee meetings are placed before the Board.

Stakeholders' Relationship Committee Meetings:

During the year there were 3 Stakeholders' Relationship Committee Meetings held on 4-4-18, 14-5-18 and 28-11-18. All the members of the Stakeholders' Relationship Committee attended the meetings.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to section 135(1) of the Companies Act, 2013, the Board of directors, at its meeting held on 30th May 2014, had constituted Corporate Social Responsibility (CSR) Committee. There was no change in the composition of the Corporate Social Responsibility Committee during the year. During the period from the end of the year till the date of the Directors' Report there was change in the composition of the Corporate Social Responsibility Committee. Board of Directors, at their meeting held on 30th July 2019, reconstituted the Corporate Social Responsibility Committee

As required by section 135 (2) of the Companies Act, 2013, the CSR Committee comprises of the following three directors viz.

Shri V. R. Venkataachalam, Chairman

Shri V. Rajasekaran, member; and

Shri Bharatbala Ganapathy, member

Shri Bharatbala Ganapathy is an independent director on the Board.

The CSR Committee shall carry out such functions as laid down in section 135 of the Companies Act, 2013.

Corporate Social Responsibility Committee Meetings:

During the year there was one Corporate Social Responsibility Committee (CSR) Meeting held on 1-2-19. All the members of the CSR Committee attended the meeting.

DISCLOSURES AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(5) OF THE COMPANIES (ACCOUNTS) RULES, 2014

Extract of Annual Return:

The extract of Annual Return in the Form No. MGT 9 is annexed to the Directors' Report as **Annexure I**. In accordance with the provisions of section 134 (3) (a) of the Companies

Act, 2013, the Annual Return will be placed on the website of the Company at the web address www.tcpindia.com

Number of meetings of the Board:

During the year there were 6 Board Meetings held on 6-4-18, 29-5-18, 31-7-18, 31-8-18, 31-10-18 and 1-2-19. All the directors attended the Board Meetings.

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the confirmation and explanations obtained by them, your Directors make the following statement in terms of Section 134(5) of the Companies Act, 2013.

- i) That in the preparation of the Annual Accounts, for the year ended 31st March 2019, the applicable Accounting Standards had been followed along with proper explanation for material departures, if any;
- ii) That such accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent were made so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year ended 31st March 2019 and of the profit of the Company for the year ended on that date;
- iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the annual accounts for the year ended 31st March 2019 had been prepared on a going concern basis.
- v) Internal financial controls had been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and;
- vi) Proper systems to ensure compliance with the provisions of all applicable laws had been devised and that such systems were adequate and operating effectively.

Declaration by Independent Directors:

The Board has received the declaration from all the Independent Directors as per the requirement of section 149(7) of the Companies Act, 2013 and the Board is satisfied that all the Independent Directors meet the criterion of independence as mentioned in section 149(6) of the Companies Act, 2013 and have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and the Code of Conduct for Directors and senior management personnel.

Company's policy on Directors appointment and remuneration:

In accordance with the requirements of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has put in place a policy for appointment of directors taking into consideration the qualification and wide experience of the directors in the fields of chemical, power generation, manufacturing, finance, administration and legal apart from compliance of legal requirements of the Company.

The Nomination and Remuneration Committee has also laid down remuneration criteria for the directors, key managerial personnel and other employees in the Nomination and Remuneration



Policy. It has also laid down, in the Nomination and Remuneration Policy, the evaluation criteria for performance evaluation of the directors including independent directors. The Nomination and Remuneration Policy is annexed to the Directors' Report as **Annexure II** and is also uploaded on the Company's website www.tcpiindia.com.

Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made in the Auditors' Report and in the Secretarial Audit Report:

The Auditors' Report to the Shareholders for the year under review states that the Managerial Remuneration paid by the Company for the year ended 31st March 2019 to the extent of Rs.3,12,01,372/- has been paid in excess of the limits prescribed under section 197 read with Schedule V of the Act. However, the Company is in the process of getting the approval of shareholders for waiving the recovery of excess remuneration.

Explanation to the observation:

The Company is seeking the approval of the shareholders at the ensuing 47th Annual General Meeting by way of special resolution under section 197 (10) of the Companies Act, 2013, for waiver of recovery of the amount refundable to the Company by the managerial personnel, towards remuneration drawn in excess of the specified limits. This is set out as item no.12 of the Notice of the 47th Annual General Meeting and in the Explanatory Statement annexed to the Notice.

The Secretarial Audit Report to the Shareholders for the year under review states that:

- (a) The company could not spend the eligible amount on Corporate Social Responsibility Measures.

Explanation to the observation:

The explanation to this observation is given in the para "Reasons for not spending the amount that is to be spent during the financial year 2018-19" under the main heading of 'Corporate Social Responsibility initiatives taken during the year'.

Particulars of loans, guarantees or investments under section 186 of the Companies Act, 2013:

There are no loans made, guarantees given or security provided during the year, under section 186 of the Companies Act, 2013.

The aggregate value of investments made by the Company under section 186 of the Companies Act, 2013 is within the limits prescribed in the section.

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013:

The Related Party Transactions (RPT's) entered into by the Company are given in the Notes on Accounts attached to the Financial Statements. These transactions were entered into in the ordinary course of business and on an arm's length basis and were in compliance with the provisions of the Companies Act, 2013. There are no contracts or arrangements with Related Parties referred to in section 188 (1) of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The statement of RPT's is placed before the Audit Committee and the Board on a quarterly basis. Omnibus approval was obtained for the transactions of repetitive nature. None of the directors have any pecuniary relationships or transactions with the Company except for the payment of sitting fees. There are no particulars of RPT's to be disclosed in Form AOC-2.

The state of the Company's affairs:

The state of the Company's affairs is explained in the paragraph 'Segment wise/ product wise performance' in the Directors' Report.

The amount, if any, carried to reserves:

The Company has transferred an amount of Rs. 5 crores to General Reserve.

The amount, if any, which it recommends, should be paid by way of dividend:

The Board is recommending payment of dividend of Re.1/- per equity share at 10% on the paid up equity shares of the Company.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of report:

There are no material changes and commitments affecting the financial position of the Company, that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of report viz., for the period from 31st March 2019 to 30th July 2019.

Conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is as follows:

(A) Conservation of Energy:

- a. The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved. As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be ascertained accurately.
- b. The Company's chemical plant engaged in manufacturing operations utilises the alternative sources of energy from the Biomass based power and power generated from windmills.
- c. No specific investment has been made on energy conservation equipment.

(B) Technology absorption:

The Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal.



(C) Foreign exchange earnings and outgo:

During the year the foreign exchange earnings and outgo are as follows:

Foreign exchange earnings:

Foreign exchange earnings from exports Rs.29.15 crores

Foreign exchange outgo:

Foreign exchange outgo on payments for imports Rs.122.41 crores and Rs.3.41 lakhs towards expenditure in Foreign Currency on travel.

A statement indicating development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company:

The Company has framed a Risk Management Policy to identify, communicate and manage material risks across the organisation. The policy also ensures that responsibilities have been appropriately delegated for risk management. Key Risks and mitigation measures are as follows:

Risk Management is an ongoing process. The Board of directors has approved a Risk Management Policy. The Board has defined the roles and responsibilities of persons identified for implementation of the Risk Management Policy and has delegated the monitoring and reviewing of the Risk Management Plan to the Executive Director.

The Company maintains Risk Register listing all the risks likely to affect the achievement of the business goals set by the Company. Significant risks are identified using a scoring methodology. The process of Risk Management includes Risk Identification and Categorization, Risk Description and Risk Mitigation. The Risk Owners are accountable to the Executive Director for identification, assessment, aggregation, reporting and monitoring of the risks related to their respective areas / functions.

The key implementation areas for Risk Mitigation are as follows:

For Finance function :	Treasury operations and fund transfers
For Computer systems and Data maintenance	Data Security
For purchase and sales functions	Credit Administration

The Company is exposed mainly to Credit Risk, Market risk (competition), interest rate risk and Cash Management Risk in its business operations. The experience in the selling functions acquired by the Company over the years, has helped to identify the credit worthiness of its customers for giving credit and has helped to mitigate the Credit Risk. The Company has maintained its quality in supply and services to its customers and has earned a brand image for quality supplies and by this process manages to retain existing customers and bring in new customers. In this way, it tries to mitigate the Market risk. The Company's debt servicing is a record without any default in the timely payment of interest for its working capital borrowings. The Company's profitability and financials are improving every year. This strength of the Company helps to mitigate the interest rate risk. The Company's fund operations are centralized at the Head Office. The requirement of funds from the units are met from the Head Office. The spending at the units are monitored by the accounts personnel at the Head office on a periodical basis. The Cash operations at the Head Office is subjected to multi-level checks and controls, the internal auditor periodically verifies physical cash balance and in this way the Company mitigates the Cash Management Risk.

The details about the policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year:

The objective of the Corporate Social Responsibility (CSR) Policy of the Company is to continue to contribute towards social welfare projects for the benefit of the general public and in particular to the people living around the areas where the company's manufacturing / generation activities are located. The CSR Policy focuses on providing facilities for imparting education, vocational training, and promoting health care to economically weaker and under privileged sections of the society and to do such other activities as may be permissible under section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company has spent the following amount on CSR activities during the year 2018-19:

Amount to be spent on CSR activities for the year ended 31-3-19:	Rs. 44,65,504
Amount spent on the CSR activities during 2018-19	: Rs. 6,03,429

Amount unspent	: Rs. 38,62,075

The nature and the amount spent on the CSR activities during the year 2018-19 is given in the Annual Report on CSR activities for the financial year 2018-19 given in **Annexure III** to the Directors' Report.

Reasons for not spending the amount that is to be spent during the financial year 2018-19:

During the financial year ended 31st March 2019, the Company has to spend an amount of Rs. 44,65,504/- being the 2% of the average net profits of the Company made during the three immediately preceding financial years as provided in section 135 (5) of the Companies Act, 2013. The CSR Committee has identified and approved various CSR Projects for Rs.75 lakhs to be spent in a phased manner. During the year, the Company had spent Rs. 6,03,429/- on CSR activities, in pursuance of its CSR Policy. The amount unspent is Rs. 38,62,075/-.

During the financial year 2018-19, the Company was engaged in identification of CSR activities and identifying Implementing agencies, laying basic framework for the CSR Projects. The Company will ensure achievement of the target spend on CSR activities in a phased manner in the Financial years to follow.

Annual Report on CSR activities for the financial year 2018-19: Pursuant to Rule 8(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Annual Report on CSR activities, to be included in the Directors' Report for the financial year 2018-19 in the format prescribed as Annexure to the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed to the Directors' Report as Annexure III and is also uploaded on the Company's website www.tcpindia.com

Performance and financial position of the Subsidiary Company viz., TCP Hotels Private Ltd:

The Company has one Subsidiary Company viz., TCP Hotels Private Limited. This Subsidiary Company is a non-material Indian unlisted subsidiary Company. The Company holds 96% equity shareholding in its subsidiary company.



TCP Hotels Private Ltd:

TCP Hotels Private Ltd derives rental income from letting out its property and this is the only source of income for the company for the year ended 31st March 2019. For the year ended 31st March 2019, the company has earned income of Rs.42 lakhs and had reported Net profit (before tax) of Rs.36,86,891 (Rs. 39,14,587 in the previous year) and Net profit (after tax) of Rs.29,46,891 (Rs. 32,02,486 in the previous year). TCP Ltd is paying rent to TCP Hotels Private Ltd, pursuant to a rental agreement entered into with TCP Hotels Private Ltd, for taking on rent, a portion of the premises owned by TCP Hotels Private Ltd and the amount of such rent paid during the year is Rs.36 lakhs. This is a related party transaction in the ordinary course of business and made on arm's length basis. The omnibus approval of the Audit Committee has been obtained for entering into this routine transaction.

The annual report and annual accounts of the subsidiary company viz., TCP Hotels Private Ltd for the financial year ended 31st March 2019 and the related detailed information shall be made available to shareholders of the Company seeking such information. The annual accounts of the subsidiary company shall also be kept for inspection by shareholders at the Registered Office of the company and the Subsidiary Company. The annual accounts of the subsidiary company shall be available on the website of the Company viz., www.tcpindia.com.

The financial summary or highlights:

The financial summary is given in the Paragraph 'Financial Results - Highlights' in the Directors' Report.

The change in the nature of business, if any:

There is no change in the nature of business.

The details of directors or key managerial personnel who were appointed or have resigned during the year:

There were no appointments or resignations of directors or key managerial personnel during the year. The following changes have taken place during the period between the end of the financial year viz., 31st March 2019 and the date of this Directors' Report viz., 30th July 2019:

Appointment of Directors:

The following Additional Directors, in the category of Non-Independent Directors, were appointed at the Board Meeting held on 8th July 2019:

1. Shri T. Bhasker Raj (DIN: 02724086);
2. Shri T. Yeswanth (DIN: 01236613); and
3. Shri C. Saravanan (DIN: 01038557)

The following Additional Directors, in the category of Independent Directors, were appointed at the Board Meeting held on 30th July 2019:

1. Shri Bharatbala Ganapathy (DIN: 00659260);
2. Shri Chaniyilparampu Nanappan Ramchand (DIN: 05166709); and
3. Shri Ashwath Naroath (DIN: 05343532).

In accordance with the provisions of section 161(1) of the Companies Act, 2013, the Additional Directors shall hold office up to the date of the ensuing 47th Annual General Meeting.

In accordance with the provisions of section 160 of the Companies Act, 2013, the aforesaid Additional Directors, being eligible for appointment as Directors, offer themselves for appointment as Directors of the Company, at the ensuing 47th Annual General Meeting of the Company.

The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri T. Bhasker Raj (DIN 02724086) for the office of Director of the Company. The appointment, if made, will be in the category of Non Independent Director, liable to retirement by rotation.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Shri T. Bhasker Raj (DIN 02724086) as director of the Company.

The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri T. Yeswanth (DIN 01236613) for the office of Director of the Company. The appointment, if made, will be in the category of Non Independent Director, liable to retirement by rotation.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Shri T. Yeswanth (DIN 01236613) as director of the Company.

The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri C. Saravanan (DIN 01038557) for the office of Director of the Company. The appointment, if made, will be in the category of Non Independent Director, liable to retirement by rotation.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment of Shri C. Saravanan (DIN 01038557) as director of the Company.

The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri. Bharatbala Ganapathy [DIN: 00659260] for the office of Director of the Company. The appointment, if made, will be in the category of Independent Director, not liable to retirement by rotation, for a term of five consecutive years from 30th July 2019 to 30th July 2024.

At the Board Meeting held on 30th July 2019, Board appointed Shri. Bharatbala Ganapathy [DIN: 00659260] as an Independent Director of the Company, for a term of five consecutive years from 30th July 2019 to 30th July 2024, not liable to retirement by rotation, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting by way of a **Special Resolution**.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent director.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment Shri. Bharatbala Ganapathy [DIN: 00659260] as an Independent Director of the Company.

The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709]



for the office of Director of the Company. The appointment, if made, will be in the category of Independent Director, not liable to retirement by rotation, for a term of five consecutive years from 30th July 2019 to 30th July 2024.

At the Board Meeting held on 30th July 2019, Board appointed Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] as an Independent Director of the Company, for a term of five consecutive years from 30th July 2019 to 30th July 2024, not liable to retirement by rotation, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting by way of a **Special Resolution**.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent director.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment Shri. Chaniyilparampu Nanappan Ramchand [DIN: 05166709] as an Independent Director of the Company.

The Company has received a notice in writing from a member, under Section 160 of the Act, proposing the candidature of Shri. Ashwath Naroth [DIN: 05343532] for the office of Director of the Company. The appointment, if made, will be in the category of Independent Director, not liable to retirement by rotation, for a term of five consecutive years from 30th July 2019 to 30th July 2024.

At the Board Meeting held on 30th July 2019, Board appointed Shri. Ashwath Naroth [DIN: 05343532] as an Additional Director of the Company, as an Independent Director of the Company, for a term of five consecutive years from 30th July 2019 to 30th July 2024, not liable to retirement by rotation, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting by way of a **Special Resolution**.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent director.

The Nomination and Remuneration Committee and the Board of Directors recommend the appointment Shri. Ashwath Naroth [DIN: 05343532] as an Independent Director of the Company.

Reappointment of Independent Director for a second term of five consecutive years:

Shri M. Parthasarathi [DIN: 03209175], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

As per section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term of up to 5 consecutive years on the Board of the Company but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report. Section 149(11) provides that no independent director shall hold office for more than two consecutive terms.

Board of Directors, at their meeting held on 28th May 2019, re-appointed Shri M. Parthasarathi [DIN: 03209175] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting, by passing a **Special Resolution**.

The above re-appointment by the Board of Directors is based on the recommendation of the Nomination and Remuneration Committee which has carried out Performance Evaluation of the functioning of the director including his contribution to the Board process and decision making process and has expressed its satisfaction over his performance. The resolution for the aforesaid re-appointment together with requisite disclosures are set out in the Notice of the ensuing 47th Annual General Meeting.

In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 for appointment as an Independent director.

Board of Directors recommend the passing of the resolution for the aforesaid appointment as a **Special Resolution**.

Resignation of Directors:

Shri S. Varatharajan [DIN: 01819133], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

Board of Directors, at their meeting held on 28th May 2019, re-appointed Shri S. Varatharajan [DIN: 01819133] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting, by passing a Special Resolution.

Subsequently, Shri S. Varatharajan [DIN: 01819133] has submitted his resignation from the Board of Directors of the Company with effect from 8th August 2019 and this was taken on record by the Board of Directors at their meeting held on 30th July 2019.

Shri R. Ravikrishnan [DIN: 01722565], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

Board of Directors, at their meeting held on 28th May 2019, re-appointed Shri R. Ravikrishnan [DIN: 01722565] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting, by passing a Special Resolution.

Subsequently, Shri R. Ravikrishnan [DIN: 01722565] has submitted his resignation from the Board of Directors of the Company with effect from 30th July, 2019 and this was taken on record by the Board of Directors at their meeting held on 30th July 2019.

Shri N. Jaiganesh [DIN: 06969618], who was already a director, was classified as an Independent Director of the Company from 1st April 2014 to hold office up to 31st March 2019, not liable to retire by rotation.

Board of Directors, at their meeting held on 28th May 2019, re-appointed Shri N. Jaiganesh [DIN: 06969618] as an independent director on the Board of the Company for a second term of 5 consecutive years to hold office from 1st April 2019 to 31st March 2024, subject to the approval of the shareholders at the ensuing 47th Annual General Meeting, by passing a **Special Resolution**.



Subsequently, Shri N. Jaiganesh [DIN: 06969618] has submitted his resignation from the Board of Directors of the Company with effect from 30th July, 2019 and this was taken on record by the Board of Directors at their meeting held on 30th July 2019.

The names of companies which have become or ceased to be Subsidiaries, joint ventures or associate companies during the year:

There are no companies which have become or ceased to be Subsidiaries, joint ventures or associate companies during the year.

The details relating to deposits, covered under Chapter V of the Companies Act, 2013:

The Company has stopped renewing / accepting deposits from the public 1st October 2016. The Company has been repaying the deposits from the public on their maturity date. The Company has been accepting / renewing deposits from the Promoters – members on Private Placement basis.

(a) Accepted during the year:

No deposits were accepted or renewed during the year from the Public. The Company has accepted a deposit amount of Rs.1,75,350/- from one Promoter –member on a Private Placement basis. The Company has renewed the existing deposits of 6 Promoter – members for an amount of Rs.4,66,40,606/-

(b) Remained unpaid or unclaimed as at the end of the year:

There are 75 fixed deposits and 52 cumulative deposits aggregating to 127 deposits for an amount of Rs. 94.54 lakhs that have matured but remained unclaimed (maturity value Rs.104.89 lakhs).

(c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:

There has been no default in repayment of deposits or payment of interest thereon during the year.

The details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013:

There are no deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013.

The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

The details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The Company's well defined organizational structure, documented policy guidelines, defined authority matrix and internal financial controls ensure efficiency of operations, protection of resources and compliance with the applicable laws and regulations. Moreover, the Company continuously upgrades its systems and undertakes review of policies. The internal financial control is supplemented by regular reviews by management and standard policies and guidelines

to ensure reliability of financial data and all other records to prepare the financial statements and other data. The Audit Committee reviews the internal financial controls and also monitors the implemented suggestions.

Disclosure as to whether maintenance of cost records is required by the Company and whether such accounts and records are made and maintained:

The Company is required to maintain cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013. Such accounts and records are made and maintained by the Company.

Disclosure under section 22 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013:

During the year under review, there were no cases filed under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosure as to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has a policy for prevention of sexual harassment of women at the workplace in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.

All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

- | | | |
|--|---|-----|
| a) Number of complaints pending at the beginning of the year | - | Nil |
| b) Number of complaints received during the year | - | Nil |
| c) Number of complaints disposed of during the year | - | Nil |
| d) Number of cases pending at the end of the year | - | Nil |

Other Disclosures:

1. No equity shares were issued with differential rights as to dividend, voting or otherwise.
2. No equity shares (including sweat equity shares) were issued to the employees of the Company under any Scheme.
3. The Company has not resorted to any buy-back of its equity shares during the year.
4. There was no fraud reported by the Auditors of the Company to the Audit Committee under section 143(2) of the Companies Act, 2013.
5. Composition of Audit Committee: (pursuant to section 177(8) of the Companies Act, 2013): The Audit Committee comprised of the following directors namely, Shri S. Varatharajan, Chairman, Shri M. Parthasarathi and Shri N. Jaiganesh. There was no change in the composition of the Audit Committee during the year.
6. The disclosures on the composition of committees constituted by the Board under the Companies Act, 2013, as well as changes in their composition, if any, during the year, is given under the Paragraphs with respect to each of the Committees included in the Directors' Report.



CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a Consolidated Financial Statement of the Company and its Subsidiary Company viz., TCP Hotels Private Ltd, has been prepared in the same form and manner in which the Company's Financial Statement has been prepared and such Consolidated Financial Statement is attached to this Annual Report. The Consolidated Financial Statement has been prepared in compliance with the applicable Indian Accounting Standards. A Statement containing the salient features of the Financial Statement of the Subsidiary Company in Form AOC-1 is also attached to this Annual Report.

STATEMENT OF EMPLOYEES' PARTICULARS

Pursuant to Rules 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the particulars of the employees employed throughout the financial year ended 31st March 2019 and was in receipt of remuneration for the year which, in the aggregate, was not less than Rs.1 core and 2 lakhs or more per annum and a statement of top 10 employees in terms of remuneration drawn, is annexed to the Directors' Report as **Annexure IV**.

AUDITORS

M/s NSR & Co., Chartered Accountants, Chennai (Firm Registration No. 010522S) the Auditors of the Company, were appointed as auditors at the 45th Annual General Meeting of the Company held on 22nd September, 2017 for a period of five years and they shall hold office till the conclusion of the 50th Annual General Meeting to be held in the year 2022.

COST AUDITOR

Pursuant to section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, Shri M. Kannan, Cost Accountant in practice, has been appointed as the Cost Auditor of the company for the year 2018-19, for the audit of the cost records maintained by the Company.

INTERNAL AUDITOR

Pursuant to section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, M/s Sankaran & Krishnan, Chartered Accountants, Chennai, are appointed as internal auditors of the Company to conduct internal audit of the functions and activities of the Company.

SECRETARIAL AUDIT

The Board has appointed Shri K. Elangovan, M/s Elangovan Associates, Company Secretaries in Practice, Chennai, (Certificate of Practice No.3552) Membership No. FCS 1808 to carry out Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 for the financial year 2018-19. The Secretarial Audit Report is annexed to the Directors' report as **Annexure V**.

TRANSFERS MADE TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF) DURING THE YEAR

Transfer of unclaimed dividend:

Section 124 (5) of the Companies Act, 2013 provides that the amount of dividend transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period

of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 (1) of the Companies Act, 2013.

Accordingly, during the year 2018-19, the dividend declared at the 39th AGM held on 23-9-2011 and transferred to the Unpaid Dividend Account and which remained unclaimed is required to be transferred to the IEPF.

During the year, unclaimed dividend amount pertaining to the financial year 2010-11, for an amount of Rs.5,860/-, due to 47 shareholders, were transferred to the IEPF on 16-11-18.

Transfer of unclaimed deposits:

Section 125(2) (i) and (k) read with the proviso to that sub section provides that matured deposits together with interest accrued thereon, which remains unclaimed for a period of seven years from the date it became due for payment shall be transferred to the IEPF.

Accordingly, during the year 2018-19, unclaimed deposits for an amount of Rs.75,000/- due to 5 depositors were transferred to the IEPF on 16-11-18.

Web link for viewing the details:

The details of the amounts transferred to the IEPF and other particulars are placed on the website of the Company www.tcpindia.com under the web link 'IEPF DISCLOSURES – IEPF DISCLOSURE FOR THE FINANCIAL YEAR 2018-19 – CLICK HERE TO VIEW UNCLAIMED DIVIDEND, DEPOSITS TO BE TRANSFERRED TO THE IEPF DURING THE YEAR 2018-19.'

Transfer of shares to the IEPF Authority:

Section 124 (6) provides that all shares in respect of which unpaid or unclaimed dividend has been transferred to the IEPF shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed.

Ministry of Corporate Affairs (MCA), Government of India, had notified the Investor Education and Protection Fund (Authority, Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') with effect from the 7th September 2016 providing for the transfer of the Equity Shares to the IEPF Authority in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more.

Accordingly, the equity shares held by those shareholders, whose dividend remained unclaimed for seven consecutive years, viz. pertaining to the dividends for the financial year 2010-11 to the financial year 2017-18, shall be liable to be transferred to the IEPF during the financial year 2018-19.

The said Rules were amended by the MCA vide their Notification dated 28th February 2017 and 13th October 2017, wherein, amongst other things, the revised procedure for transfer of shares has been notified. The MCA has issued General Circular No.11/06/2017-IEPF dated 16th October 2017 intimating the demat accounts of the IEPF Authority for the purpose of transfer of shares to the IEPF Authority whether held in physical form or in dematerialised form.

Rule 6 (first proviso) of the Rules provides that in case the beneficial owner has encashed any dividend warrant during the last 7 years, such shares shall not be required to be transferred to the



Fund even though some dividend warrants may not have been encashed. In effect, this means that only those shares on which the dividend remains unclaimed for a period of 7 consecutive years are required to be transferred to the IEPF Authority.

The shares shall be credited to Demat Account of the IEPF Authority within a period of 30 days of such shares becoming due to be transferred to the IEPF. [Rule 6 (1)]

In accordance with Rule 6 (3) of the Rules, the Company has sent individual communication, dated 17th May 2018, to those shareholders whose shares are liable to be transferred to the demat account of the IEPF Authority, informing them about the transfer of their shares to the IEPF Authority, within 30 days from the due date viz., 23rd September 2018. Newspaper advertisements were published in English (Financial Express) and in Tamil (Maalai Sudar) in their issues dated 18th May 2018 intimating about the same information.

During the year 300 shares held by 4 shareholders were transferred to the Demat Account of the IEPF Authority on 15th November 2018 as per the following details:

DP ID: 12047200 – DP: SBICAP – Depository: Central Depository Services (India) Ltd – CDSL - Client ID: 136767802 – Investor Education and Protection Fund Authority, Ministry of Corporate Affairs.

The names of the shareholders whose shares are transferred to the demat account of the IEPF authority, along with the shares transferred and their folio number or DP ID / Client ID are available on the website of the Company www.tcpindia.com under the web link 'IEPF DISCLOSURES – IEPF DISCLOSURE FOR THE FINANCIAL YEAR 2018-19 – CLICK HERE TO VIEW SHARES TO BE TRANSFERRED TO IEPF DURING 2018-19'

The details were furnished to the IEPF Authority, by sending a statement in Form No.IEPF-4 containing the details of the shares transferred to the IEPF Authority, on 5th December 2018.

The Dividend declared and payable on the 2,900 shares viz., Rs.2900/- that were transferred to the Investor Education and Protection Fund has been credited to the Investor Education and Protection Fund on 20-11-2018.

For the financial year 2019-20:

The details of the unclaimed dividends and deposits and the shares that are liable to be transferred to the IEPF during the year 2019-20 are placed on the website of the Company www.tcpindia.com under the web link 'IEPF DISCLOSURES – IEPF DISCLOSURE FOR THE FINANCIAL YEAR 2019-20'.

ANNEXURES TO THE DIRECTORS' REPORT

1. The Extract of Annual Return in Form MGT-9 – Annexure I
2. The Nomination and Remuneration Policy – Annexure II
3. Annual Report on CSR Activities – Annexure III
4. Statement under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 – Annexure IV; and
5. Secretarial Audit Report – Annexure V

ACKNOWLEDGEMENT

The Directors place on record their appreciation for the continued co-operation and performance extended by all employees of the Company. The Directors also place on record their appreciation for the unstinted support given by the shareholders, suppliers, customers, depositors, the Tamil Nadu Generation and Distribution Corporation Ltd (TANGEDCO) and accredited agents, who have been instrumental in the company's continued satisfactory performance. The Directors also acknowledge, with deep sense of gratitude, the timely financial assistance provided by the Company's Bankers viz., Indian Overseas Bank, State Bank of India, IDBI Bank and HDFC Bank, for smooth and efficient functioning of the Company.

For and on behalf of the Board of Directors

V.R. Venkataachalam
Chairman
DIN: 00037524

Dated: 30th July 2019
Place: Chennai



Form No. MGT-9

ANNEXURE I

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.]

I. REGISTRATION & OTHER DETAILS:

1	CIN	U24200TN1971PLC005999
2	Registration Date	08-06-1971
3	Name of the Company	TCP Limited
4	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-Government Company
5	Address of the Registered office & contact details	"TCP Sapthagiri Bhavan" No 4, Karpagambal Nagar, Mylapore, Chennai, 600004 Telephone: 044 24991518;
6	Whether Listed Company	Unlisted Company
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited "Subramanian Building" No. 1, Club House Road Chennai 600 002 - India. Phone : 91-44 - 2846 0390 (5 lines) Fax : 91-44 - 2846 0129

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

SI No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture and Sale of Chemical products	2411	30 %
2	Generation and export of power	4010	70 %

III. III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SI No	Name and the Address of the company	CIN	Holding / Subsidiary / Associate	% of shares	Applicable Section
1	TCP Hotels Private Limited No 4, Karpagambal Nagar, Mylapore, Chennai, 600004	U55101TN2001PTC046673	Subsidiary	96%	2(87)



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

(i) Category-wise Share Holding

S. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Shareholding of Promoter and Promoter Group									
1	Indian									
a.	Individuals/Hindu Undivided Family	20,35,413	4,22,734	24,58,147	48.8512	21,14,045	3,43,952	24,57,997	48.8482	-0.003
b.	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
c.	Bodies Corporate	24,89,210	-	24,89,210	49.4685	24,89,210	-	24,89,210	49.4685	-
d.	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
e.	Any Other	-	-	-	-	-	-	-	-	-
	Sub - Total (A)(1)	45,24,623	4,22,734	49,47,357	98.3197	46,03,255	3,43,952	49,47,207	98.3167	-0.003
2	Foreign									
a.	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
b.	Bodies Corporate	-	-	-	-	-	-	-	-	-
c.	Institutions	-	-	-	-	-	-	-	-	-
d.	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e.	Any Other	-	-	-	-	-	-	-	-	-
	Sub - Total (A)(2)	-	-	-	-	-	-	-	-	-
	Total Share Holding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	45,24,623	4,22,734	49,47,357	98.3197	46,03,255	3,43,952	49,47,207	98.3167	-0.003
B.	Public Shareholding									



S. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
1	Institutions									
a.	Mutual Funds/UTI	-	-	-	-	-	-	-	-	
b.	Financial Institutions/Banks	-	-	-	-	-	-	-	-	
c.	Central Government/State Government(s)	-	-	-	-	-	-	-	-	
d.	Venture Capital Funds	-	-	-	-	-	-	-	-	
e.	Insurance Companies	-	-	-	-	-	-	-	-	
f.	Foreign Institutional Investors	-	-	-	-	-	-	-	-	
g.	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	
h.	Qualified Foreign Investor	-	-	-	-	-	-	-	-	
i.	Any Other	-	-	-	-	-	-	-	-	
	Sub - Total (B)(1)	-	-	-	-	-	-	-	-	
2	Non-Institutions									
a.	Bodies Corporate	4,810	3,520	8,330	0.1655	5,210	3,020	8,230	0.1636	
b.	Individuals -									
	I Individual Shareholders Holding Nominal Share Capital up to Rs.1 lakh	9,066	6,900	15,966	0.3173	9,166	4,150	13,316	0.2646	
	II Individual Shareholders Holding Nominal Share Capital In Excess of Rs.1 Lakh	-	59,956	59,956	1.1915	-	59,956	59,956	1.1915	
c.	Qualified Foreign Investor	-	-	-	-	-	-	-	-	
d.	Any Other									
	Hindu Undivided Families	300	-	300	0.0060	300	-	300	0.0060	



S. No	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Investor Education and Protection fund	-	-	-	-	2,900	-	2,900	0.0576	0.0576
	Total	300	-	300	0.0060	3,200	-	3,200	0.0636	-
	Sub - Total (B)(2)	14,176	70,376	84,552	1.6803	17,576	67,126	84,702	1.6833	0.003
	Total Public Shareholding	14,176	70,376	84,552	1.6803	17,576	67,126	84,702	1.6833	0.003
	(B) = (B)(1) + (B)(2)									
	Total (A) + (B)	45,38,799	4,93,110	50,31,909	100.0000	46,20,831	4,11,078	50,31,909	100.0000	0.0000
C.	Shares Held By Custodians And Against Which Depository Receipts Have Been Issued									
	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
	Public	-	-	-	-	-	-	-	-	-
	Total Custodian (C)	-	-	-	-	-	-	-	-	-
	Grand Total (A) + (B) + (C)	45,38,799	4,93,110	50,31,909	100.0000	46,20,831	4,11,078	50,31,909	100.0000	0.0000



(ii) Shareholding of promoters

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year				
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	% change in shareholding during the year	Demat or Physical
1	The Thiruvalluvar Textiles Pvt. Ltd.	13,08,300	26.0000	-	13,08,300	26.0000	-	-	Demat
2	V.R. Venkataachalam	12,43,299	24.7083	-	12,43,249	24.7073	-	-0.001	Demat
3	Sengutuvan V	3,61,764	7.1894	-	3,61,664	7.1874	-	-0.002	Demat
4	Radha Venkataachalam	1,75,350	3.4848	-	1,75,350	3.4848	-	-	Demat
5	Samyuktha Venkataachalam	1,20,000	2.3848	-	1,20,000	2.3848	-	-	Demat
6	Thillainayagam A S	1,35,000	2.6829	-	1,35,000	2.6829	-	-	Demat
7	Kamalam R	97,550	1.9386	-	97,550	1.9386	-	-	Physical
8	Andal Arumugam	78,782	1.5656	-	78,782	1.5656	-	-	Demat
9	Radha R	69,950	1.3901	-	69,950	1.3901	-	-	Physical
10	Ramasamy Udayar N P V	54,602	1.0851	-	54,602	1.0851	-	-	Physical
11	Padma Ramasamy Udayar	51,300	1.0195	-	51,300	1.0195	-	-	Physical
12	Arundathi S	50,150	0.9967	-	50,150	0.9967	-	-	Physical
13	TVRRS Enterprises	10,000	0.1987	-	10,000	0.1987	-	-	Physical
14	Amudha T	6,400	0.1272	-	6,400	0.1272	-	-	Physical
15	Andal Arumugam (jointly) Arundathi R	3,300	0.0656	-	3,300	0.0656	-	-	Physical
16	Poovai Ammal	400	0.0079	-	400	0.0079	-	-	Physical
17	Arundathi S	300	0.0060	-	300	0.0060	-	-	Physical
18	ICL Financial Services Limited	4,59,480	9.1313	-	4,59,480	9.1313	-	-	Demat
19	ICL Securities Limited	2,70,272	5.3712	-	2,70,272	5.3712	-	-	Demat
20	K2 V2 Engineering Private Limited	2,31,158	4.5939	-	2,31,158	4.5939	-	-	Demat
21	ESS PT Real Estate Private Limited	2,20,000	4.3721	-	2,20,000	4.3721	-	-	Demat
	Total	49,47,357	98.3197	-	48,68,425	96.7511	-	-0.003	

(iii) Change in Promoters' Shareholding

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1.	The Thiruvalluvar Textiles Pvt. Ltd. At the beginning of the year 1-4-18 At the end of the year 31-3-19	13,08,300 13,08,300	26 26	13,08,300 13,08,300	26 26
2.	V.R. Venkatachalam At the beginning of the year 1-4-18 Purchase on 6-4-18 Purchase on 25-5-18 Sale on 8-6-18 Sale on 17-8-18 Purchase on 31-8-18 Sale on 2-11-18 Purchase on 4-1-19 At the end of the year 31-3-19	12,43,299 +100 +100 -300 -200 +50 -100 +300 12,43,249	24.7083 0.0020 0.0020 0.0060 0.0039 0.0009 0.0020 0.0060 24.7073	12,43,299 12,43,399 12,43,499 12,43,199 12,42,999 12,43,049 12,42,949 12,43,249 12,43,249	24.7083 24.7103 24.7123 24.7063 24.7024 24.7033 24.7013 24.7073 24.7073
3.	Sengutuvan V At the beginning of the year 1-4-18 Sale on 15-2-19 At the end of the year 31-3-19	3,61,764 -100 3,61,664	7.1894 0.0020 7.1874	3,61,764 3,61,664 3,61,664	7.1894 7.1874 7.1874
4.	Radha Venkataachalam At the beginning of the year 1-4-18 At the end of the year 31-3-19	1,75,350 1,75,350	3.4848 3.4848	1,75,350 1,75,350	3.4848 3.4848
5.	Samyuktha Venkataachalam At the beginning of the year 1-4-18 At the end of the year 31-3-19	1,20,000 1,20,000	2.3848 2.3848	1,20,000 1,20,000	2.3848 2.3848
6.	Thillainayagam A S At the beginning of the year 1-4-18 At the end of the year 31-3-19	1,35,000 1,35,000	2.6829 2.6829	1,35,000 1,35,000	2.6829 2.6829
7.	Kamalam R At the beginning of the year 1-4-18 At the end of the year 31-3-19	97,550 97,550	1.9386 1.9386	97,550 97,550	1.9386 1.9386
8.	Andal Arumugam At the beginning of the year 1-4-18 At the end of the year 31-3-19	78,782 78,782	1.5656 1.5656	78,782 78,782	1.5656 1.5656
9.	Radha R At the beginning of the year 1-4-18 At the end of the year 31-3-19	69,950 69,950	1.3901 1.3901	69,950 69,950	1.3901 1.3901
10.	Ramasamy Udayar N P V At the beginning of the year 1-4-18 At the end of the year 31-3-19	54,602 54,602	1.0851 1.0851	54,602 54,602	1.0851 1.0851
11.	Padma Ramasamy Udayar At the beginning of the year 1-4-18 At the end of the year 31-3-19	51,300 51,300	1.0195 1.0195	51,300 51,300	1.0195 1.0195
12.	Arundathi S At the beginning of the year 1-4-18 At the end of the year 31-3-19	50,150 50,150	0.9967 0.9967	50,150 50,150	0.9967 0.9967



13.	TVRRS Enterprises At the beginning of the year 1-4-18 At the end of the year 31-3-19	10,000 10,000	0.1987 0.1987	10,000 10,000	0.1987 0.1987
14.	Amudha T At the beginning of the year 1-4-18 At the end of the year 31-3-19	6,400 6,400	0.1272 0.1272	6,400 6,400	0.1272 0.1272
15.	Andal Arumugam (jointly) Arundathi R At the beginning of the year 1-4-18 At the end of the year 31-3-19	3,300 3,300	0.0656 0.0656	3,300 3,300	0.0656 0.0656
16.	Poovai Ammal At the beginning of the year 1-4-18 At the end of the year 31-3-19	400 400	0.0079 0.0079	400 400	0.0079 0.0079
17.	Arundathi S At the beginning of the year 1-4-18 At the end of the year 31-3-19	300 300	0.0060 0.0060	300 300	0.0060 0.0060
18.	ICL Financial Services Limited At the beginning of the year 1-4-18 At the end of the year 31-3-19	4,59,480 4,59,480	9.1313 9.1313	4,59,480 4,59,480	9.1313 9.1313
19.	ICL Securities Limited At the beginning of the year 1-4-18 At the end of the year 31-3-19	2,70,272 2,70,272	5.3712 5.3712	2,70,272 2,70,272	5.3712 5.3712
20.	K2 V2 Engineering Private Limited At the beginning of the year 1-4-18 At the end of the year 31-3-19	2,31,158 2,31,158	4.5939 4.5939	2,31,158 2,31,158	4.5939 4.5939
21.	ESS PT Real Estate Private Limited At the beginning of the year 1-4-18 At the end of the year 31-3-19	2,20,000 2,20,000	4.3721 4.3721	2,20,000 2,20,000	4.3721 4.3721

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

S. No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Narendhiran R G				
	At the beginning of the year 01-Apr-2018	41,500	0.8247	41,500	0.8247
	At the end of the Year 31-Mar-2019	41,500	0.8247	41,500	0.8247
2	Ramalinga Raya Reddy				
	At the beginning of the year 01-Apr-2018	18,456	0.3667	18,456	0.3667
	At the end of the Year 31-Mar-2019	18,456	0.3667	18,456	0.3667
3	Tanchem Imports & Exports Pvt Ltd				
	At the beginning of the year 01-Apr-2018	3,000	0.0596	3,000	0.0596
	At the end of the Year 31-Mar-2019	3,000	0.0596	3,000	0.0596
4	Vijaya Sridharan				
	At the beginning of the year 01-Apr-2018	1,800	0.0357	1,800	0.0357
	At the end of the Year 31-Mar-2019	1,800	0.0357	1,800	0.0357

5	Partha Narayan				
	At the beginning of the year 01-Apr-2018	800	0.0158	800	0.0158
	At the end of the Year 31-Mar-2019	800	0.0158	800	0.0158
6	Bharti Rameshchandra Mehta				
	At the beginning of the year 01-Apr-2018	600	0.0119	600	0.0119
	At the end of the Year 31-Mar-2019	600	0.0119	600	0.0119
7	Hiral Harshad Patel				
	At the beginning of the year 01-Apr-2018	522	0.0103	522	0.0103
	At the end of the Year 31-Mar-2019	522	0.0103	522	0.0103
8	Maruthai Pillai P				
	At the beginning of the year 01-Apr-2018	500	0.0099	500	0.0099
	At the end of the Year 31-Mar-2019	500	0.0099	500	0.0099
9	Apex Inter Tech Ltd				
	At the beginning of the year 01-Apr-2018	500	0.0099	500	0.0099
	Sale on 1-4-18	-500	0.0099	-	-
	At the end of the Year 31-Mar-2019	-	-	-	-
10	Ramamurthy V				
	At the beginning of the year 01-Apr-2018	450	0.0089	450	0.0089
	At the end of the Year 31-Mar-2019	450	0.0089	450	0.0089
	NEW TOP 10 AS ON 31ST MARCH 2019				
	Investor Education and Protection Fund Authority – Ministry of Corporate Affairs				
	At the beginning of the year 01-Apr-2018	-	-	-	-
	Purchase on 27-4-18	2,600	0.0516	2,600	0.0516
	Purchase on 16-11-18	300	0.0059	2,900	0.0576
	At the end of the Year 31-Mar-2019	2,900	0.0576	2,900	0.0576

(v) Shareholding of Directors and Key Managerial Personnel:

S. No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	V R Venkatachalam				
	At the beginning of the year 01-Apr-2018	12,43,299	24.7083	12,43,299	24.7083
	Purchase on 6-4-18	+100	0.0020	12,43,399	24.7103
	Purchase on 25-5-18	+100	0.0020	12,43,499	24.7123
	Sale on 8-6-18	-300	0.0060	12,43,199	24.7063
	Sale on 17-8-18	-200	0.0039	12,42,999	24.7024
	Purchase on 31-8-18	+50	0.0009	12,43,049	24.7033
	Sale on 2-11-18	-100	0.0020	12,42,949	24.7013
	Purchase on 4-1-19	+300	0.0060	12,43,249	24.7073
	At the end of the Year 31-Mar-2019	12,43,249	24.7073	12,43,249	24.7073



2	Shri V. Sengutuvan				
	At the beginning of the year 01-Apr-2018	3,61,764	7.1894	3,61,764	7.1894
	Sale on 15-2-19	-100	0.0020	3,61,664	7.1874
	At the end of the Year 31-Mar-2019	3,61,664	7.1874	3,61,664	7.1874
3	Shri A.S. Thillainayagam				
	At the beginning of the year 01-Apr-2018	1,35,000	2.6829	1,35,000	2.6829
	At the end of the Year 31-Mar-2019	1,35,000	2.6829	1,35,000	2.6829
4	Samyuktha Venkataachalam				
	At the beginning of the year 01-Apr-2018	1,20,000	2.3848	1,20,000	2.3848
	At the end of the Year 31-Mar-2019	1,20,000	2.3848	1,20,000	2.3848

V. INDEBTEDNESS:

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

Particulars	Secured loans - excluding deposits Rs.	Unsecured Loans - excluding deposits Rs.	Deposits Rs.	Total Indebtedness Rs.
Indebtedness at the beginning of the financial year				
i) Principal Amount	62,22,85,713	9,51,63,786	13,50,79,000	85,25,28,499
ii) Interest due but not paid/claimed	-	2,86,79,464	5,16,575	2,91,96,039
iii) Interest accrued but not due	-	-	86,43,150	86,43,150
Total (i + ii + iii)	62,22,85,713	12,38,43,250	14,42,38,725	89,03,67,688
Change in Indebtedness during the financial year				
Additions	36,40,80,042	1,22,26,996	4,70,360	37,67,59,878
Reduction	(52,97,76,310)	-	(8,71,46,235)	(61,71,08,709)
Net Change	(16,56,96,268)	1,22,26,996	(8,66,75,875)	(24,03,48,831)
Indebtedness at the end of the financial year				
i) Principal Amount	45,65,89,445	10,30,01,949	5,38,95,000	61,34,86,394
ii) Interest due but not paid/claimed	-	3,30,68,297	9,86,935	3,40,55,232
iii) Interest accrued but not due	-	-	26,80,915	26,80,915
Total (i + ii + iii)	45,65,89,445	13,60,70,246	5,75,62,850	65,02,22,541

Note: The borrowings – Inter Corporate Deposit amount is taken at the Book Value of Rs.295.00 lakhs as against the discounted value of Rs.168.30 lakhs (Previous year: Rs.154.41 lakhs) for comparative purposes. The amount of borrowings as shown in this statement will differ to this extent with the amount shown in the Long Term borrowings in the Balance Sheet as at 31st March 2019 / 31st March 2018.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Shri V R Venkataachalam, Managing Director	Shri. V Rajasekaran, Whole-time Director	
1	Gross salary	Rs.	Rs.	Rs.
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1,98,75,000	1,84,80,000	3,83,55,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	28,54,529	37,60,668	66,15,197
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission:-			
	as % of profit	-	-	-
	Fixed Commission	40,00,000	-	40,00,000
5	Others, please specify	-	-	-
	PF Contribution	15,90,000	14,78,400	30,68,400
	Total (A)	2,83,19,529	2,37,19,068	5,20,38,597
	Ceiling as per the Act			2,08,37,225

B. Remuneration to other directors:

S. No	Name of Directors	Particulars of remuneration			
		Fee for attending board / committee meetings (in Rs)	Commission (in Rs)	Others (in Rs)	Total amount (in Rs)
1	Independent Directors				
	Shri S. Varatharajan	80,000	-	-	80,000
	Shri M. Parthasarathi	60,000	-	-	60,000
	Shri R. Ravi Krishnan	50,000	-	-	50,000
	Shri N. Jai Ganesh	40,000	-	-	40,000
	Total of (1)				2,30,000
2	Other Non-Executive Directors				
	Shri A.S. Thillainayagam	45,000	-	-	45,000
	Shri V. Sengutuvan	45,000	-	-	45,000
	Smt V. Samyuktha	30,000			30,000
	Total of (2)		-	-	1,20,000
	Total of (1) & (2)				3,50,000
	Overall Ceiling as per the Act				70,00,000



C. Remuneration to Key Managerial Personnel, Other than MD / Manager / WTD

S. No	Particulars of Remuneration	Key Managerial Personnel Company Secretary	Total Amount
1	Gross salary	Rs.	Rs.
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	10,89,775	10,89,775
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	2,06,751	2,06,751
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	PF Contribution	64,620	64,620
	Total	13,61,146	13,61,146

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

For and on behalf of the Board of Directors

V R Venkataachalam
Chairman
DIN: 00037524

Dated: 30th July, 2019
Place: Chennai

TCP LIMITED

CIN: U24200TN1971PLC005999

REGISTERED OFFICE: No.4, Karpagambal Nagar, Mylapore, Chennai 600004

TCP LIMITED – NOMINATION AND REMUNERATION POLICY RELATING TO THE REMUNERATION FOR THE DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**Approved by the Board of Directors at its meeting held on 30th January 2015****Principle and Rationale:**

Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 requires the Board of Directors of every company having turnover of Rs.100 crores or more or having outstanding loans or borrowings or deposits aggregating to Rs.50 crores or more, as on the date of last audited financial statements, among other classes of companies, to

- ❖ Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- ❖ Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- ❖ Carry out evaluation of every director's performance.
- ❖ Formulate the criteria for evaluation of Independent Directors on the Board.

Accordingly, in adherence to the above said requirements and in line with the Company's philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of TCP Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company as set out below:

Company Philosophy:

TTCP Ltd is an organisation committed to paying fair remuneration to its employees matching the responsibilities and performance. The organisation does not discriminate on grounds of age, gender, colour, race, ethnicity, language, caste, creed, economic or social status or disability. The Company's committed workforce, spread across its corporate office and factory locations, which has, over the years, transformed TCP Ltd into a consistent growing organisation, forms the backbone of the Company.

Pay revisions and other benefits are designed in such a way to compensate good performance of the employees of the Company and motivate them to do better in future.

Employee recognition schemes in the form of Production incentive and Service award have also been introduced as successful tools in acknowledging their contribution.



The endeavour of the company is to acknowledge the contributions of its directors, key managerial personnel and other employees with best compensation and benefits that appropriately rewards performance in line with the regulatory and industry best practices.

Guiding Principles:

In the formulation of this Policy, the Nomination and Remuneration Committee has also endeavoured to ensure the guiding principles as prescribed u/s 178(4) of the Companies Act, 2013 summarized hereunder:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate human resource including directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- d) Facilitating effective shareholder participation in key Corporate Governance decisions such as the nomination and election of board members;
- e) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders;
- f) Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.

Nomination of the Directors:

The Nomination and Remuneration Committee of the Board of Directors is dedicated to ensuring the continuance of a dynamic and forward-thinking Board and recommend to the Board qualified candidates for directorship.

Before recommending a nominee's candidature to the Board for being appointed as a Director, the following criteria set out may be applied as guidelines in considering potential nominees to the Board of Directors.

General Criteria

- a) a) The background and qualifications of the Directors considered as a group should provide a significant combination of experience, knowledge and abilities to assist the Board in fulfilling its responsibilities.
- b) Directors should be so selected such that the Board of Directors should remain as a diverse body, with diversity reflecting gender, ethnic background and professional experience. Because a mix of viewpoints and ideas enhances the Board's ability to function effectively, the Committee shall consider the diversity of the existing Board when considering potential nominees, so that the Board maintains a body of directors from diverse professional and personal backgrounds.
- c) Potential nominees shall not be discriminated against on the basis of race, religion, national origin, sex, disability, or any other basis prohibited by law.
- d) Any nominee should be free of any conflict of interest which would violate any applicable law or regulation or interfere with the performance of the responsibilities of a director.

- e) Commitment of the nominee to understanding the Company and its industry, embracing the Company's values to help shape its vision, mission and strategic direction including oversight of risk management and internal control.
- f) Commitment of the nominee to spending the time necessary to function effectively as a Director, including attending and participating in Board meetings and its Committee meetings.

Specific Criteria

- a) a) Demonstrated business acumen, experience and ability to use sound judgment and to contribute to the effective oversight of the business and financial affairs of a large or medium sized, multifaceted, Indian Company.
- b) The nominee reflects the right corporate tone and culture and excels at board - management relationships.
- c) Experience in strategic planning and managing multidisciplinary responsibilities, the ability to navigate among diverse professional groups and points of view, a track record of communicating effectively in a global environment, and high standards of integrity and professional conduct.
- d) Nominees understand and endeavour to balance the interests of shareholders and / or other stakeholders and put the interests of the company above self-interest. He/she has demonstrated a commitment to transparency and disclosure.
- e) He/ she is committed to superior corporate performance, consistently striving to go beyond the legal and/or regulatory governance requirements to enhance, not just protect, shareholder value.
- f) Nominee contributes to effective governance through superior, constructive relationships with the Executive Directorate and management.

Remuneration of the Directors:

The Company strives to provide fair compensation to directors, taking into consideration industry benchmarks, Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other similar sized companies.

The remuneration payable to the directors of the company, shall at all times be determined, in accordance with the provisions of Companies Act, 2013.

Appointment and Remuneration of Managing Director and Whole time- Director:

The terms and conditions of appointment and remuneration payable to the Managing Director and the Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be subject to approval by shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V to the Companies Act, 2013. Approval of the Central Government is not necessary if the appointment is made in accordance with the conditions specified in Schedule V to the Act.

In terms of the provisions of Companies Act, 2013, the Company may appoint a person as its Managing Director or Whole-time Director for a term not exceeding 5 (years) at a time. The



executive directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required.

While recommending the remuneration payable to a Managing/ Whole-time Director, the Nomination and Remuneration Committee shall, inter alia, have regard to the following matters:

- Financial and operating performance of the Company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to similar executives.

Annual Increments to the Managing/ Whole Time Director(s) shall be within the slabs approved by the Shareholders. Increments shall be decided by the Nomination and Remuneration Committee at times it desires to do so but preferably on an annual basis.

Insurance Premium as Part of Remuneration:

Where any insurance is taken by a company on behalf of its managing director, whole-time director, manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration of Independent Directors:

Independent Directors may receive remuneration by way of

- ❖ Sitting fees for participation in the Board and other meetings
- ❖ Reimbursement of expenses for participation in the Board and other meetings
- ❖ Commission as approved by the Shareholders of the Company

Independent Directors shall not be entitled to any stock options

Based on the recommendation of the Nomination and Remuneration Committee, the Board may decide the sitting fee payable to independent directors. Provided that the amount of such fees shall not exceed the maximum permissible under the Companies Act, 2013.

Remuneration to Directors in other capacity:

The remuneration payable to the directors including managing or whole-time director or manager shall be inclusive of the remuneration payable for the services rendered by him in any other capacity except the following:

- (a) The services rendered are of a professional nature; and
- (b) In the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

Evaluation of the Directors:

As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually.

Section 178 (2) of the Companies Act, 2013 also mandates the Nomination and Remuneration Committee to carry out evaluation of every director's performance.

In developing the methodology to be used for evaluation on the basis of best standards and methods meeting international parameters, the Board / Committee may take the advice of an independent professional consultant.

Nomination and Remuneration of the Key Managerial Personnel (other than Managing / whole time directors), key executives and senior management:

The executive management of a company is responsible for the day to day management of a company. The Companies Act, 2013 has used the term "key managerial personnel" (KMP) to define the executive management.

The KMPs are the point of first contact between the company and its stakeholders. While the Board of Directors are responsible for providing the oversight, it is the key managerial personnel and the senior management who are responsible for not just laying down the strategies but for its implementation as well.

The Companies Act, 2013 has, for the first time, recognized the concept of Key Managerial Personnel. As per section 2(51) "key managerial personnel", in relation to a company, means—

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The whole-time director;
- (iii) The Chief Financial Officer;
- (iv) The company secretary; and
- (v) Such other officer as may be prescribed.

Among the KMPs, the remuneration of the CEO or the Managing Director and the Whole time Director(s), shall be governed by the Section on Remuneration of the Directors of this Policy dealing with "Remuneration of Managing Director and Whole time- Director".

Apart from the directors, the remuneration of

- All the Other KMPs such as the company secretary or any other officer that may be prescribed under the statute from time to time; and
- "Senior Management" of the Company i.e. personnel who are members of its core management team excluding the Board of Directors. Senior executives one level below the Board i.e. President cadre

Shall be determined by the Human Resources Department of the Company in consultation with the Managing Director and/ or the Whole time Director.

The remuneration determined for all the above said senior personnel shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests.



The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided by the Company's HR department.

Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department in consultation with the Managing Director and/ or the Whole time Director of the Company.

Remuneration of other employees:

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

The Company considers it essential to provide incentives to the workforce to ensure adequate and reasonable compensation to the staff. The Human Resources Department shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations for the employee.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package. The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by the Head of Departments of various departments. Decisions on Annual Increments shall be made on the basis of this annual appraisal.

General:

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines on the subject as may be notified from time to time.

Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

For and on behalf of the Board of Directors

V.R. Venkataachalam
Chairman
DIN: 00037524

TCP LIMITED**ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019****1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects and programs.**

The aim of TCP Ltd is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and Society at large.

The Corporate Social Responsibility (CSR) initiatives of the Company focus on holistic development of host communities and create social, environmental and economic value to the society.

To pursue these objectives we will continue to:

- i. Work actively in areas of eradication of hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
- ii. Provide opportunity and financial assistance for the promotion of education, provide medical aid to the needy and down trodden.
- iii. Collaborate with likeminded bodies like Voluntary organizations, charitable trusts, Government and academic institutes in pursuit of our goals.
- iv. Interact regularly with stakeholders, review and report our CSR initiatives
Web Link: www.tcpindia.com

2. The Composition of CSR Committee

Shri V. R. Venkataachalam, Chairman
Shri V. Rajasekaran, member; and
Shri S. Varatharajan, member

3. Average net profit of the Company for last three financial years: Rs.22,32,75,200/-**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):
Rs. 44,65,504/-****5. Details of CSR spent during the financial year:**

- | | |
|---|-----------------|
| (a) Total amount to be spent during the financial year: | Rs. 44,65,504/- |
| (b) Amount unspent, if any: | Rs. 38,62,075/- |



(c) Manner in which the amount spent during the financial year is detailed below:

(1) S. No.	(2) CSR project or activity identified	(3) Sector in which the project is covered	(4) Projects or programs (1) Local area or other (2) Specify the State and district where projects or Programs was undertaken	(5) Amount outlay (budget) project or programs wise	(6) Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	(7) Cumulative expenditure up to the reporting period	(8) Amount spent: Direct or through implementing agency
1.	Promoting health care including preventive health care.	Setting up of free medical dispensary for the public	Local area at the location of the Chemical factory at Koviloor, Karaikudi Town, Sivagangai District, Tamil Nadu.	Rs.50 lakhs	Rs.6,03,429/-	Rs.77,44,494/- Rs.83,47,923/-	Direct spending

6. The reasons for not spending the target spend for the financial year 2018-19 has been specified in the Directors' Report in the reporting made pursuant to section 134(3)(o) of the Companies Act, 2013.

7. The CSR Committee hereby confirms that the Company has set in place a structured framework and approved several activities in order to ensure that the CSR spend is as per the requirements of section 135 of the Companies Act, 2013.

The CSR Committee is responsible for formulating the CSR Policy and its review from time to time and also for monitoring whether the CSR activities of the Company are implemented in line with the CSR regulations.

For and on behalf of the Board of Directors

V. R. Venkataachalam
Chairman, CSR Committee
DIN: 00037524

V. Rajasekaran
Executive Director (CEO)
DIN: 00037006

Dated: 30th July 2019
Place: Chennai

Annexure - IV

**Statement under Rule 5(2) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules 2014**

(a) Particulars of Employees drawing remuneration of not less than Rs.1.02 crores during the financial year 2018-19.

Name	Designation	Remuneration Rs.	Nature of Employment	Qualification	Experience	Date of commence- ment of employment	Age in Years	Particulars of last employment
Shri V.R. Venkataachalam	Managing Director	2,83,19,529	Contractual	B.A.	39 years' experience in business of various industries such as Textiles, Chemicals, Granites, Vanaspati and Medical.	7-11-1986	59	NIL
Shri V. Rajasekaran	Executive Director	2,37,19,068	Contractual	B.E. (Chem), M.Tech, M.B.A.	43 years' experience in Chemical, Power, Textile and Financing	25-9-1976	66	NIL
Total		5,20,38,597						

Note:

- The Remuneration amount does not include amounts towards actuarial valuation of earned leave entitlement and actuarial valuation of Gratuity entitlement which are not actually drawn by the managerial personnel.
- Percentage of equity shares held by the employee in the Company along with his spouse and Children:
Shri V.R. Venkataachalam 34.28%
- Relationship with Directors:
Shri V.R. Venkataachalam is the father of Shri V. Sengutuvan, Director and Smt. V. Samyuktha, Director.
- There are no employees posted and working in a country outside India, not being directors or their relatives, drawing more than Rs.60 lakhs during the financial year or Rs.5 lakhs per month.

For and on behalf of the Board of Directors

V R Venkataachalam
Chairman

DIN: 00037524

Dated: 30th July, 2019
Place : Chennai



(b) Top 10 Employees in terms of remuneration drawn during the financial year 2018-19 :

S. No.	Name	Designation	Remuneration Rs.	Nature of Employment	Qualification	Experience In years	Date of commencement of employment	Age in Years	Particulars of last employment
1	Shri R. Ramesh	Technical Advisor	26,63,473	Regular	M. Tech	45	1-9-2006	73	NTPC Ltd
2	Shri P. Ramaprasad	Works Manager	24,15,474	Regular	B.E.	38	19-9-2007	63	Binny Engineering Ltd
3	Shri KR. Veerappan	Assistant General Manager	17,83,865	Regular	B.Sc.	42	7-6-2012	64	RKM Powergen Private Ltd
4	Shri J. Gnanasekaran	Senior Manager	16,46,026	Regular	D.M.E	31	1-10-1997	51	Binny Engineering Ltd
5	Shri T.M. Thomas	Senior Manager	15,71,655	Regular	D.M.E.	31	19-11-1997	52	Binny Engineering Ltd
6	Shri M. Karuppiyah	Senior Manager	14,91,864	Regular	B.E.	31	26-3-1999	52	Binny Engineering Ltd
7	Shri B. Selvaraj	Manager	14,43,074	Regular	B.E., MBA	19	24-1-2000	44	Nil
8	Shri N. Natarajan	Manager	13,78,195	Regular	B.E.	20	6-9-1999	43	Flowcon System Private Ltd
9	Shri Ravi Selvarajan	Company Secretary	13,61,146	Regular	B. Com., ACA, ACS, ACMA	34	20-9-2006	58	SPIC-JEL Engineering Construction Ltd
10	Shri G. Annadurai	Deputy Manager	12,76,251	Regular	B.E. M.A.	26	1-7-1998	47	S V Sugars Ltd
	Total		1,70,31,023						

Notes:

1. None of the aforesaid employees hold any equity shares in the Company.
2. None of the aforesaid employees is related to any director or manager of the Company.
3. There are no employees posted and working in a country outside India, not being directors or their relatives, drawing more than Rs.60 lakhs during the financial year or Rs.5 lakhs per month.

For and on behalf of the Board of Directors

V R Venkataachalam
Chairman
DIN: 00037524

Dated: 30th July, 2019
Place : Chennai

**Form No. MR-3
Secretarial Audit Report****ANNEXURE V****For the Financial Year ended 31st March, 2019**

(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

TCP Limited (CIN U24200TN1971PLC005999)

Chennai 600004.

1. I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by TCP Limited, Chennai 600004 (hereinafter referred to as the company). Secretarial Audit was conducted with reference to the required books and records made available to me, in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
2. Based on my verification of the Company's Books, records, papers, minutes books, various forms and returns filed and other records and returns maintained by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I, on the basis and strength of such records, and information so provided, hereby report that in my opinion and understanding, the Company has during the audit period covering the financial year ended 31st March, 2019, complied with the statutory provisions listed hereunder and also in my limited review, that the company has proper and adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the forms and returns as filed, books including minutes books, papers and other records maintained by the Company and made available to me, for the audit period up to the financial year ended 31st March, 2019 according to the applicable provisions of:

1. The Companies Act, 2013 (the Act) and the Rules made thereunder as applicable;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and Rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Other Laws on the operation of the company viz.,
 - a) Gas Cylinders Rules, 2004;
 - b) The Static and Mobile Pressure Vessels (Unfired) Rules 1981;
 - c) The Petroleum Act 1934;
 - d) The Electricity Act 2003;
 - e) The Boilers Act, 1923;
 - f) The Arms Act, 1959;
 - g) Tamil Nadu Denatured Spirit Methyl Alcohol and Varnish (French Polish), Rules, 1959 and all other Laws applicable and Rules made thereunder, pertaining to chemical industry.



I have examined the systems and processes of the company in place to ensure the compliance with other laws like Labour Laws, Competition Law, Environmental Laws, Employees' Provident Funds Act, Employees State Insurance Act etc., considering and relying upon representations made by the company and its Officers for systems and mechanisms formed by the company for compliance under these laws and other applicable sector specific Acts, Laws, Rules and Regulations applicable to the company and its observance by them.

I have examined the compliance with the applicable clauses of:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.

The company has complied with the applicable provisions of the Act, Rules, Regulations, Standards, and Guidelines etc., mentioned above during the period under review except to the extent as mentioned below:

The company has constituted the CSR Committee and its constitution is as per the regulation. The Company has spent most of the eligible amount available under Corporate Social Responsibility.

The Company's promoters have complied with SEBI directions in offering exit option to the public shareholders consequent to the closure of Madras Stock Exchange, the Delhi Stock Exchange and the Ahmadabad Stock Exchange and the Ahmedabad Stock Exchange, where the equity shares of the Company were listed.

I further report that the related documents that I have come across show that the Board of Directors of the company is constituted as per applicable provisions with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and 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 and adequate notices have been given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting. I also report that board's decisions have been arrived at and recorded in the Minutes Book in line with the stipulations prescribed by the Companies Act, 2013, Rules made thereunder and the Secretarial Standards in operation.

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

I further report that my audit is subject only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the company and I am not responsible for any lapse in compliance on the part of the company.

K. ELANGOVAN
FCS 1808
CP. NO. 3552

Place: Chennai
Date: 20-07-2019

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

Annexure A

To
The Members,
TCP Limited (CIN U24200TN1971PLC005999),
Chennai 600004.

My report of even date is to be read along with this supplementary testimony.

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

K. ELANGO VAN
FCS 1808
CP. No. 3552

Place: Chennai
Date: 20-07-2019



INDEPENDENT AUDITOR'S REPORT

To

The Members of **TCP Limited**
Chennai

Report on the IND AS Financial Statements

Opinion

We have audited the accompanying IND AS financial statements of TCP Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the IND AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IND AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the IND AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the IND AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the IND AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the IND AS financial statements.

Management's Responsibility for the IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these IND AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes 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 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 IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the IND AS Financial Statements

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

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 IND AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the IND AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the IND AS financial statements, including the disclosures, and whether the IND AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid IND AS financial statements comply with the Ind AS 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 March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid by the company is not in accordance with the provisions of Section 197 read with Schedule V of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For NSR & Co
Chartered Accountants
Firm Regn.No.0105022S

Place: Chennai
Date : 28th May, 2019

N Sowrirajan
Proprietor
M.No.207820

ANNEXURE 'A' TO INDEPENDENT AUDITORS' REPORT

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

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - (b) The Fixed Assets have been physically verified by the management during the year in a phased manner, and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. On the basis of our examination of records of Inventories, in our opinion, the Company has maintained proper records of Inventories and no material discrepancies were noticed between physical stock and book records.
- iii. The Company has taken unsecured loan from 10 parties covered in register maintained under section 189 of the Companies Act, 2013 and the year end balance of such loan taken from such parties was Rs. 1065.70 lakhs

According to the information and explanation given to us, in our opinion, the Company is regular in payment of principal and interest to the parties, wherever applicable, from whom loans have been taken by the Company.
- iv. The company has not given/made any loans, investments, guarantees, and securities requiring compliance with the provisions of section 185 of the Companies Act, 2013.
- v. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 73 to 76 and any other relevant provision of the Companies Act, 2013, and The Companies (Acceptance of Deposits) Rules, 2014 with regards to the deposits accepted from the public. As per information and explanations given to us, no order in respect of the above has been passed on the Company by the Company Law Board or National Company Law Tribunal or RBI or any other Court or and other Tribunal in respect of the aforesaid deposits.
- vi. We have broadly reviewed the cost records maintained by the Company Specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed amounts and records have been made and maintained. We have however not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Employees Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.



- (b) As at 31st March 2019, the following are the particulars of disputed statutory dues that have not been deposited.

Particulars of Dispute	Forum where pending	Remarks
------------------------	---------------------	---------

1. Excise Duty (in Rs)

6,01,696	Tribunal	Rs.2,37,655 has been paid under protest
1,99,984	Commissioner (Appeals)	Rs.62,599 has been paid under protest

2. Electricity tax (in Rs)

20,80,980/-	Honourable Supreme Court of India	Interim stay for the payment of the taxes had been granted by the Honourable High Court of Madras. The appeal is pending disposal by the Honourable Supreme Court of India.
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3. Income tax (in Rs)

6,25,26,170 (AY 2008-09)	Commissioner (Appeals)	First appeal is pending.
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- viii. The company has not taken any loan either from financial institutions or from the government and has not issued any debentures. Accordingly, the provisions of clause 3(viii) of the order is not applicable to the Company.
- ix. The Company did not have any term loans outstanding during the year. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, Managerial Remuneration to the extent of Rs. 312 Lakhs has been paid in excess of the limits prescribed under section 197 read with Schedule V of the Act. However we are informed that the Company is in the process of getting the approval of shareholders for waiving the recovery of excess remuneration.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, reporting under clause (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards.

- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given by the management, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order is not applicable to the Company and hence not commented upon.
- xvi. According to information and explanations given to us, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934.

For NSR & Co
Chartered Accountants
Firm Regn.No.0105022S

Place: Chennai
Date : 28th May, 2019

N Sowrirajan
Proprietor
M.No.207820



ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of TCP Limited of even date)

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

We have audited the internal financial controls over financial reporting of TCP LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s 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 internal financial controls system over financial reporting of the Company.

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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, 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, 2019, 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.

For NSR & Co
Chartered Accountants
Firm Regn.No.0105022S

Place: Chennai
Date : 28th May, 2019

N Sowrirajan
Proprietor
M.No.207820



BALANCE SHEET AS AT MARCH 31, 2019

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

Particulars	Note No.	As at March 31, 2019 ₹	As at March, 31 2018 ₹
A ASSETS			
Non-current assets			
Property, plant and equipment	4	9,505.12	9,666.17
Intangible assets	4	15.79	30.71
Capital work in progress	5	1,193.02	1,151.91
Investment Property	6	303.54	304.63
Financial Assets			
Investments	7	22,911.45	22,903.90
Other financial assets	8	522.43	626.50
Other non-current assets	9	3,840.35	1,570.58
Total Non-current assets		38,291.70	36,254.40
Current assets			
Inventories	10	7,317.61	8,277.73
Financial Assets			
Trade receivables	11	7,869.68	7,821.54
Cash and cash equivalents	12	618.03	85.66
Bank balances other than above	13	71.01	59.81
Other Financial assets	14	100.54	77.80
Other current assets	15	3,356.04	4,528.44
Total Current Assets		19,332.91	20,850.98
Total Assets		57,624.61	57,105.38
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	503.19	503.19
Other equity	17	41,450.42	40,446.96
Total equity		41,953.61	40,950.15
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	18	903.32	1,262.30
Other financial liabilities	19	350.55	401.03
Provisions	20	153.02	176.50
Deferred Tax Liabilities (net)	21	342.65	336.12
Other Non Current Liabilities	22	-	1.51
Total Non-current liabilities		1,749.54	2,177.46
Current liabilities			
Financial liabilities			
Borrowings	23	4,565.89	6,222.86
Trade payables	24	6,847.27	4,758.83
Other financial liabilities	25	31.02	56.61
Other current liabilities	26	2,477.28	2,772.40
Short Term Provisions	27	-	167.07
Total current liabilities		13,921.46	13,977.77
Total liabilities		15,671.00	16,155.23
Total Equity and Liabilities		57,624.61	57,105.38

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

As per our report of even date attached
For M/s NSR & CO.,
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019

T C P LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

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

Particulars	Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
		₹	₹
CONTINUING OPERATIONS			
A Income			
Revenue from operations	28	36,084.86	29,537.98
Other income	29	268.25	92.03
Total income		36,353.11	29,630.01
B Expenses			
(a) Cost of materials consumed	30	23,996.42	18,259.41
(b) Purchases of traded stock	31	777.59	-
(b) Changes in inventories of finished goods & work-in-progress	32	(14.54)	454.12
(c) Excise Duty Expenses		-	203.31
(c) Employee benefits expense	33	2,838.06	2,377.94
(d) Finance costs	34	734.16	799.26
(e) Depreciation	35	615.69	605.24
(f) Other expenses	36	5,842.39	5,604.47
Total expenses		34,789.77	28,303.75
C Profit before exceptional items and tax		1,563.34	1,326.26
Exceptional items		-	-
D Profit before tax from continuing operations		1,563.34	1,326.26
(a) Current tax		603.00	450.91
(b) Taxes relating to earlier years		91.59	(125.64)
(c) Deferred tax (net)		(64.03)	71.50
		630.57	396.77
Profit from continuing operations		932.77	929.49
E Other comprehensive income			
Items that will not be reclassified to Profit & Loss			
Remeasurement of post employment benefit obligations		201.90	(291.35)
Income tax relating to these items		(70.55)	101.81
Other Comprehensive income (loss) for the year, net of tax		131.35	(189.54)
Total comprehensive income for the year		1,064.12	739.95
Total Operations		1,064.12	739.95
Profit for the year		1,064.12	739.95
Earnings per Equity share :			
Basic and Diluted			
(i) Continuing operations		18.54	18.47
(ii) Diluted earnings per share		18.54	18.47

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

As per our report of even date attached
For M/s NSR & CO.,
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019



STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

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

Particulars	For the year ended 31 March 2019 ₹	For the year ended 31 March 2018 ₹
A. Cash Flow From Operating Activities		
Profit before tax	1,563.34	1,326.26
Adjustments for	-	-
Depreciation and amortization expense	615.69	605.24
(Profit)/ Loss on sale of fixed asset	-	-
Fair Value changes of investments considered to profit and loss	(7.56)	(8.24)
Remeasurement of investment in associates	-	0.65
Interest received	(98.81)	(67.73)
Dividend Income	(124.26)	(0.09)
Finance costs	672.94	729.55
	2,621.34	2,585.64
Change in operating assets and liabilities		
(Increase)/ decrease in loans and advances	-	-
(Increase)/ decrease in Other financial assets	81.32	(1.05)
(Increase)/ decrease in inventories	960.12	(1,631.25)
(Increase)/ decrease in trade receivables	(48.14)	(65.53)
(Increase)/ decrease in Other assets	(1,098.35)	(1,413.35)
Increase/ (decrease) in provisions and other liabilities	(382.24)	674.96
Increase/ (decrease) in trade payables	2,088.43	865.65
Cash generated from operations	4,222.48	1,015.06
Less : Income taxes paid (net of refunds)	(692.09)	(227.09)
Net cash from/ (used in) operating activities (A)	3,530.39	787.97
Cash Flows From Investing Activities		
Purchase of PPE (including changes in CWIP)	(479.74)	(141.18)
Sale proceeds of PPE (including changes in CWIP)	-	-
(Purchase)/ disposal proceeds of Investments	-	-
(Investments in)/ Maturity of fixed deposits with banks	(11.20)	(0.65)
Interest income	121.55	90.66
Dividend Income	124.26	0.09
Net cash from/ (used in) investing activities (B)	(245.13)	(51.09)

T C P LIMITED

Particulars	For the year ended 31 March 2019 ₹	For the year ended 31 March 2018 ₹
Cash Flows From Financing Activities		
Proceeds from issue of equity share capital (net of share application money)	-	-
Proceeds from/ (repayment of) short term borrowings	(1,656.96)	1,737.03
Proceeds from/ (repayment of) long term borrowings	(358.97)	(1,377.01)
Finance costs	(676.31)	(1,017.94)
Dividend Paid	(50.32)	(50.32)
Tax on Dividend	(10.34)	(10.24)
Net cash from/ (used in) financing activities (C)	(2,752.90)	(718.48)
Net increase (decrease) in cash and cash equivalents (A+B+C)	532.36	18.40
Cash and cash equivalents at the beginning of the financial year	85.66	67.26
Cash and cash equivalents at end of the year	618.03	85.66
Notes:		
1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".		
2. Components of cash and cash equivalents		
Balances with banks		
- in current accounts	602.65	62.51
Cash on hand	15.37	23.15
	618.03	85.66

As per our report of even date attached

For and on behalf of the board

For M/s NSR & CO.,
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019



Statement of Changes in Equity for the year ended March 31, 2019

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

(A) Equity Share Capital

Balance at the beginning of April, 2018	503.19
Changes in equity share capital during the year	-
Balance at the end of March, 2019	503.19

(B) Other Equity

Particulars	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at April, 2018	0.01	25.00	20,563.60	19,858.35	-	40,446.96
Additions/(deductions) during the year	-	-	500.00	131.35	-131.35	500.00
Transfers to reserves during the year	-	-	-	(500.00)	-	(500.00)
Dividend and tax on dividend paid during the year	-	-	-	(60.66)	-	(60.66)
Total Comprehensive Income for the year	-	-	-	932.77	131.35	1,064.12
Balance as at March, 2019	0.01	25.00	21,063.60	20,361.81	-	41,450.42

As per our report of even date attached

For and on behalf of the board

For **M/s NSR & CO.,**
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019

Notes to Financial Statements for the year ended March 31, 2019

1 Corporate Information

TCP Ltd (the Company) is a Public Limited Company incorporated under the Companies Act, 1956. The Company is engaged in the business of manufacturing and sale of Sodium Hydrosulphite, Liquid Sulphur Dioxide and generation and sale of power.

2 Basis of preparation of financial statements

Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2017.

Basis of preparation and presentation

For all periods up to and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The financial statements for the year ended March 31, 2019 are the first financial statements the Company has prepared in accordance with Ind AS with the date of transition as April 1, 2017. Refer to note 51 for information on how the Company adopted Ind AS.

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

The financial statements are approved for issue by the Company's Board of Directors on 28th May, 2019.

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 3, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.



Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment (PPE), Intangible Assets and Investment Properties

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortization. Also, management judgement is exercised for classifying the asset as investment property or vice versa.

Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair Value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE/Intangible Assets/Investment property)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long term benefits

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the

discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

2B Recent accounting pronouncements**Standards issued but not yet effective**

The following standards have been notified by Ministry of Corporate Affairs

- a. Ind AS 115 – Revenue from Contracts with Customers (effective from April 1, 2019)
- b. Appendix B to Ind AS 21 Foreign currency transactions and advance consideration
- c. Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses

The Company is evaluating the requirements of the above standards/its applicability to the Company and the effect on the financial statements is also being evaluated.

3 Significant Accounting Policies**a) Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period



All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b) Fair value measurement

The Company has applied the fair value measurement wherever necessitated at each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability;
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non - financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and the best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active market for identical assets or liabilities;
- Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and
- Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers

are involved, wherever necessary with the approval of Company's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

c) Revenue Recognition

Sale of goods

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue on sale of goods is recognised when the risk and rewards of ownership is transferred to the buyer, which generally coincides with the dispatch of the goods or as per the Inco-terms agreed with the customers.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. It comprises of invoice value of goods after deducting discounts, volume rebates and applicable taxes on sale. It also excludes value of self-consumption.

Power Generation

Power generated from windmills that are covered under wheeling and banking arrangement with the State Electricity Board/Electricity Distribution Companies are consumed at factories. The monetary values of such power generated that are captively consumed are not recognised as revenue.

Sale of renewable energy certificates

Revenue from sale of renewable energy certificate is recognised on sale of such certificate and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Export entitlements

Export entitlements from Government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Company, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Rental income

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



Dividend income

Dividend income is recognized when the company's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.

d) Property, plant and equipment and capital work in progress

Presentation

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material / significant components have been identified for our plant and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Machinery spares/ insurance spares that can be issued only in connection with an item of fixed assets and their issue is expected to be irregular are capitalised. Replacement of such spares is charged to revenue. Other spares are charged as revenue expenditure as and when consumed.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized

e) Depreciation on Property, Plant and Equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing 5000 each or less are fully depreciated.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of a separately acquired intangible asset comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and (b) any directly attributable cost of preparing the asset for its intended use.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Estimated useful lives of the intangible assets are as follow:

Assets Category	Estimated useful life (in years)
Technical know-how	5

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

g) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes).

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 - Property, plant and equipment's requirements for cost model. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Company depreciates investment property as per the useful life prescribed in Schedule II of the Companies Act, 2013.

Though the Company measures investment property using the cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference



between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognised.

h) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average method following basis :

- i) Raw materials, consumable stores and machinery spares : At purchase cost, viz., the landed cost, excluding taxes.
- ii) Work in progress: At cost, which includes the cost of raw materials and an appropriate share of production overheads on weighted average cost basis up to the stage of completion or the net realisable value, whichever is lower, after adjustment of unrealised profits on inter division transfer.
- (iii) Finished goods and waste : At the lower of the cost or net realisable value. The cost includes landed cost of raw materials consumed, conversion costs and other costs directly attributable to bring the finished goods to the present location and condition, as reduced by recovery of by-products.

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

i) Financial Instruments

Financial assets

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:

- Financial instruments other than equity instruments at amortised cost
- Financial instruments other than equity instruments at fair value through other comprehensive income (FVTOCI)
- Financial instruments other than equity instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments other than equity instruments at amortised cost

The Company classifies a financial instruments other than equity instruments as at amortised cost, if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial instruments other than equity instruments at FVTOCI

The Company classifies a financial instrument other than equity at FVTOCI, if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial instruments other than equity instruments included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss statement. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial instruments other than equity instruments at FVTPL

The Company classifies all financial instruments other than equity instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

Financial instruments other than equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Company makes an irrevocable election of equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in other comprehensive income, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans to related parties, deposits, interest receivable and other advances recoverable in cash.
FVTOCI	Equity investments in companies other than Subsidiaries and Associates as an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments.



Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets that are debt instruments and are measured at FVTOCI
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Company considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss, net of lien available on securities held against the receivables. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Financial instruments other than equity instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.



Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Classification	Name of the financial liability
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed/ Disputed dividends, Security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange Forward contracts being derivative contracts do not qualify for hedge accounting under Ind AS 109 and other financial liabilities held for trading.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

S.No.	Original classification	Revised classification	Accounting treatment
1.	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2.	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3.	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
4.	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5.	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6.	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



j. Foreign currency transactions and translations

Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

k. Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

l. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to

situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

n. Retirement and other employee benefits**Short-term employee benefits**

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.



Defined benefit plans

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Other long term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by the employees up to the reporting date.

o. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2017, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease. All other leases are operating leases.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

p. Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

q. Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.



r. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

s. Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

t. Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

4. Property, plant and equipment

PARTICULARS	Tangible Assets												Intangible Assets
	Land	Lease hold Land	Lease hold Buildings	Buildings	Plant and Machinery	Water Supply Works	Computers	Office Equipment	Miscellaneous equipments	Furniture and Fittings	Vehicles	Total	
Deemed Cost as at April 1, 2018	1,557.16	18.46	97.22	1,344.06	6,398.08	20.38	14.87	4.04	42.52	30.20	139.18	9,666.17	30.71
Additions	122.44	-	-	15.51	95.20	-	2.24	0.51	1.42	0.69	200.63	438.63	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2019	1,679.59	18.46	97.22	1,359.57	6,493.27	20.38	17.11	4.55	43.94	30.89	339.81	10,104.80	30.71
Additions	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2019	1,679.59	18.46	97.22	1,359.57	6,493.27	20.38	17.11	4.55	43.94	30.89	339.81	10,104.80	30.71
Depreciation/Amortization													
Charge for the year	-	-	5.12	64.53	455.79	0.96	4.51	0.59	14.24	4.00	49.94	599.68	14.91
Ind AS Adjustments													-
Disposals													-
As at March 31, 2019	1,679.59	18.46	92.11	1,295.04	6,037.48	19.42	12.60	3.96	29.71	26.88	289.87	9,505.12	15.79
Charge for the year													
Ind AS Adjustments													
Disposals													
As at March 31, 2019	1,679.59	18.46	92.11	1,295.04	6,037.48	19.42	12.60	3.96	29.71	26.88	289.87	9,505.12	15.79
Net Block													
As at April 1, 2018	1,557.16	18.46	97.22	1,344.06	6,398.07	20.38	14.87	4.04	42.52	30.20	139.18	9,666.17	30.71
As at March 31, 2019	1,679.59	18.46	92.11	1,295.04	6,037.48	19.42	12.60	3.96	29.71	26.88	289.87	9,505.12	15.79



Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
5. Capital Work-in-progress		
Capital work in progress	1,193.02	1,151.91
	1,193.02	1,151.91
6. Investment property		
Land	282.79	282.79
Buildings	20.75	21.84
	303.54	304.63
7. Non-current investments		
Investments in equity instruments		
Non- trade - Unquoted - at cost		
Subsidiaries		
TCP Hotels Pvt Ltd. (Subsidiary Company)		
(48,000 shares of Rs.10/- each)	893.25	893.25
Associates		
M/s Thiruvalluvar Textiles Pvt Ltd.		
(70,000 shares of Rs.100/- each)	70.00	70.00
Non-trade-Unquoted - Fair valued through profit and loss*		
Other companies		
M/s. Jugal Chemicals Limited		
(10,000 equity shares of Rs.10/- each)	1.00	1.00
M/s. Madras Stock Exchange Limited		
(13,67,050 equity shares of Rs.1/- each)	35.98	35.98
Non-trade-Quoted - Fair valued through profit and loss*		
Associates		
M/s Binny Mills Limited		
(5,664 shares of Rs.10/- each)	13.58	13.58
Clariant Chemicals (India) Ltd		
(352 shares of Rs.10/- each)	2.90	2.29
Indian Overseas Bank		
(28,100 shares of Rs.10/- each)	12.95	12.10
IDBI Bank Ltd		
(27,360 shares of Rs.10/- each)	25.21	18.22
Allahabad Bank (in demat form)		
(17,700 shares of Rs.10/- each)	9.74	10.64

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	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Non-trade-Unquoted - at amortised cost		
Investment in preference shares		
(27,60,54,066 (April 1, 2018 27,60,54,066)	13,802.70	13,802.70
preference shares of Rs.5/- each)		
M/s Thiruvalluvaar Textiles Pvt Ltd.		
(18,14,075 (April 1, 18,14,075)	8,120.37	8,120.37
preference shares of Rs.100/- each)		
National Savings Certificates	0.23	0.23
	22,987.91	22,980.36
Less: Provision for diminution in the value of investments	76.46	76.46
	22,911.45	22,903.90
* Fair values have been determined to the extent information available with the Company in respect of the investments in unlisted companies. In the opinion of the management, the impact of fair value changes, is not considered to be material.		
Total non-current investments		
Aggregate amount of quoted investments	64.39	56.84
Aggregate market value of quoted investments	64.39	56.84
Aggregate cost of unquoted investments	22,923.53	22,923.53
Aggregate amount of impairment in value of investments	76.46	76.47
Note 8 -Other non-current Financials Assets		
(unsecured, considered good)		
Bank deposits maturing after 12 months from the reporting date *	345.85	400.45
Security deposits	176.58	226.05
	522.43	626.50
* represents earmarked deposits held as per Companies (Deposit Acceptance) Rules 2014 and as margin money against letter of credit.		
9. Other non-current assets		
(Unsecured, considered good)		
Capital Advances	2,146.38	-
Advance for vehicle	109.11	85.00
Advance for property	662.55	662.58
Advance Income Tax (net of provisions)	922.31	823.00
	3,840.35	1,570.58



Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
10. Inventories		
Raw Materials	3,232.71	5,275.35
Goods in Transit	1,427.63	563.94
Work in Progress	63.33	75.44
Finished goods (other than those acquired for trading)	57.90	43.36
Stores and spares	2,536.04	2,319.64
	7,317.61	8,277.73
Inventory comprise of Raw Materials		
Sodium Formate	341.76	445.75
Caustic Soda Lye	46.16	55.33
Sulphur	65.08	115.74
Coal	2,693.16	4,586.21
Others	86.55	72.32
	3,232.71	5,275.35
Work in progress		
Caustic Soda Lye	16.10	12.96
Sulphur	1.82	1.71
Others	45.41	60.77
	63.33	75.44
Finished goods		
Sodium Hydrosulphite	23.69	2.77
Liquid Sulphur Dio-xide	3.76	17.32
Others	30.45	23.27
	57.90	43.36
11. Trade receivables		
(Unsecured, considered good)		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment	3,308.11	4,039.97
Other Trade Receivables	4,535.00	3,781.57
Less: Provision for Bad & Doubtful Debts	(26.57)	-
	7,869.68	7,821.54
12. Cash and cash equivalents		
Cash on hand	15.37	23.15
Balances with Banks		
In current accounts	602.66	62.51
	618.03	85.66

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Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
13. Other Bank Balances		
Unpaid dividend account	0.30	59.15
Bank deposits maturing within 12 months from the reporting date	70.71	0.66
	71.01	59.81
14. Other current financial assets		
(Unsecured, considered good doubtful)		
Inter-corporate deposits and interest accrued thereon	192.09	306.64
Less: Allowance for expected credit loss	(192.09)	(306.64)
	-	-
(Unsecured, considered good)		
Interest accrued	100.54	77.80
	100.54	77.80
15. Other current assets		
(Unsecured, considered good)		
Loans and advances to related parties		
Others	0.66	0.66
Loans and advances to employees	4.11	94.68
Prepaid expenses	147.84	88.28
Prepaid gratuity	30.41	-
Balance with the Government Authorities		
GST credit receivable	12.64	12.20
Claims recoverable	484.30	264.04
Advance to suppliers	2,344.06	3,787.25
Others advances	332.02	281.33
	3,356.04	4,528.44
16. Capital		
Authorised Share Capital		
1,17,50,000 Equity shares of Rs. 10 each with voting rights	1,175.00	1,175.00
11% Cumulative Redeemable preference shares of Rs.100/- each	25.00	25.00
	1,200.00	1,200.00
Issued Share Capital		
50,31,909 Equity shares of Rs. 10 each with voting rights	503.19	503.19
	503.19	503.19
Subscribed and fully paid up share capital		
50,31,909 Equity shares of Rs. 10 each with voting rights	503.19	503.19
	503.19	503.19



Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
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Notes:

1. Reconciliation of number of equity shares subscribed

Balance at the beginning and end of the year	50,31,909	50,31,909
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2. Shares issued for consideration other than cash

There are no shares which have been issued for consideration other than cash during the last 5 years.

3. The company does not have any holding company

4. Shareholders holding more than 5% of the total share capital

Name of the share holder	March 31, 2019		March 31, 2018	
	No of shares	% of Holding	No of shares	% of Holding
Thiruvalluvar Textiles Pvt Ltd.,	13,08,300	26.00%	13,08,300	26.00%
Shri V R Venkataachalam	12,43,249	24.71%	12,30,359	24.45%
ICL Financial Services Ltd	4,59,480	9.13%	4,59,480	9.13%
Shri V Sengutuvan	3,61,664	7.19%	3,61,764	7.19%
ICL Securities Ltd	2,70,272	5.37%	2,70,272	5.37%

5. Rights, preferences and restrictions in respect of equity shares issued by the Company

The company has only one class of equity shares having a par value of Re.10 each. The equity shares of the company having par value of Re.10/- rank pari-passu in all respects including voting rights and entitlement to dividend. The dividend proposed if any, by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year, the Company proposed a dividend of INR 1/- per equity share held (Previous year INR 1/- per equity share held)

17. Other Equity

Capital Reserve	0.01	0.01
Capital Redemption Reserve	25.00	25.00
General Reserve	21,063.60	20,563.60
Retained earnings	20,361.81	19,858.35
	<u>41,450.42</u>	<u>40,446.96</u>

a) Capital reserve

Balance at the beginning and end of the year	<u>0.01</u>	<u>0.01</u>
--	-------------	-------------

b) Capital Redemption Reserve

Balance at the beginning and end of the year	<u>25.00</u>	<u>25.00</u>
--	--------------	--------------

c) General reserve

Balance at the beginning of the year	20,563.60	20,063.60
Transfer from retained earnings	500.00	500.00
Balance at the end of the year	<u>21,063.60</u>	<u>20,563.60</u>

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Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
d) Retained earnings		
Balance at the beginning of the year	19,858.35	19,678.96
Comprehensive income for the year	932.77	929.49
Transfer to General Reserve	(500.00)	(500.00)
Transfer from OCI	131.35	(189.54)
Dividend paid	(50.32)	(50.32)
Tax on dividend paid	(10.34)	(10.24)
Balance at the end of the year	<u>20,361.81</u>	<u>19,858.35</u>
e) Other Comprehensive Income		
Balance at the beginning of the year	-	-
Additions during the year	131.35	(189.54)
Transfer to balance in profit and loss account	(131.35)	189.54
Balance at the end of the year	<u>-</u>	<u>-</u>
18. Long Term borrowings		
Unsecured-Considered good		
Loans from		
Key Management Personnel	103.23	31.42
Relatives of Key Management Personnel	346.84	342.02
Others	284.95	283.20
Deposits from		
Key Management Personnel	-	0.64
Relatives of Key Management Personnel	-	-
Inter corporate deposit	168.30	154.41
Others	-	450.61
	<u>903.32</u>	<u>1,262.30</u>
19. Other non financial liabilities		
Security deposits received	-	30.00
Advance received	149.88	137.99
Unamortised interest income	200.67	233.04
	<u>350.55</u>	<u>401.03</u>
20. Provisions (Non-current)		
Provision for Compensated Absences	153.02	176.50
	<u>153.02</u>	<u>176.50</u>
21. Deferred Tax Liability/(Asset) - Net		
Deferred Tax Liability		
On property plant and equipment	661.40	612.44
	<u>661.40</u>	<u>612.44</u>
Deferred Tax Asset		
On expenses allowable on payment basis	186.56	150.76
On fair valuation of financial instruments	122.91	125.56
On Provision for Bad & Doubtful Debts	9.28	-
	<u>318.75</u>	<u>276.32</u>
Net Deferred tax liability / (asset)	<u>342.65</u>	<u>336.12</u>



Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
22. Other Non Current Liabilities		
Other Non Current Liabilities	-	1.51
	-	1.51
23. Current liabilities - Financial Liabilities: Borrowings		
Secured loans		
Cash Credit loans from		
Indian Overseas Bank	462.25	1,098.99
State Bank of India	1,031.86	407.12
IDBI Bank	1,071.78	1,716.75
Short term Loans from		
IOB	-	3,000.00
HDFC Bank	2,000.00	-
	4,565.89	6,222.85
Terms of loan and security details		
Cash Credit loans from banks are secured by a pari passu first charge on the inventory of raw materials, stores and spares and finished goods and a pari passu second charge on the fixed assets of the Company (movable and immovable assets) except wind mills, the corporate office building and specific land and buildings situated at Bawa Road, Chennai and is collaterally secured by the personal guarantee of Shri V R Venkataachalam, promoter director of the Company.		
Short term Loans from bank are secured by first charge on the Corporate Office building and specific land and buildidngs situated at Bawa Road, Chennai and is collaterally secured by the personal guarantee of Shri V R Venkataachalam, promoter director of the Company.		
24. Trade payable		
Dues to Micro and Small Enterprises **	6.85	17.62
Dues to others		
Acceptances	4,694.49	-
Other than acceptances	2,145.93	4,741.21
	6,847.27	4,758.83
** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date. Please refer note 42.		
25. Other current financial liabilities		
Security deposits received	31.02	56.61
	31.02	56.61
26. Other current liabilities		
Current maturities of long-term debt from		
Others	444.41	846.12
Unclaimed deposits	94.54	53.42
Interest accrued but not due on borrowings	34.64	57.73

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Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
Interest accrued and due on borrowings from		
Key Management Personnel	20.84	16.11
Relatives of Key Management Personnel	98.81	83.82
Others	211.04	186.87
Other payables		
Statutory dues payable	120.05	148.38
Advances from customers	169.91	219.07
Employee related payables	439.25	357.31
Unpaid dividend	0.30	59.15
Others Current Liabilities	843.49	744.42
	2,477.28	2,772.40
27. Provisions (Current)		
Provision for gratuity	-	167.07
Provision for compensated absences	-	-
	-	167.07
28. Revenue from operations		
Sale of Products (Refer (i) below)	35,923.58	29,152.35
Other Operating Revenue (Refer (ii) below)	161.28	385.63
	36,084.86	29,537.98
(i) Sale of products comprises		
Manufactured goods		
Sodium Hydrosulphite	10,428.79	8,534.94
Liquid Sulphur Dioxide	113.39	204.75
Recovery Salts	430.82	909.48
Power	24,230.43	19,500.43
Coal Trading	711.52	-
Miscellaneous Sales	8.63	2.75
Total - Sale of manufactured goods	35,923.58	29,152.35
Total - Sale of products	35,923.58	29,152.35
(ii) Other operating revenue comprises		
Sales- Scrap	21.17	32.90
Sale of Renewable Energy Certificate	-	111.52
Export Incentive	32.50	26.07
Insurance Claims	10.46	-
Rent Received	31.18	172.53
Miscellaneous Income	65.97	42.61
Total - Other operating revenues	161.28	385.63



Particulars	As at 31 March, 2019 ₹	As at 31 March, 2018 ₹
29. Other income		
Interest Income		
Deposits	26.29	25.47
Interest on loans and advances given	72.52	9.89
Other Interest	-	32.37
Dividend Income		
On non Current Investments	124.26	0.09
Gain on fair value of investments	7.56	8.25
Gain on exchange rate fluctuations	-	2.08
Rent received	24.50	6.60
Other non operating income	-	-
Unclaimed credits written back	2.18	7.28
Prior period income	10.94	-
Total	268.25	92.03
Particulars	for the Year Ended March 31, 2019 ₹	for the Year Ended March 31, 2018 ₹
30. Cost of materials consumed		
MATERIALS CONSUMED		
Opening Stock	5,839.29	3,775.41
(Add) Purchases	22,817.47	20,323.29
(Less) Closing Stock	(4,660.34)	(5,839.29)
Cost of Material Consumed before adjusting WIP	23,996.42	18,259.41
(Add) Closing W.I.P.	-	-
(Less) Opening W.I.P.	-	-
Net Materials consumed	23,996.42	18,259.41
Cost of material consumed		
Sodium Formate	2,190.73	1,098.11
Caustic Soda Lye	1,285.76	1,311.57
Sulphur	642.68	530.38
Coal consumed	18,719.70	14,249.17
CR Sheets consumed	450.63	320.12
Others	706.92	750.06
Total	23,996.42	18,259.41
31. Purchase of stock-in-trade - Traded goods		
Non-coking coal	777.59	-
	777.59	-

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Particulars	for the Year Ended March 31, 2019 ₹	for the Year Ended March 31, 2018 ₹
32. Changes in inventories of work-in-progress and finished goods		
Opening Balance		
Finished goods	43.36	499.18
Work-in-progress	-	73.74
	43.36	572.92
Closing Balance		
Finished goods	57.90	43.36
Work-in-progress	-	75.44
	57.90	118.80
Total changes inventories of work-in-progress and finished goods	(14.54)	454.12
33. Employee benefits expense		
Salaries, wages and bonus	2,246.61	1,806.93
Contribution to provident and other funds	154.34	153.70
Staff/ workmen welfare expenses	437.11	417.31
	2,838.06	2,377.94
34. Finance Costs		
Interest on Borrowings	672.94	729.55
Bank Processing charges	61.22	69.71
	734.16	799.26
35. Depreciation and amortization expense		
Depreciation of property, plant and equipment	599.68	589.23
Amortization of Intangible assets	14.91	14.91
Depreciation on Investment property	1.10	1.10
	615.69	605.24
36. Other expenses		
Consumption of stores and spare parts	115.27	86.46
Increase / (decrease) of excise duty on inventory	-	(52.93)
Power and fuel	3,295.89	2,616.21
Rent	65.40	50.45
Repairs and maintenance		
Buildings	51.58	64.15
Machinery	755.18	1,230.18
Others	117.22	132.35
Insurance	81.04	78.75
Rates and taxes	483.82	442.40
Communication	27.60	27.02



Particulars	for the Year Ended March 31, 2019 ₹	for the Year Ended March 31, 2018 ₹
Travelling and conveyance	68.81	63.70
Printing and stationery	15.30	13.50
Freight and forwarding	62.18	47.57
Sales commission	27.23	60.42
Business promotion	8.55	6.04
Legal and professional	22.41	6.80
Fees	209.90	207.75
Payments to auditors (Refer Note (i) below)	10.62	10.73
Bad trade and other receivables written off	71.58	-
Prov for Bad & Doubtful Debts (Drs)	26.57	-
Long pending advances written off	13.72	-
Net loss on foreign currency transactions	9.14	-
Prior period items	-	7.67
Corporate Social Responsibility Expenses	6.03	65.94
Investment Maintenance Expenses	0.06	0.52
Remeasurement of investments in associates	-	0.65
Miscellaneous expenses	297.29	438.14
Total	5,842.39	5,604.47

36(a) Payments made to auditors comprises

As auditors - Statutory audit	10.62	10.62
Reimbursement of expenses	-	0.11
	10.62	10.73

36(b) Expenditure on Corporate Social Responsibility

i. Gross amount required to be spent on Corporate

Social Responsibility during the year	44,65,504.00	75,98,515.00
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ii. Amount spent during the year on

(i) Construction and/acquisition of any asset	-	11,00,000.00
(ii) Other purposes (other than (i) above	-	54,94,494.00
(i) Doctor and Nurse fees	4,62,000.00	-
(ii) Purchase of medicines	1,41,429.00	-
	6,03,429.00	65,94,494.00

iii. Amount unspent during the year on

	38,62,075.00	10,04,021.00
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* During the year the board could not spend 2% of its average profit for the last three years since the CSR Committee is in the process of exploring the CSR projects which meet the CSR policy and statutory requirements.

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Particulars	for the Year Ended March 31, 2019 ₹	for the Year Ended March 31, 2018 ₹
37. Income tax expense		
(a) Income tax expense		
Current tax		
Current tax on profits for the year	603.00	450.91
Adjustments for current tax of prior periods	91.59	(125.64)
Total current tax expense	694.59	325.27
Deferred tax		
Deferred tax adjustments	64.02	(71.50)
Total deferred tax expense/(benefit)	64.02	(71.50)
Income tax expense	630.57	253.77
b) The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax from continuing operations	1,563.34	1,326.26
Income tax expense calculated at 34.944% (2017-18: 34.944%)	546.29	463.45
Tax effect of expenses that are not deductible in determining taxable profit:		
Effect of change in tax rate	-	(4.46)
Dividend income from equity instruments exempt u/s 10(34)	(43.42)	(0.03)
Deductions u/s 80IA	-	(104.43)
Expenses Disallowable u/s 14A	(43.42)	0.03
CSR expenditure	2.11	23.04
Effect of expenses that are not deductible in determining taxable profit	297.06	(123.83)
Income tax expense	758.62	253.77
c) Income tax recognised in other comprehensive income		
Deferred tax		
Remeasurement of defined benefit obligation	(70.55)	101.81
Total income tax recognised in other comprehensive income	(70.55)	101.81



d) Movement of deferred tax expense during the year ended March 31, 2019

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	(612.44)	(48.96)	-	(661.40)
Expenses allowable on payment basis under the Income Tax Act	150.74	106.34	(70.55)	186.53
Remeasurement of financial instruments under Ind AS	125.58	(2.64)	-	122.94
On Provision for Bad & Doubtful Debts	-	9.28	-	9.28
Total	(336.12)	64.02	(70.55)	(342.65)

e) Movement of deferred tax expense during the year ended March 31, 2018

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	(569.60)	(42.84)		(612.44)
Expenses allowable on payment basis under the Income Tax Act	71.61	(22.68)	101.81	150.74
Remeasurement of financial instruments under Ind AS	131.58	(6.00)		125.58
Total	(366.41)	(71.52)	101.81	(336.12)

38. Earnings per share

Particulars	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Profit for the year attributable to owners of the Company	932.77	929.49
Weighted average number of ordinary shares outstanding	50,31,909	50,31,909
Basic earnings per share (Rs)	18.54	18.47
Diluted earnings per share (Rs)	18.54	18.47

39. Turnover

Particulars	For the period Ended 31.03.2019		For the year Ended 31.03.2018	
	Quantity (Tonnes)	Value (₹)	Quantity (Tonnes)	Value (₹)
CHEMICAL DIVISION - MFG:				
Sodium Hydrosulphite	11,777	10,428.79	10,909	8,538.73
Liquid Sulphur Dioxide	518	113.39	1,075	204.75
Recovery Salts	2,065	430.82	6,715	905.70
Others	-	8.62	-	2.74
WIND MILLS				
Power (Units in Lakhs)	239	856.88	279	978.24
POWER DIVISION: MFG *				
Power (Units in Lakhs)	4,022	23,373.56	3,710	18,522.19
Coal Trading	13,302	711.52	-	-
		35,923.58		29,152.35

Sales are net of Sales Returns & Discount

40. Consumption of Raw Materials:

Particulars	For the period Ended 31.03.2019		For the year Ended 31.03.2018	
	Quantity (Tonnes)	Value (₹)	Quantity (Tonnes)	Value (₹)
CHEMICAL DIVISION :				
Sodium Formate	6,997	2,190.73	6,314	1,105.33
Caustic Soda Lye	3,040	1,285.76	3,967	1,309.17
Sulphur	5,222	642.68	5,416	530.03
Others	1,760	429.65	1,107	315.20
C R Sheets	860	450.63	722	320.12
POWER DIVISION:				
Coal	3,57,621	18,719.70	3,38,076	14,249.17
		23,719.15		17,829.02

The above consumption does not include the following produced internally for captive consumption

Liquid Sulphur Di-oxide 9,535 (2018 - 9,159) tonnes

Sodium Formate - (2018 - 1,220) tonnes

41. Capacities and Production:

	Capacity per annum		Opening Stock		Production	Closing Stock	
	Licenced (Tonnes)	Installed (Tonnes)	Quantity (Tonnes)	Value ₹	Quantity (Tonnes)	Quantity (Tonnes)	Value ₹
CHEMICAL DIVISION:							
Sodium Hydrosulphite	10,000	10,000	5	2.72	11,809	37	23.69
(Enhanced)			(12)	(7.10)	(10,908)	(5)	(2.72)
Liquid Sulphur Di-oxide	4,950	4,950	138	17.32	9,941	26	3.76
			(83)	(11.59)	(10,289)	(138)	(17.32)
Sulphoxilates	2,000	2,000	1	0.65	-	-	-
(Enhanced)			(1)	(0.73)	(0)	(1)	(0.65)
Recovery Salts			66	5.33	2,297	298	21.37
			(5,076)	(457)	(2,954)	(66)	(5.33)
Drum Plant			6,780	17.35	1,63,701	2,484	9.09
Packing Drums in all sizes			(7,742)	(22.83)	(1,45,134)	(6,780)	(17.35)
500 drums per day #							
POWER DIVISION:							
Generated units in lacs *	63.5 mw	63.5 mw			4,657		
					(4,108)		
WINDMILLS:							
Generated units in lacs @	16.5 mw	16.5 mw			242		
					(281)		

*The above production of units generated includes 422 lac units (2018-398) utilised for captive consumption

#The above production of drums includes 1,67,997 drums (2018- 1,46,096) utilised for captive consumption

@ The above production of units generated includes 58 lac units (2018-61) utilised for captive consumption

(Figures in brackets indicate those for previous year. Installed capacities are as certified by the Management.)



Particulars	for the Year Ended March 31, 2019 ₹	for the Year Ended March 31, 2018 ₹
42. Earnings in foreign currency		
FOB Value of Exports	2,915.37	2,312.85
	2,915.37	2,312.85
43. Expenditure in Foreign Currency on travel		
Travel Expenses	3.42	3.31
	3.42	3.31
44. Value of Imports calculated on CIF basis:		
Raw Materials	4,435.74	6,375.23
	4,435.74	6,375.23

45. Value of Raw Materials, Spares and Components consumed:

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Percentage (%)	₹	Percentage (%)	₹
(i) Raw Materials				
Imported	51	12,031.32	32	5,789.36
Indigenous	49	11,687.82	68	12,039.65
	100	23,719.15	100	17,829.01
(ii) Spares and Components				
Imported	33	209.73	3	12.76
Indigenous	67	420.88	97	493.09
	100	630.62	100	505.85

46. Managerial Remuneration:

Particulars	For the year Ended 31.03.2019 ₹	For the year Ended 31.03.2018 ₹
Salary, allowances and commission *	4,23,55,000	3,93,25,000
Contribution to Provident Fund & Group Gratuity Fund * *	30,68,400	28,26,000
Perquisites	66,15,197	57,15,334
	5,20,38,597	4,78,66,334

* Does not include an amount of ₹ (-) 15,90,000 /- (2018 - ₹ 83,10,000/-) towards actuarial valuation of earned leave entitlement and not actually drawn by the Managerial Persons.

** Does not include an amount of ₹ (-) 40,92,199/- (2018- ₹ 56,17,582/-) towards actuarial valuation of Gratuity entitlement and not actually drawn by the Managerial Persons.

47. Disclosure of hedged and unhedged foreign currency exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

As on March 31, 2019

	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	59,61,550	-	59,61,550	-	-	-	59,61,550
EUR	-	-	-	-	-	-	-
In INR	42,06,64,022	-	42,06,64,022	-	-	-	42,06,64,022

As on March 31, 2018

	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	-	-	-	-	-	-	-
EUR	-	-	-	-	-	-	-
in INR	-	-	-	-	-	-	-

Foreign currency sensitivity analysis

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. Any weakening of the functional currency may impact the Company's cost of imports. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%, which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Credit Risk Management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits.



The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Cash and Cash Equivalents and Bank deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved financial institutions/ counterparty. Investments primarily include bank deposits, etc. These bank deposits and counterparties have low credit risk. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in bank deposits, debt securities and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

48. Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
(a) The principal amount remaining unpaid at the end of the year*	6.85	17.62
(b) The delayed payments of principal amount paid beyond the appointed date during the year	-	-
(c) Interest actually paid under Section 16 of MSMED Act	-	-
(d) Normal Interest due and payable during the year, as per the agreed terms	-	-
(e) Total interest accrued during the year and remaining unpaid	-	-

*There are no micro, small and medium enterprises to whom the company owes dues which are outstanding for more than 45 days at the Balance Sheet date, computed on unit wise basis.

**The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

49. Commitments, contingent assets and contingent liability

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
Contingent Liability		
Unexpired letter of credit	4,694.49	-
On account of contracts to be executed	-	35.14
Bank guarantees outstanding	707.85	706.71
Claims against the company not acknowledged as debts	497.33	-
- Excise Duty*	8.02	8.02
- Income tax dispute pending	625.26	1,656.25
- Unpaid demand charges**	603.85	490.51
Contingent Assets	-	-

* The Company has preferred an appeal before the appellate authorities which is pending.

** The Company has filed a petition in the Honourable High Court of Madras against The Tamil Nadu Generation and Distribution Corporation Ltd., (TANGEDCO) to forebear them from demanding and collecting separate demand charges and energy charges as tariff for start-up power and to charge only energy charges and to refund the amount already collected on this account. The Company also filed a petition in the honourable High Court of Madras praying to grant an order of Interim Stay of all further proceedings in the matter filed in the original petition including by way of subsequent current consumption bills in so far as it relates to charges for start-up power. The Honourable High Court of Madras vide its Order dated 8th November, 2013 has passed an Order of Interim Stay in relation to charges for start-up power on the condition that the Company pays 50% of demand for start-up charges until further orders. Pursuant to the order the Company has been paying 50% of the demand for start-up charges on all the current consumption bills from October 2013 bill onwards. The balance 50% unpaid demand charges is not provided for in the Books of Accounts on account of the Interim Stay.

50. Operating Segments

The business of the Company falls under five segments i.e., (a) Chemical; (b) Power; (c) Biomass; (d) Windmill; and (e) Others in accordance with Ind AS 108 'Operating Segments' and segment information is given below:

i. Segment Revenue		
a. Chemical	11,273.46	9,785.72
b. Power	24,187.56	18,893.76
c. Biomass	0.90	112.44
d. Windmill	1,137.03	680.34
e. Others	34.31	157.74
Total	36,633.26	29,630.00
Less: Inter- Segment Turnover	1,081.41	1,034.70
Income from operations (Net)	35,551.85	28,595.30



Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
ii. Segment Results		
a. Chemical	1,304.18	1,514.71
b. Power	531.64	324.56
c. Biomass	(193.72)	(134.55)
d. Windmill	472.72	221.76
e. Others	(40.39)	131.22
Total	2,074.43	2,057.70
Finance cost	734.16	799.26
Other unallocable expenditure net of un-allocable income	(223.07)	(67.82)
Profit/ (Loss) from continuing operations	1,563.34	1,326.26
Profit Before Tax	1,563.34	1,326.26
iii. Segment Assets		
a. Chemical	34,464.23	32,111.86
b. Power	16,426.37	18,640.71
c. Biomass	3,246.23	2,824.58
d. Windmill	3,002.37	2,966.50
e. Others	485.41	561.73
Total assets	57,624.61	57,105.38
iv. Segment Liabilities		
a. Chemical	6,264.54	4,565.81
b. Power	9,143.75	11,277.52
c. Biomass	122.71	131.00
d. Windmill	116.57	136.25
e. Others	23.43	44.65
Total liabilities	15,671.00	16,155.23
v. Capital Employed (Segment Assets less Segment Liabilities)		
a. Chemical	28,199.69	27,546.04
b. Power	7,282.62	7,363.19
c. Biomass	3,123.51	2,693.59
d. Windmill	2,885.80	2,830.25
e. Others	461.99	517.08
Total Capital Employed	41,953.61	40,950.15

Disclosure relating to geographical area of operation

The manufacturing facilities of the Company is situated in India and no non-current assets are held outside India. The exports of the company are less than 10% of the total turnover and accordingly, no disclosure in respect of revenue from external customers based on geographical location is provided.

51. Operating lease arrangements

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
As Lessor The Company has entered into operating lease arrangements for certain surplus facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. Total lease income recognised in the Statement of Profit & Loss	55.69	179.13
As Lessee The Company has entered into operating lease arrangements for certain facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. Lease payments recognised in the Statement of Profit and Loss	65.40	50.45

52. Government Grants

The details of Government Grants received by the Company are as follows :

Duty drawback on exports	32.50	26.07
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Government assistance that has been recognised in the financial statements.

53. Investment Property

Amounts recognised in profit or loss for investment properties		
Rental income	31.18	172.53
Depreciation	6.21	1.10

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
Fair Value of investment property		
Land	282.79	282.79
Building	20.75	21.84

54. Financial Instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders.

Gearing Ratio:	March 31, 2019 ₹	March 31, 2018 ₹
Debt	903.32	1,262.30
Less: Cash and bank balances	618.02	85.67
Net debt	285.30	1,176.63
Total equity	41,970.99	40,950.17
Net debt to equity ratio (%)	0.68%	2.87%



Categories of Financial Instruments	March 31, 2019 ₹	March 31, 2018 ₹
Financial assets		
a. Measured at amortised cost		
Non-current investments	22,810.09	22,810.09
Other non-current financial assets	522.43	626.50
Trade receivables	7,869.68	7,821.54
Cash and cash equivalents	618.03	85.66
Bank balances other than above	71.01	59.81
Other financial assets	100.54	77.80
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments	101.36	93.81
Financial liabilities		
a. Measured at amortised cost		
Borrowings (Long term)	903.32	1,262.30
Other Non Current financial liabilities	350.55	401.03
Borrowings (short term)	4,565.89	6,222.86
Trade payables	6,847.27	4,758.83
Other financial liabilities	31.02	56.61
b. Mandatorily measured at fair value through profit or loss (FVTPL)	Nil	Nil

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using natural hedging financial instruments to hedge risk exposures. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates.

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Cash and Cash Equivalents and Bank deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved financial institutions/ counterparty. Investments primarily include bank deposits, etc. These bank deposits and counterparties have low credit risk. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in bank deposits, debt securities and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.



As on March 31, 2019

March 31, 2019	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	6847.26	-	-	6847.26
Other financial liabilities	31.02	-	-	31.02
Borrowings (including interest accrued thereon upto the reporting date)	-	-	-	-
	6878.28	-	-	6878.28

As on March 31, 2018

March 31, 2018	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	4,758.83	-	-	4,758.83
Other financial liabilities	56.61	-	-	56.61
Borrowings (including interest accrued thereon upto the reporting date)	-	-	-	-
	4,815.44	-	-	4,815.44

	March 31, 2019 ₹	March 31, 2018 ₹
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

55 Related party disclosure

a) List of parties having significant influence

Subsidiary company	: TCP Hotels Private Limited
Associate company	: Binny Mills Limited Thiruvalluvar Textiles Private Limited
Key management personnel (KMP)	: Shri V.R.Venkataachalam, Managing Director Shri V. Rajasekaran, Executive Director
Companies in which KMP are interested	: Tanchem Imports & Exports Private Limited

Relatives of KMP

The following persons are related to Shri V.R. Venkataachalam, Managing Director, as stated:

Shri V. Sengutuvan,	Son
Selvi V. Samyuktha	Daughter
Smt. T. Amudha,	Sister
Smt. M. Radha	Sister
Smt. Dr. R. Andal,	Sister

Entities in which relatives of KMP exercise significant influence TVRRS Enterprises

b) Transactions during the year

S.No	Nature of transactions	Amount	
		2018-19 ₹	2017-18 ₹
1	TCP Hotels Private Limited		
	Advances	(24.26)	(30.42)
	Rent paid	36.00	36.00
2	Tanchem Imports & Exports Private Limited		
	Advances	(7.66)	(1.36)
3	Thiruvalluvar Textiles Private Limited		
	Sale of Power	470.21	776.05
4	Binny Mills Limited		
	Advances	(4.69)	(156.70)
	Purchases	7.57	7.66
5	TVRRS Enterprises		
	Rent Paid	12.00	12.00
6	Mr. V.R. Venkataachalam		
	Interest on Unsecured loans	6.64	15.17
	Fixed Deposit	(0.64)	-
	Unsecured Loans received	71.81	(450.72)
	Interest paid on deposits	0.04	0.07
	Remuneration & Employee Benefits	283.20	341.64
7	Mr. V. Rajasekaran		
	Remuneration & Employee Benefits	237.19	276.30
8	Mr. V. Sengutuvan		
	Interest on Unsecured loans	7.96	(60.07)
	Unsecured Loans received	3.62	(26.77)
	Interest paid on deposits	-	1.83
9	Ms. V. Samyuktha		
	Interest on Unsecured loans	5.07	(30.87)
	Unsecured Loans received	1.20	11.06
	Interest paid on deposits	-	3.57
10	Ms. M. Radha		
	Interest paid on deposits	-	1.27



c) Balance outstanding at the year end

S.No	Nature of transactions	Amount	
		2018-19 ₹	2017-18 ₹
1	TCP Hotels Private Limited		
	Advances	(5.03)	19.23
	Investment in shares	893.25	893.25
2	Tanchem Imports & Exports Private Limited		
	Advances	(110.54)	(99.20)
3	Thiruvalluvar Textiles Private Limited		
	Investment in		
4	Binny Mills Limited		
	Advances	(0.13)	(4.56)
5	TVRRS Enterprises		
	Advances	0.66	0.66
6	Mr. V.R. Venkataachalam		
	Interest accrued on unsecured loans	20.84	16.11
	Unsecured Loans	103.23	31.42
7	Mr. V. Sengutuvan		
	Interest accrued on unsecured loans	15.99	8.03
	Unsecured Loans	91.37	87.75
8	Ms. V. Samyuktha		
	Interest accrued on unsecured loans	7.93	2.86
	Unsecured Loans	57.26	56.06
9	Ms. T. Amudha,		
	Interest accrued on unsecured loans	5.40	5.40
	Unsecured Loans	60.00	60.00
10	Ms. M. Radha		
	Interest accrued on unsecured loans	19.21	17.54
	Unsecured Loans	58.21	58.21
11	Dr. R. Andal		
	Interest accrued on unsecured loans	49.98	49.98
	Unsecured Loans	80.00	80.00

Notes to Financial Statements for the year ended March 31, 2019

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

56. Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident fund.

The total expense recognised in profit or loss of Rs. (-) 167.13 lakhs (for the year ended March 31, 2018: Rs. 234.96 lakhs) represents contribution payable to these plans by the Company at rates specified in the rules of the plan.

Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.



The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2019 ₹	March 31, 2018 ₹
Mortality Table	IALM(2006-08) Ult.	LIC (1994-1996) Table
Attrition rate	3.5% at all rates	3.5% at all rates
Discount Rate	7.71% p.a	7.71% p.a
Rate of increase in compensation level	3.50% p.a	3.50% p.a
Rate of Return on Plan Assets	3.50% p.a	3.50% p.a

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Particulars	March 31, 2019 ₹	March 31, 2018 ₹
Current service cost	28.95	32.50
Net interest expense	71.83	51.53
Return on plan assets (excluding amounts included in net interest expense)	(57.65)	(53.73)
Components of defined benefit costs recognised in profit or loss	43.13	30.30
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	(210.26)	204.65
Components of defined benefit costs recognised in other comprehensive income	(210.26)	204.65
	(167.13)	234.95

The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss.

The actuarial gain/ loss on remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Present value of defined benefit obligation	771.76	897.90
Fair value of plan assets	(802.16)	(730.83)
Net liability arising from defined benefit obligation	(30.40)	167.07
Funded	(30.40)	167.07
Unfunded	-	-
	(30.40)	167.07

The above provisions are reflected under 'Prepaid gratuity (other current liabilities)' [Refer note 15] and 'Provision for gratuity (short-term provisions)' [Refer note 27]

Movements in the present value of the defined benefit obligation in the current year were as follows:

Particulars	March 31, 2019 ₹	March 31, 2018 ₹
Opening defined benefit obligation	897.90	644.13
Current service cost	28.95	32.50
Interest cost	71.83	51.53
Actuarial (gains)/losses	(210.26)	204.65
Benefits paid	(16.66)	(34.91)
Closing defined benefit obligation	771.76	897.90

Movements in the fair value of the plan assets in the current year were as follows:

Opening fair value of plan assets	730.83	687.14
Expected return on assets	57.65	53.73
Contributions	30.35	24.87
Benefits paid	(16.66)	(34.91)
Expected return on plan assets (excluding amounts included in net interest expense)	-	-
Closing fair value of plan assets	802.17	730.83

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

(b) Compensated absences

Company is following the practice of valuing the compensated absence as per Ind AS 19 "Employee Benefits" based on the leave balance outstanding on the employees account on March 31st every year. The payment is done as and when claims are received from the employees or on the date of retirement/ relieving from the service of the company.

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense recognised during the year is Rs. 14.55 Lakhs (previous year Rs. 84.55 Lakhs).

For and on behalf of the board

As per our report of even date attached
For **M/s NSR & CO.,**
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019



FORM AOC - I

(PERSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2015) STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARY.

PART “ A ” : SUBSIDIARIES

1	SL NO	1
2	NAME OF THE SUBSIDIARY:	M/S TCP HOTELS PVT LTD.,
3	REPORTING PERIOD	01.04.2018 TO 31.03.2019
4	REPORTING CURRENCY	IN RUPEES
5	SHARE CAPITAL	5,00,000
6	RESERVES & SURPLUS	Rs. 9,41,01,475/-
7	TOTAL ASSETS	Rs. 9,41,71,975/-
8	TOTAL LIABILITIES	Rs. 70,500/-
9	INVESTMENTS	NIL
10	TURNOVER	Rs. 42,00,000/-
11	PROFIT BEFORE TAXATION	Rs. 36,86,891/-
12	PROVISION FOR TAXATION	Rs. 7,40,010/-
13	PROFIT AFTER TAXATION	Rs. 29,46,881/-
14	PROPOSED DIVIDEND	NIL
15	% OF SHAREHOLDING	96%

NOTE : DURING THE YEAR, THERE ARE NO SUBSIDIARIES WHICH ARE YET TO COMMENCE OPERATIONS OR WHICH HAVE BEEN LIQUIDATED OR SOLD DURING THE YEAR.

For and on behalf of the board

For M/s NSR & CO.,
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF TCP LIMITED****Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of TCP Limited ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the IND AS specified under section 133 of the act and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary 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 ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the subsidiary included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

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.

Other Matters

We did not audit the financials of M/s TCP Hotels Pvt Ltd, its subsidiary, whose financial statements reflect total assets of Rs 941.72 lakhs as at 31st March, 2019, total revenue of Rs 42 lakhs and net cash flows amounting to Rs 4.30 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are audited by other auditors, whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of the subsidiary and our report in terms of sub-sections (3) of Sec 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor and the financial statements certified by the management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of other auditor.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the



Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS 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 of the Company as on March 31, 2019 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls; refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is not in accordance with the provisions of section 197 read with Schedule V of the Act. However we are informed that the Company is in the process of getting the approval of the shareholders for waiving the recovery of excess remuneration.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.
 - ii. Provision has been made in the Consolidated Financial Statements as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long term contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For NSR & Co
Chartered Accountants
Firm Regn. No. 010522S

Place: Chennai
Date: 28th May, 2019

N Sowrirajan
Proprietor
M. No. 207820

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of TCP Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of TCP LIMITED (hereinafter referred to as “Company”) and its subsidiary company, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor’s 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 internal financial controls system over financial reporting of the Company and its subsidiary company.



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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 and to the best of our information and according to the explanations given to us, the Company and its subsidiary company, have, 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, 2019, based on the internal control over financial reporting criteria established by the respective companies 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.

For NSR & Co
Chartered Accountants
Firm Regn. No. 010522S

Place: Chennai
Date : 28th May, 2019

N Sowrirajan
Proprietor
M. No. 207820

T C P LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

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

Particulars	Note No.	As at March 31, 2019	As at March, 31 2018
A ASSETS		₹	₹
Non-current assets			
Property, plant and equipment	4	10,400.77	10,563.47
Intangible assets	4	15.79	30.71
Capital work in progress	5	1,193.02	1,151.91
Investment Property	6	303.54	304.63
Financial Assets			
Investments	7	22,018.20	22,010.65
Other financial assets	8	522.43	626.76
Other non-current assets	9	3,840.62	1,570.73
Total Non-current assets		38,294.37	36,258.85
Current assets			
Inventories	10	7,317.61	8,277.73
Financial Assets			
Trade receivables	11	7,911.18	7,851.54
Cash and cash equivalents	12	622.33	89.44
Bank balances other than above	13	71.01	59.81
Other Financial assets	14	100.54	77.80
Other current assets	15	3,356.03	4,528.44
Total Current Assets		19,378.71	20,884.76
Total Assets		57,673.08	57,143.61
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	503.19	503.19
Other equity	17	41,498.19	40,465.26
Total Equity		42,001.38	40,968.45
Equity attributable to the equity holders of the Company		41,999.27	40,967.52
Non-controlling interest		2.11	0.93
		42,001.38	40,968.45
Liabilities			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	18	903.32	1,262.30
Other financial liabilities (net)	19	350.55	401.03
Provisions	20	153.02	176.50
Deferred Tax Liabilities (net)	21	342.65	336.12
Other Non Current Liabilities	22	-	1.51
Total Non-Current Liabilities		1,749.54	2,177.46
Current liabilities			
Financial Liabilities			
Borrowings	23	4,565.89	6,222.86
Trade payables	24	6,847.34	4,758.91
Other financial liabilities	25	31.02	56.61
Other current liabilities	26	2,477.91	2,792.26
Short Term Provisions	27	-	167.07
Total Current liabilities		13,922.16	13,997.71
Total liabilities		15,671.70	16,175.16
Total Equity and Liabilities		57,673.08	57,143.61

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

As per our report of even date attached
For M/s NSR & CO.,
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

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

Particulars	Note No.	For the year ended 31 March, 2019	For the year ended 31 March, 2018
CONTINUING OPERATIONS		₹	₹
A Income			
Revenue from operations	28	36,090.86	29,543.98
Other income	29	268.25	92.33
Total Income		36,359.11	29,636.31
B Expenses			
(a) Cost of materials consumed	30	23,996.42	18,259.41
(b) Purchases of traded stock	31	777.59	-
(b) Changes in inventories of finished goods & work-in-progress	32	(14.54)	454.12
(c) Excise Duty Expenses		-	203.31
(c) Employee benefits expense	33	2,838.06	2,377.94
(d) Finance costs	34	734.16	799.26
(e) Depreciation	35	617.33	606.89
(f) Other expenses	36	5,809.88	5,569.68
Total expenses		34,758.90	28,270.61
C Profit before exceptional items and tax		1,600.21	1,365.70
Exceptional items		-	-
D Profit before tax from continuing operations		1,600.21	1,365.70
Income Tax expense:		-	-
(a) Current tax		610.40	458.33
(b) Taxes relating to earlier years		91.59	(125.64)
(c) Deferred tax (net)		(64.02)	71.50
Profit from continuing operations		962.24	961.51
E Other Comprehensive income			
Remeasurement of post employment benefit obligations		201.90	(291.35)
Income tax relating to these items		(70.55)	101.81
Other Comprehensive income (loss) for the year, net of tax		131.35	(189.54)
TOTAL OPERATIONS		1,093.59	771.97
Profit for the year		1,093.59	771.97
Earnings per Equity share :			
Basic and Diluted			
(i) Continuing operations		19.12	19.11
(ii) Diluted earnings per share		19.12	19.11

The accompanying notes form an integral part of the financial statements

For and on behalf of the board

As per our report of even date attached
For M/s NSR & CO.,
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019

T C P LIMITED

STATEMENT OF CONSOLIDATED CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2019

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

Particulars	For the year ended 31 March 2019 ₹	For the year ended 31 March 2018 ₹
A. Cash Flow From Operating Activities		
Profit before tax	1,600.21	1,365.70
Adjustments for		
Depreciation and amortization expense	617.33	606.89
Fair Value changes of investments considered to profit and loss	(7.56)	(8.24)
Remeasurement of investments in associates	-	0.65
Interest received	(98.81)	(68.03)
Dividend Income	(124.26)	(0.09)
Finance costs	672.94	729.55
	2,659.85	2,626.44
Change in operating assets and liabilities		
(Increase)/ decrease in loans and advances	-	-
(Increase)/ decrease in Other financial assets	81.58	(1.05)
(Increase)/ decrease in inventories	960.12	(1,631.25)
(Increase)/ decrease in trade receivables	(59.65)	(71.97)
(Increase)/ decrease in Other assets	(1,020.80)	(1,443.76)
Increase/ (decrease) in provisions and other liabilities	(377.22)	675.59
Increase/ (decrease) in trade payables	2,088.43	865.63
Cash generated from operations	4,332.33	1,019.63
Less : Income taxes paid (net of refunds)	(801.42)	(234.54)
Net cash from/ (used in) operating activities (A)	3,530.92	785.09
Cash Flows From Investing Activities		
Purchase of PPE (including changes in CWIP)	(479.74)	(141.18)
(Investments in)/ Maturity of fixed deposits with banks	(11.20)	(0.65)
Interest income	121.55	90.95
Dividend Income	124.26	0.09
Net cash from/ (used in) investing activities (B)	(245.13)	(50.79)



Particulars	For the year ended 31 March 2019 ₹	For the year ended 31 March 2018 ₹
Cash Flows From Financing Activities		
Proceeds from issue of equity share capital (net of share application money)	-	-
Proceeds from/ (repayment of) short term borrowings	(1,656.96)	1,737.03
Proceeds from/ (repayment of) long term borrowings	(358.97)	(1,377.01)
Finance costs	(676.31)	(1,017.94)
Dividend Paid	(50.32)	(50.32)
Tax on Dividend	(10.34)	(10.24)
Net cash from/ (used in) financing activities (C)	(2,752.90)	(718.48)
Net increase (decrease) in cash and cash equivalents (A+B+C)	532.89	15.82
Cash and cash equivalents at the beginning of the financial year	89.44	73.62
Cash and cash equivalents at end of the year	622.33	89.44
Notes:		
1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 “Cash Flow Statements”.		
2. Components of cash and cash equivalents		
Balances with banks		
- in current accounts	606.91	66.24
Cash on hand	15.42	23.20
	622.33	89.44

As per our report of even date attached

For and on behalf of the board

For **M/s NSR & CO.,**
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019

Statement of Consolidated Changes in Equity for the year ended March 31, 2019

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

(A) Equity Share Capital

Balance at the beginning of April, 2018	503.19
Changes in equity share capital during the year	-
Balance at the end of March, 2019	503.19

(B) Other Equity

Particulars	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Securities Premium Reserve	Total
Balance as at April, 2018	0.01	25.00	20,563.60	19,876.45	-	0.20	40,465.26
Additions/(deductions) during the year	-	-	500.00	131.35	(131.35)	-	500.00
Transfers to reserves during the year	-	-	-	(500.00)	-	-	(500.00)
Dividend and tax on dividend paid during the year	-	-	-	(60.66)	-	-	(60.66)
Total Comprehensive Income for the year	-	-	-	962.24	131.35	-	1,093.59
Balance as at March 31, 2019	0.01	25.00	21,063.60	20,409.37	-	0.20	41,498.19

As per our report of even date attached

For and on behalf of the board

For **M/s NSR & CO.,**
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019



Notes to Consolidated Financial Statements for the year ended March 31, 2019

1 Corporate Information

The Consolidated Financial Statements comprise financial statements of “TCP Limited” (“the Holding Company”) and its subsidiary (collectively referred to as “the Group”) for the year ended March 31, 2019.

TCP Limited is a Public Limited Company incorporated under the Companies Act, 1956. The Holding Company is engaged in the business of manufacturing and sale of Sodium Hydrosulphite, Liquid Sulphur Dioxide and generation and sale of power. The Holding Company has invested in TCP Hotels private Limited.

2 Basis of preparation of financial statements

Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (‘the Act’) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2017.

Basis of preparation and presentation

For all periods up to and including the year ended March 31, 2018, the Group prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The financial statements for the year ended March 31, 2019 are the first financial statements the Group has prepared in accordance with Ind AS with the date of transition as April 1, 2017. Refer to note 53 for information on how the Group adopted Ind AS.

The Consolidated Financial Statements comprises of TCP Limited and TCP Hotels Private Limited, being the entity that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

The Consolidated Financial Statements also includes the financials of Thiruvalluvar Textiles Private Limited and Binny Mills Limited, the associate companies accounted on equity method as per Ind AS 28 “Investments in Associates and Joint Ventures”.

Principles of Consolidation

- (a) The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.
- (c) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

- (d) The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.
- (e) Investment in Associates has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates and Joint Ventures.
- (f) Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company
- (g) Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Group's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

The financial statements are approved for issue by the Company's Board of Directors on 28th May, 2019.

2A Critical accounting estimates and management judgments

In application of the accounting policies, which are described in note 3, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant.

Information about significant areas of estimation, uncertainty and critical judgements used in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Property, Plant and Equipment (PPE), Intangible Assets and Investment Properties

The residual values and estimated useful life of PPEs, Intangible Assets and Investment Properties are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortization. Also, management judgement is exercised for classifying the asset as investment property or vice versa.



Current tax

Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law.

Deferred Tax Assets

Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Fair Value

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Impairment of Trade Receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Impairment of Non-financial assets (PPE/Intangible Assets/Investment property)

The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Defined Benefit Plans and Other long term benefits

The cost of the defined benefit plan and other long term benefits, and the present value of such obligation are determined by the independent actuarial valuer. An actuarial valuation involves making various assumptions that may differ from actual developments in future. Management believes that the assumptions used by the actuary in determination of the discount rate, future salary increases, mortality rates and attrition rates are reasonable. Due to the complexities involved in the valuation and its long term nature, this obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value. The inputs to these

models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Provisions and contingencies

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the reporting date. The actual outflow of resources at a future date may therefore vary from the figure estimated at end of each reporting period.

2B Recent accounting pronouncements**Standards issued but not yet effective**

The following standards have been notified by Ministry of Corporate Affairs

- a. Ind AS 115 – Revenue from Contracts with Customers (effective from April 1, 2019)
- b. Appendix B to Ind AS 21 Foreign currency transactions and advance consideration
- c. Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses

The Group is evaluating the requirements of the above standards/ its applicability to the Group and the effect on the financial statements is also being evaluated.

3 Significant Accounting Policies**a) Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified 12 months as its operating cycle.



b) Fair value measurement

The Group has applied the fair value measurement wherever necessitated at each reporting period.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i) In the principal market for the asset or liability;
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non - financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and the best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 : Quoted (unadjusted) market prices in active market for identical assets or liabilities;

Level 2 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 : Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group has designated the respective team leads to determine the policies and procedures for both recurring and non - recurring fair value measurement. External valuers are involved, wherever necessary with the approval of Group's board of directors. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

For the purpose of fair value disclosure, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above. The component wise fair value measurement is disclosed in the relevant notes.

c) Revenue Recognition**Sale of goods**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue on sale of goods is recognised when the risk and rewards of ownership is transferred to the buyer, which generally coincides with the dispatch of the goods or as per the Inco-terms agreed with the customers.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. It comprises of invoice value of goods after deducting discounts, volume rebates and applicable taxes on sale. It also excludes value of self-consumption.

Power Generation

Power generated from windmills that are covered under wheeling and banking arrangement with the State Electricity Board/ Electricity Distribution Companies are consumed at factories. The monetary values of such power generated that are captively consumed are not recognised as revenue.

Sale of renewable energy certificates

Revenue from sale of renewable energy certificate is recognised on sale of such certificate and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Export entitlements

Export entitlements from Government authorities are recognised in the statement of profit and loss when the right to receive credit as per the terms of the scheme is established in respect of the exports made by the Group, and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Rental income

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

Dividend income

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date, which is generally when shareholders approve the dividend.



d) Property, plant and equipment and capital work in progress

Presentation

Property, plant and equipment and capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Component Cost

All material/ significant components have been identified for our plant and have been accounted separately. The useful life of such component are analysed independently and wherever components are having different useful life other than plant they are part of, useful life of components are considered for calculation of depreciation.

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of repairs and maintenance are recognised in the statement of profit and loss as incurred.

Machinery spares/ insurance spares that can be issued only in connection with an item of fixed assets and their issue is expected to be irregular are capitalised. Replacement of such spares is charged to revenue. Other spares are charged as revenue expenditure as and when consumed.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e) Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

Depreciation is provided on straight line method, over the useful lives specified in Schedule II to the Companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing 5000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of a separately acquired intangible asset comprises (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and (b) any directly attributable cost of preparing the asset for its intended use.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Estimated useful lives of the intangible assets are as follow:

Assets Category	Estimated useful life (in years)
Technical know-how	5

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

g) Investment property

Investment properties are properties held to earn rentals and/or for capital appreciation (including property under construction for such purposes).

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16 - Property, plant and equipment's requirements for cost model. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Group depreciates investment property as per the useful life prescribed in Schedule II of the Companies Act, 2013.

Though the Group measures investment property using the cost-based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model.



An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss in the period in which the property is derecognised.

h) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Costs are determined on weighted average method following basis :

- i) **Raw materials, consumable stores and machinery spares** : At purchase cost, viz., the landed cost, excluding taxes.
- ii) **Work in progress**: At cost, which includes the cost of raw materials and an appropriate share of production overheads on weighted average cost basis up to the stage of completion or the net realisable value, whichever is lower, after adjustment of unrealised profits on inter division transfer.
- iii) **Finished goods and waste** : At the lower of the cost or net realisable value. The cost includes landed cost of raw materials consumed, conversion costs and other costs directly attributable to bring the finished goods to the present location and condition, as reduced by recovery of by-products.

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

i) Financial Instruments

Financial assets

Financial assets and financial liabilities are recognised when an entity becomes a party to the contractual provisions of the instruments.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified on the basis of their contractual cash flow characteristics and the entity's business model of managing them.

Financial assets are classified into the following categories:

- Financial instruments other than equity instruments at amortised cost
- Financial instruments other than equity instruments at fair value through other comprehensive income (FVTOCI)

- Financial instruments other than equity instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Financial instruments other than equity instruments at amortised cost

The Group classifies a financial instruments other than equity instruments as at amortised cost, if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Financial instruments other than equity instruments at FVTOCI

The Group classifies a financial instrument other than equity at FVTOCI, if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial instruments other than equity instruments included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the profit and loss statement. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Financial instruments other than equity instruments at FVTPL

The Group classifies all financial instruments other than equity instruments, which do not meet the criteria for categorization as at amortized cost or as FVTOCI, as at FVTPL.

Financial instruments other than equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. Where the Group makes an irrevocable election of equity instruments at FVTOCI, it recognises all subsequent changes in the fair value in other comprehensive income, without any recycling of the amounts from OCI to profit and loss, even on sale of such investments.



Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Name of the financial asset
Amortised cost	Trade receivables, Loans to related parties, deposits, interest receivable and other advances recoverable in cash
FVTOCI	Equity investments in companies other than Subsidiaries and Associates as an option exercised at the time of initial recognition.
FVTPL	Other investments in equity instruments.

Derecognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets that are debt instruments and are measured at FVTOCI
- c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime Expected Credit Loss (ECL) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 months ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 months ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, the Group considers all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument and Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss, net of lien available on securities held against the receivables. This amount is reflected under the head 'other expenses' in the profit and loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, which reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- **Financial instruments other than equity instruments measured at FVTOCI:** Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar



credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of the financial asset	Impairment Testing Methodology
Trade Receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL and as at amortised cost.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Classification	Name of the financial liability
Amortised cost	Borrowings, Trade payables, Interest accrued, Unclaimed/ Disputed dividends, Security deposits and other financial liabilities not for trading.
FVTPL	Foreign exchange Forward contracts being derivative contracts do not qualify for hedge accounting under Ind AS 109 and other financial liabilities held for trading.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.



The following table shows various reclassification and how they are accounted for:

S.No.	Original classification	Revised classification	Accounting treatment
1.	Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in P&L.
2.	FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
3.	Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
4.	FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
5.	FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
6.	FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j. Foreign currency transactions and translations

Transactions and balances

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. However, for practical reasons, the Group uses an average rate, if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

k. Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Group determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Group which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Group capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

l. Taxes**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.



Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

m. Retirement and other employee benefits

Short-term employee benefits

A liability is recognised for short-term employee benefit in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Defined contribution plans

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plans

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Compensated absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognized in the period in which the absences occur.

Other long term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by the employees up to the reporting date.

n. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains,

a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to April 1, 2017, the Group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease. All other leases are operating leases.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Group's general policy on the borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

o. Impairment of non financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

p. Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.



Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Group discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

q. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

r. Cash Flow Statement

Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

s. Earnings per share

The basic earnings per share are computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, as appropriate.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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

4. Property, plant and equipment

PARTICULARS	Tangible Assets											Intangible Assets	
	Land	Lease hold Land	Lease hold Buildings	Buildings	Plant and Machinery	Water Supply Works	Computers	Office Equipment	Miscellaneous equipment	Furniture and Fittings	Vehicles		Total
Deemed Cost as at April 1, 2018	2,421.91	18.46	97.22	1,374.65	6,398.08	20.38	14.89	4.13	42.91	31.67	139.18	10,563.47	30.71
Additions	122.44	-	-	15.51	95.20	-	2.24	0.51	1.42	0.69	200.63	438.63	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2019	2,544.34	18.46	97.22	1,390.16	6,493.27	20.38	17.12	4.64	44.33	32.35	339.81	11,002.10	30.71
Additions	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Cost as at March 31, 2019	2,544.34	18.46	97.22	1,390.16	6,493.27	20.38	17.12	4.64	44.33	32.35	339.81	11,002.10	30.71
Depreciation/Amortization													
Charge for the year	-	-	5.12	66.18	455.79	0.96	4.51	0.59	14.24	4.00	49.94	601.33	14.91
Ind AS Adjustments													-
Disposals													-
As at March 31, 2019	-	-	5.12	66.18	455.79	0.96	4.51	0.59	14.24	4.00	49.94	601.33	14.91
Charge for the year													
Ind AS Adjustments													-
Disposals													
As at March 31, 2019	-	-	5.12	66.18	455.79	0.96	4.51	0.59	14.24	4.00	49.94	601.33	14.91
Net Block													
As at April 1, 2018	2,421.91	18.46	97.22	1,374.65	6,398.08	20.38	14.89	4.13	42.91	31.67	139.18	10,563.47	30.71
As at March 31, 2019	2,544.34	18.46	92.11	1,323.98	6,037.48	19.42	12.61	4.05	30.10	28.35	289.87	10,400.77	15.79



Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
5. Capital Work-in-progress		
Capital work in progress	1,193.02	1,151.91
	1,193.02	1,151.91
6. Investment property		
Land	282.79	282.79
Buildings	20.75	21.84
	303.54	304.63
7. Non-current investments		
Investments in equity instruments		
Non-trade - Unquoted - at cost		
Associates		
M/s Thiruvalluvar Textiles Private Limited (70,000 equity shares of Rs.100/- each)	70.00	70.00
Non-trade-Unquoted - Fair valued through profit and loss*		
Other companies		
Jugal Chemicals Ltd (10,000 shares of Rs.10/- each)	1.00	1.00
Madras Enterprises Ltd (in demat form) (13,67,050 shares of Rs.1/- each)	35.98	35.98
Non-trade-Quoted - Fair valued through profit and loss*		
Associates		
Binny Mills Ltd (5,664 shares of Rs.10/- each)	13.58	13.58
Clariant Chemicals (India) Ltd (352 shares of Rs.10/- each)	2.90	2.30
Indian Overseas Bank (28,100 shares of Rs.10/- each)	12.95	12.10
IDBI Bank Ltd (27,360 shares of Rs.10/- each)	25.21	18.22
Allahabad Bank (in demat form) (17,700 shares of Rs.10/- each)	9.74	10.64
Non-trade-Unquoted - at amortised cost		
Investment in preference shares (27,60,54,066 (April 1, 2018 - 27,60,54,066) preference shares of Rs.5/- each)	13,802.70	13,802.70
M/s. Thiruvalluvar Textiles Pvt Ltd. (18,14,075 (April 1, 2018 - 18,14,075) preference shares of Rs.100/- each)	8,120.37	8,120.37
National Savings Certificates	0.23	0.23
	22,094.67	22,087.11
Less: Provision for diminution in value of investments	76.46	76.46
	22,018.20	22,010.65
* Fair values have been determined to the extent information available with the Company in respect of the investments in unlisted companies. In the opinion of the management, the impact of fair value changes, is not considered to be material.		
Total non-current investments		
Aggregate amount of quoted investments	64.39	56.83
Aggregate market value of quoted investments	64.39	56.83
Aggregate cost of unquoted investments	22,030.28	22,030.28
Aggregate amount of impairment in value of investments	76.46	76.46

T C P LIMITED

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
8. Other non-current Financials Assets		
(Unsecured, considered good)		
Bank deposits maturing after 12 months from the reporting date *	345.85	400.45
Security deposits	176.58	226.32
	522.43	626.76
* represents earmarked deposits held as per Companies (Deposit Acceptance) Rules 2014 and as margin money against letter of credit		
9. Other non-current assets		
(Unsecured, considered good)		
Capital Advances	2,146.38	-
Advance for vehicle	109.11	85.00
Advance for property	662.55	662.58
Advance Income Tax (net of provisions)	922.58	823.15
	3,840.62	1,570.73
10. Inventories		
Raw Materials	3,232.71	5,275.35
Goods in Transit	1,427.63	563.94
Work in Progress	63.33	75.44
Finished goods (other than those acquired for trading)	57.90	43.36
Stores and spares	2,536.04	2,319.65
	7,317.61	8,277.73
Inventory comprise of Raw Materials		
Sodium Formate	341.76	445.75
Caustic Soda Lye	46.16	55.33
Sulphur	65.08	115.74
Coal	2,693.16	4,586.21
Others	86.55	72.32
	3,232.71	5,275.35
Work in progress		
Sodium Formate	-	-
Caustic Soda Lye	16.10	12.96
Sulphur	1.82	1.71
Others	45.41	60.77
	63.33	75.44
Finished goods		
Sodium Hydrosulphite	23.69	2.72
Liquid Sulphur Dio-xide	3.76	-
Others	30.46	40.65
	57.90	43.36
11. Trade receivables		
(Unsecured, considered good)		
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment	3,308.11	2,386.62
Other Trade Receivables	4,576.50	5,464.92
Less: Provision for Bad & Doubtful Debts	(26.57)	-
	7,911.18	7,851.54



Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
12. Cash and cash equivalents		
Cash on hand	15.42	23.20
Balances with Banks		
In current accounts	606.91	66.25
	622.33	89.44
13. Other Bank Balances		
Unpaid dividend account	0.30	59.15
Bank deposits maturing within 12 months from the reporting date	70.71	0.65
	71.01	59.81
14. Other current financial assets		
(Unsecured, considered good doubtful)		
Inter-corporate deposits and interest accrued thereon	192.09	306.64
Less: Allowance for expected credit loss	(192.09)	-306.64
	-	-
(Unsecured, considered good)		
Interest accrued	100.54	77.80
	100.54	77.80
15. Other current assets		
(Unsecured, considered good)		
Loans and advances to related parties		
Others	0.66	0.66
Advance for allotment of shares		
Loans and advances to employees	4.11	94.68
Prepaid expenses	147.84	88.28
Prepaid gratuity	30.41	-
Balance with the Government Authorities		
GST credit receivable	12.64	12.20
Claims recoverable	484.30	264.04
Advance to suppliers	2,344.07	3,787.26
Others advances	332.02	281.33
	3,356.03	4,528.44
16. Capital		
Authorised Share Capital		
1,17,50,000 Equity shares of Rs. 10 each with voting rights	1,180.00	1,180.00
11% Cumulative Redeemable preference shares of Rs.100/- each	25.00	25.00
	1,205.00	1,205.00
Issued Share Capital		
50,31,909 Equity shares of Rs. 10 each with voting rights	503.19	503.19
	503.19	503.19
Subscribed and fully paid up share capital		
50,31,909 Equity shares of Rs. 10 each with voting rights	503.19	503.19
	503.19	503.19

T C P LIMITED

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
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Notes:

1. Reconciliation of number of equity shares subscribed	50,31,909	50,31,909
Balance at the beginning and end of the year	50,31,909	50,31,909

2. Shares issued for consideration other than cash

There are no shares which have been issued for consideration other than cash during the last 5 years.

3. The company does not have any holding company

4. Shareholders holding more than 5% of the total share capital

Name of the share holder	March 31, 2019		March 31, 2018	
	No of shares	% of Holding	No of shares	% of Holding
The Thiruvalluvar Textiles Pvt Ltd	13,08,300	26.00%	13,08,300	26.00%
Shri V R Venkataachalam	12,43,249	24.71%	12,30,359	24.45%
ICL Financial Services Ltd	4,59,480	9.13%	4,59,480	9.13%
Shri V Sengutuvan	3,61,664	7.19%	3,61,764	7.19%
ICL Securities Ltd	2,70,272	5.37%	2,70,272	5.37%

5. Rights, preferences and restrictions in respect of equity shares issued by the Company

The company has only one class of equity shares having a par value of Re.10 each. The equity shares of the company having par value of Re.10/- rank pari-passu in all respects including voting rights and entitlement to dividend. The dividend proposed if any, by the Board of Directors, is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year, the Company proposed a dividend of INR 1/- per equity share held (Previous year INR 1/- per equity share held)

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
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17. Other Equity

Capital Reserve	0.01	0.01
Capital Redemption Reserve	25.00	25.00
General Reserve	21,063.60	20,563.60
Retained earnings	20,409.37	19,876.44
Securities Premium Reserve	0.20	0.20
	41,498.18	40,465.26

a) Capital reserve

Balance at the beginning and end of the year	0.01	0.01
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b) Capital Redemption Reserve

Balance at the beginning and end of the year	25.00	25.00
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c) General reserve

Balance at the beginning of the year	20,563.60	20,063.60
Transfer from retained earnings	500.00	500.00
Balance at the end of the year	21,063.60	20,563.60



Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
d) Retained earnings		
Balance at the beginning of the year	19,876.44	19,665.03
Comprehensive income for the year	962.24	961.51
Transfer to General Reserve	(500.00)	(500.00)
Transfer from OCI	131.35	(189.54)
Dividend paid	(50.32)	(50.32)
Tax on dividend paid	(10.34)	(10.24)
Balance at the end of the year	20,409.37	19,876.44
e) Other Comprehensive Income		
Additions during the year	131.35	(189.54)
Transfer to balance in profit and loss account	(131.35)	189.54
Balance at the end of the year		
18. Long Term borrowings		
Unsecured-Considered good		
Loans from		
Key Management Personnel	103.23	31.42
Relatives of Key Management Personnel	346.84	342.02
Others	284.95	283.20
Deposits from		
Key Management Personnel	-	0.64
Inter corporate deposit	168.30	154.41
Others	-	450.61
	903.32	1,262.30
19. Other non financial liabilities		
Security deposits received	-	30.00
Advance received	149.88	137.99
Unamortised interest income	200.67	233.04
	350.55	401.03
20. Provisions (Non-current)		
Provision for Compensated Absences	153.02	176.50
	153.02	176.50
21. Deferred tax liabilities (Net)		
Deferred Tax Liability		
On property plant and equipment	661.40	612.44
	661.40	612.44
Deferred Tax Asset		
On expenses allowable on payment basis	186.56	150.76
On fair valuation of financial instruments	122.91	125.56
On Provision for Bad & Doubtful Debts	9.28	-
	318.75	276.32
Net Deferred tax liability/ (asset)	342.65	612.44
22. Other Non-Current Liabilities		
Other Non Current Liabilities	-	1.51
	-	1.51
23. Current liabilities - Financial Liabilities: Borrowings		
Secured loans		
Cash Credit loans from		
Indian Overseas Bank	462.25	1,098.99
State Bank of India	1,031.86	407.12
IDBI Bank	1,071.78	1,716.75
Short term Loans from		
IOB	-	3,000.00
HDFC	2,000.00	-
	4,565.89	6,222.86

T C P LIMITED

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
Terms of loan and security details		
Cash Credit loans and short term loans from banks are secured by a pari passu first charge on the inventory of raw materials, stores and spares and finished goods and a pari passu second charge on the fixed assets of the Company (movable and immovable assets) except wind mills, the corporate office building and specific land and buildings situated at Bawa Road, Chennai and is collaterally secured by the personal guarantee of Shri V R Venkataachalam, promoter director of the Company.		
Short term Loans from bank are secured by first charge on the Corporate Office building and specific land and buildings situated at Bawa Road, Chennai and is collaterally secured by the personal guarantee of Shri V R Venkataachalam, promoter director of the Company.		
24.Trade Payables		
Dues to Micro and Small Enterprises **	6.85	17.62
Dues to others		
Acceptances	4,694.49	-
Other than acceptances	2,146.00	4,741.29
	6,847.34	4,758.91
**DuestoMicroandSmallEnterpriseshavebeendeterminedtotheextentsuchpartieshavebeenidentifiedon the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date. Please refer note 42.		
25.Other current financial liabilities		
Advances received from parties	-	-
Security deposits received	31.02	56.61
	31.02	56.61
26.Other current liabilities		
Current maturities of long-term debt from		
Key Management Personnel	-	-
Relatives of Key Management Personnel	-	-
Others	444.41	846.12
Unclaimed deposits	94.54	53.42
Interest accrued but not due on borrowings	34.64	57.73
Interest accrued and due on borrowings from		
Key Management Personnel	20.84	16.11
Relatives of Key Management Personnel	98.81	83.82
Others	211.04	186.87
Other Payables		
Statutory dues payable	120.05	148.38
Advances from customers	169.91	219.07
Employee related payables	439.25	357.31
Unpaid dividend	0.30	59.15
Others Current Liabilities	844.12	764.28
	2,477.91	2,792.26



Particulars	For the year ended March 31, 2019 ₹	For the year ended March 31, 2018 ₹
27. Provisions (Current)		
Provision for gratuity	-	167.07
	-	167.07
28. Revenue from operations		
Sale of products (Refer Note (i) below)	35,923.58	29,152.35
Other operating revenues (Refer Note (ii) below)	167.28	391.63
Total	36,090.86	29,543.98
(i) Sale of products comprises		
Manufactured goods		
Sodium Hydrosulphite	10,428.79	8,534.94
Liquid Sulphur Dioxide	113.39	204.75
Recovery Salts	430.82	909.48
Power (Units in Lakhs)	24,230.43	19,500.43
Coal Trading	711.52	-
Miscellaneous Sales	8.63	2.75
Total - Sale of manufactured goods	35,923.58	29,152.35
Total - Sale of products	35,923.58	29,152.35
(ii) Other operating revenue comprises		
Sales- Scrap	21.17	32.90
Sale of Renewable Energy Certificate	-	111.52
Export Incentive	32.50	26.07
Insurance Claims	10.46	-
Rent Received	31.18	178.53
Miscellaneous Income	65.97	42.61
Total - Other operating revenues	161.28	391.63
29. Other income		
Interest Income		
Deposits	26.29	25.47
Interest on loans and advances given	72.52	9.89
Other interest	-	32.67
Dividend Income		
Non Current Investments	124.26	0.09
Net gain fair value of investments	7.56	8.25
Gain on exchange rate fluctuations	-	2.08
Rent received	24.50	6.60
Other non operating income	-	-
Unclaimed credits written back	2.18	7.28
Prior period items	10.94	-
Total	268.25	92.33

T C P LIMITED

Particulars	For the year ended March 31, 2019 ₹	For the year ended March 31, 2018 ₹
30. Cost of materials consumed		
Materials Consumed		
Opening Stock	5,839.29	3,775.41
(Add) Purchases	22,817.47	20,323.29
(Less) Closing Stock	(4,660.34)	(5,839.29)
Cost of Material Consumed before adjusting WIP	23,996.42	18,259.41
(Add) Closing W.I.P.	-	-
(Less) Opening W.I.P.	-	-
Net Materials consumed	23,996.42	18,259.41
 Cost of material consumed		
Sodium Formate	2,190.73	1,098.11
Caustic Soda Lye	1,285.76	1,311.57
Sulphur	642.68	530.38
Coal consumed	18,719.70	14,249.17
CR Sheets consumed	450.63	320.12
Others	706.92	750.06
Total	23,996.42	18,259.41
 31. Purchase of stock-in-trade - Traded goods		
Non-cooking coal	777.59	-
	777.59	-
 32. Changes in inventories of work-in-progress and finished goods		
Opening Balance		
Finished goods	43.36	499.18
Work-in-progress	-	73.74
	43.36	572.92
Closing Balance		
Finished goods	57.90	43.36
Work-in-progress	-	75.44
	57.90	118.80
Total changes inventories of work-in-progress and finished goods	(14.54)	454.12
 33. Employee benefits expense		
Salaries, wages and bonus	2,246.61	1,806.93
Contribution to provident and other funds	154.34	153.70
Staff/ workmen welfare expenses	437.11	417.31
	2,838.06	2,377.94
 34. Finance Cost		
Interest on Borrowings	672.94	729.55
Bank Proccessing charges	61.22	69.71
	734.16	799.26



Particulars	For the year ended March 31, 2019 ₹	For the year ended March 31, 2018 ₹
35. Depreciation and amortization expense		
Depreciation of property, plant and equipment	601.32	590.88
Amortization of Intangible assets	14.91	14.91
Depreciation on Investment property	1.10	1.10
	617.33	606.89
36. Other expenses		
Consumption of stores and spare parts	115.27	86.46
Increase / (decrease) of excise duty on inventory	-	(52.93)
Power and fuel	3,295.89	2,616.21
Rent	29.40	14.45
Repairs and maintenance - Buildings	51.58	64.15
Repairs and maintenance - Machinery	755.18	1,230.18
Repairs and maintenance - Others	117.22	132.35
Insurance	81.04	78.75
Rates and taxes	486.46	443.28
Communication	27.60	27.02
Travelling and conveyance	68.81	63.70
Printing and stationery	15.30	13.50
Freight and forwarding	62.18	47.57
Sales commission	27.23	60.42
Business promotion	8.55	6.04
Legal and professional	22.41	6.80
Fees	210.20	207.97
Payments to auditors (Refer Note (i) below)	10.70	10.73
Bad trade and other receivables written off	71.58	-
Prov for Bad & Doubtful Debts (Drs)	26.57	-
Long pending advances written off	13.98	-
Net loss on foreign currency transactions	9.14	-
Prior period items	-	7.67
Company Social Responsibility Expenses	6.03	65.94
Investment Maintenance Expenses	0.06	0.52
Bank Processing charges	0.10	-
Miscellaneous expenses	297.40	438.25
Remeasurement of Investments in Associates	-	0.65
Total	5,809.88	5,569.68
36(a) Payments made to auditors comprises		
As auditors - Statutory audit	10.70	10.62
Reimbursement of expenses	-	0.11
	10.70	10.73

T C P LIMITED

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
36(b) Expenditure on Corporate Social Responsibility		
i. Gross amount required to be spent on Corporate Social Responsibility during the year	44,65,504.00	75,98,515.00
ii. Amount spent during the year on		
(i) Construction and/acquisition of any asset	-	11,00,000.00
(ii) Other purposes (other than (i) above	-	54,94,494.00
(i) Doctor and Nurse fees	4,62,000.00	-
(ii) Purchase of medicines	1,41,429.00	-
	6,03,429.00	65,94,494.00
iii. Amount unspent during the year on	38,62,075.00	10,04,021.00
* During the year the board could not spend 2% of its average profit for the last three years since the CSR Committee is in the process of exploring the CSR projects which meet the CSR policy and statutory requirements.		
37. Income tax expense		
(a) Income tax expense		
Current tax		
Current tax on profits for the year	603.00	450.91
Adjustments for current tax of prior periods	91.59	(125.64)
Total current tax expense	694.59	325.27
Deferred tax		
Deferred tax adjustments	64.02	(71.50)
Total deferred tax expense/(benefit)	64.02	(71.50)
Income tax expense	630.57	253.77
b) The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax from continuing operations	1,563.34	1,326.26
Income tax expense calculated at 34.944% (2017-18: 34.944%)	546.29	463.45
Tax effect of expenses that are not deductible in determining taxable profit:		
Effect of change in tax rate	-	(4.46)
Dividend income from equity instruments exempt u/s 10(34)	(43.42)	(0.03)
Deductions u/s 80IA	-	(104.43)
Expenses Disallowable u/s 14A	(43.42)	0.03
CSR expenditure	2.11	23.04
Effect of expenses that are not deductible in determining taxable profit	297.06	(123.83)
Income tax expense	758.62	253.77
c) Income tax recognised in other comprehensive income		
Deferred tax		
Remeasurement of defined benefit obligation	(70.55)	101.81
Total income tax recognised in other comprehensive income	(70.55)	101.81



d) Movement of deferred tax expense during the year ended March 31, 2019

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	(612.44)	(48.96)	-	(661.40)
Expenses allowable on payment basis under the Income Tax Act	150.74	106.34	(70.55)	186.53
Remeasurement of financial instruments under Ind AS	125.58	(2.64)	-	122.94
On Provision for Bad & Doubtful Debts	-	9.28	-	9.28
Total	(336.12)	64.02	(70.55)	(342.65)

e) Movement of deferred tax expense during the year ended March 31, 2018

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	(569.60)	(42.84)		(612.44)
Expenses allowable on payment basis under the Income Tax Act	71.61	(22.68)	101.81	150.74
Remeasurement of financial instruments under Ind AS	131.58	(6.00)		125.58
Total	(366.41)	(71.52)	101.81	(336.12)

38. Earnings per share

Particulars	For the year Ended 31.03.2019	For the year Ended 31.03.2018
Profit for the year attributable to owners of the Company	962.24	961.51
Weighted average number of ordinary shares outstanding	50,31,909	50,31,909
Basic earnings per share (Rs)	19.12	19.11
Diluted earnings per share (Rs)	19.12	19.11

39. Turnover

Particulars	For the period Ended 31.03.2019		For the year Ended 31.03.2018	
	Quantity (Tonnes)	Value (₹)	Quantity (Tonnes)	Value (₹)
CHEMICAL DIVISION - MFG:				
Sodium Hydrosulphite	11,777	10,428.79	10,909	8,538.73
Liquid Sulphur Dioxide	518	113.39	1,075	204.75
Recovery Salts	2,065	430.82	6,715	905.70
Others	-	8.62	-	2.74
WIND MILLS				
Power (Units in Lakhs)	239	856.88	279	978.24
POWER DIVISION: MFG *				
Power (Units in Lakhs)	4,022	23,373.56	3,710	18,522.19
Coal Trading	13,302	711.52	-	-
		35,923.58		29,152.35

Sales are net of Sales Returns & Discount

40. Consumption of Raw Materials:

CHEMICAL DIVISION :				
Sodium Formate	6,997	2,190.73	6,314	1,105.33
Caustic Soda Lye	3,040	1,285.76	3,967	1,309.17
Sulphur	5,222	642.68	5,416	530.03
Others	1,760	429.65	1,107	315.20
C R Sheets	860	450.63	722	320.12
POWER DIVISION:				
Coal	3,57,621	18,719.70	3,38,076	14,249.17
		23,719.15		17,829.02

The above consumption does not include the following produced internally for captive consumption

Liquid Sulphur Di-oxide 9,535 (2018 - 9,159) tonnes

Sodium Formate - (2018 - 1,220) tonnes

41. Capacities and Production:

	Capacity per annum		Opening Stock		Production	Closing Stock	
	Licenced (Tonnes)	Installed (Tonnes)	Quantity (Tonnes)	Value ₹	Quantity (Tonnes)	Quantity (Tonnes)	Value ₹
CHEMICAL DIVISION:							
Sodium Hydrosulphite (Enhanced)	10,000	10,000	5 (12)	2.72 (7.10)	11,809 (10,908)	37 (5)	23.69 (2.72)
Liquid Sulphur Di-oxide	4,950	4,950	138 (83)	17.32 (11.59)	9,941 (10,289)	26 (138)	3.76 (17.32)
Sulphoxilates (Enhanced)	2,000	2,000	1 (1)	0.65 (0.73)	- (0)	- (1)	- (0.65)
Recovery Salts			66 (5,076)	5.33 (457)	2,297 (2,954)	298 (66)	21.37 (5.33)
Drum Plant			6,780	17.35	1,63,701	2,484	9.09
Packing Drums in all sizes 500 drums per day #			(7,742)	(22.83)	(1,45,134)	(6,780)	(17.35)
POWER DIVISION:							
Generated units in lacs *	63.5 mw	63.5 mw			4,657 (4,108)		
WINDMILLS:							
Generated units in lacs @	16.5 mw	16.5 mw			242 (281)		

*The above production of units generated includes 422 lac units (2018-398) utilised for captive consumption

#The above production of drums includes 1,67,997 drums (2018- 1,46,096) utilised for captive consumption

@ The above production of units generated includes 58 lac units (2018-61) utilised for captive consumption

(Figures in brackets indicate those for previous year. Installed capacities are as certified by the Management.)



Particulars	for the Year Ended March 31, 2019 ₹	for the Year Ended March 31, 2018 ₹
42. Earnings in foreign currency		
FOB Value of Exports	2,915.37	2,312.85
	2,915.37	2,312.85
43. Expenditure in Foreign Currency on travel		
Travel Expenses	3.42	3.31
	3.42	3.31
44. Value of Imports calculated on CIF basis:		
Raw Materials	4,435.74	6,375.23
	4,435.74	6,375.23

45. Value of Raw Materials, Spares and Components consumed:

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	Percentage (%)	₹	Percentage (%)	₹
(i) Raw Materials				
Imported	51	12,031.32	32	5,789.36
Indigenous	49	11,687.82	68	12,039.65
	100	23,719.14	100	17,829.01
(ii) Spares and Components				
Imported	33	209.73	3	12.76
Indigenous	67	420.88	97	493.09
	100	630.61	100	505.85

46. Managerial Remuneration:

Particulars	For the year Ended 31.03.2019 ₹	For the year Ended 31.03.2018 ₹
Salary,allowances and commission *	4,23,55,000	3,93,25,000
Contribution to Providend Fund & Group Gratuity Fund * *	30,68,400	28,26,000
Perquisites	66,15,197	57,15,334
	5,20,38,597	4,78,66,334

* Does not include an amount of ₹ (-) 15,90,000 /- (2018 - ₹ 83,10,000/-) towards actuarial valuation of earned leave entitlement and not actually drawn by the Managerial Persons.

** Does not include an amount of ₹ (-) 40,92,199/- (2018- ₹ 56,17,582/-) towards actuarial valuation of Gratuity entitlement and not actually drawn by the Managerial Persons.

47. Disclosure of hedged and unhedged foreign currency exposure

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

As on March 31, 2019

	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	59,61,550	-	59,61,550	-	-	-	59,61,550
EUR	-	-	-	-	-	-	-
In INR	42,06,64,022	-	42,06,64,022	-	-	-	42,06,64,022

As on March 31, 2018

	Liabilities			Assets			Net overall exposure on the currency - net assets / (net liabilities)
	Gross exposure	Exposure hedged using derivatives	Net liability exposure on the currency	Gross exposure	Exposure hedged using derivatives	Net asset exposure on the currency	
USD	-	-	-	-	-	-	-
EUR	-	-	-	-	-	-	-
in INR	-	-	-	-	-	-	-

Foreign currency sensitivity analysis

Movement in the functional currencies of the various operations of the Company against major foreign currencies may impact the Company's revenues from its operations. Any weakening of the functional currency may impact the Company's cost of imports. The foreign exchange rate sensitivity is calculated for each currency by aggregation of the net foreign exchange rate exposure of a currency and a simultaneous parallel foreign exchange rates shift in the foreign exchange rates of each currency by 2%, which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 2% change in foreign currency rates.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

Credit Risk Management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/ investing activities, including deposits with banks and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.



Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and, based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank, guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Cash and Cash Equivalents and Bank deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved financial institutions/ counterparty. Investments primarily include bank deposits, etc. These bank deposits and counterparties have low credit risk. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in bank deposits, debt securities and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

48. Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
(a) The principal amount remaining unpaid at the end of the year*	6.85	17.62
(b) The delayed payments of principal amount paid beyond the appointed date during the year	-	-
(c) Interest actually paid under Section 16 of MSMED Act	-	-
(d) Normal Interest due and payable during the year, as per the agreed terms	-	-
(e) Total interest accrued during the year and remaining unpaid	-	-

*There are no micro, small and medium enterprises to whom the company owes dues which are outstanding for more than 45 days at the Balance Sheet date, computed on unit wise basis.

**The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

49. Commitments, contingent assets and contingent liability

Contingent Liability		
Unexpired letter of credit	4,694.49	-
On account of contracts to be executed	-	35.14
Bank guarantees outstanding	707.85	706.71
Claims against the company not acknowledged as debts	497.33	-
- Excise Duty*	8.02	8.02
- Income tax dispute pending	6,25.26	1,656.25
- Unpaid demand charges**	603.85	490.51
Contingent Assets	-	-

* The Company has preferred an appeal before the appellate authorities which is pending.

** The Company has filed a petition in the Honourable High Court of Madras against The Tamil Nadu Generation and Distribution Corporation Ltd., (TANGEDCO) to forebear them from demanding and collecting separate demand charges and energy charges as tariff for start-up power and to charge only energy charges and to refund the amount already collected on this account. The Company also filed a petition in the honourable High Court of Madras praying to grant an order of Interim Stay of all further proceedings in the matter filed in the original petition including by way of subsequent current consumption bills in so far as it relates to charges for start-up power. The Honourable High Court of Madras vide its Order dated 8th November, 2013 has passed an Order of Interim Stay in relation to charges for start-up power on the condition that the Company pays 50% of demand for start-up charges until further orders. Pursuant to the order the Company has been paying 50% of the demand for start-up charges on all the current consumption bills from October 2013 bill onwards. The balance 50% unpaid demand charges is not provided for in the Books of Accounts on account of the Interim Stay.

50. Operating Segments

The business of the Company falls under five segments i.e., (a) Chemical; (b) Power; (c) Biomass; (d) Windmill; and (e) Others in accordance with Ind AS 108 'Operating Segments' and segment information is given below:



Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
i. Segment Revenue		
a. Chemical	11,273.46	9,785.72
b. Power	23,386.31	18,156.96
c. Biomass	0.90	112.44
d. Windmill	856.88	382.44
e. Others	40.31	157.74
Total	35,557.85	28,595.31
Less: Inter-Segment Turnover	1,081.41	1,034.70
Income from operations (Net)	36,639.26	29,630.01
ii. Segment Results		
a. Chemical	1,304.18	1,514.71
b. Power	531.64	324.56
c. Biomass	(193.72)	(134.55)
d. Windmill	472.72	221.76
e. Others	(3.52)	170.66
Total	2,111.30	2,097.14
Finance cost	734.16	799.26
Other unallocable expenditure net of un-allocable income	223.07	67.82
Profit/ (Loss) from continuing operations	1,600.21	1,365.70
Profit Before Tax	1,600.21	1,365.70
iii. Segment Assets		
a. Chemical	33,570.98	8,911.35
b. Power	16,426.37	40,947.96
c. Biomass	3,246.23	2,824.58
d. Windmill	3,002.37	2,966.50
e. Others	1,427.12	1,493.22
Total assets	57,673.08	57,143.61
iv. Segment Liabilities		
a. Chemical	6,264.54	4,565.81
b. Power	9,143.75	11,277.52
c. Biomass	122.71	131.00
d. Windmill	116.57	136.25
e. Others	24.12	64.58
Total liabilities	15,671.70	16,175.16
v. Capital Employed (Segment Assets less Segment Liabilities)		
a. Chemical	27,306.44	4,345.54
b. Power	7,282.62	29,670.44
c. Biomass	3,123.51	2,693.59
d. Windmill	2,885.80	2,830.25
e. Others	1,403.00	1,428.63
Total Capital Employed	42,001.38	40,968.45

Disclosure relating to geographical area of operation

The manufacturing facilities of the Company is situated in India and no non-current assets are held outside India. The exports of the company are less than 10% of the total turnover and accordingly, no disclosure in respect of revenue from external customers based on geographical location is provided.

51. Operating lease arrangements

Particulars	Year ended March 31, 2019 ₹	Year ended March 31, 2018 ₹
As Lessor The Company has entered into operating lease arrangements for certain surplus facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. Total lease income recognised in the Statement of Profit & Loss	24.50	6.60
As Lessee The Company has entered into operating lease arrangements for certain facilities. The leases are cancellable at the option of either party to lease and may be renewed based on mutual agreement of the parties. Lease payments recognised in the Statement of Profit and Loss	65.40	50.45

52. Government Grants

The details of Government Grants received by the Company are as follows :

Duty drawback on exports	32.50	26.07
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Government assistance that has been recognised in the financial statements.

53. Investment Property

Amounts recognised in profit or loss for investment properties		
Rental income	31.18	172.53
Depreciation	6.21	1.10

Particulars	As at March 31, 2019 ₹	As at March 31, 2018 ₹
Fair Value of investment property		
Land	282.79	282.79
Building	20.75	21.84

54. Financial Instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders.



Gearing Ratio:	March 31, 2019 ₹	March 31, 2018 ₹
Debt	903.32	1,262.30
Less: Cash and bank balances	622.33	85.67
Net debt	280.99	1,176.63
Total equity	42,001.38	40,950.17
Net debt to equity ratio (%)	0.67%	2.87%

Categories of Financial Instruments

Financial assets		
a. Measured at amortised cost		
Non-current investments	21,916.84	22,810.09
Other non-current financial assets	522.43	626.50
Trade receivables	7,911.18	7,821.54
Cash and cash equivalents	622.33	85.66
Bank balances other than above	71.01	59.81
Other financial assets	100.54	77.80
b. Mandatorily measured at fair value through profit or loss (FVTPL)		
Investments	101.36	93.81
Financial liabilities		
a. Measured at amortised cost		
Borrowings (Long term)	903.32	1,262.30
Other Non Current financial liabilities	350.55	401.03
Borrowings (short term)	4,565.89	6,222.86
Trade payables	6,847.34	4,758.83
Other financial liabilities	31.02	56.61
b. Mandatorily measured at fair value through profit or loss (FVTPL)	Nil	Nil

Financial risk management objectives

The treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Company seeks to minimise the effects of these risks by using natural hedging financial instruments to hedge risk exposures. The Company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates.

Credit risk management

Credit risk arises when a customer or counterparty does not meet its obligations under a customer contract or financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities primarily trade receivables and from its financing/investing activities, including deposits with banks and foreign exchange transactions. The Company has no significant concentration of credit risk with any counterparty.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure is the total of the carrying amount of balances with banks, short term deposits with banks, trade receivables, margin money and other financial assets excluding equity investments.

(a) Trade Receivables

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation, credit limit of each customer is defined. Wherever the Company assesses the credit risk as high, the exposure is backed by either bank guarantee/letter of credit or security deposits.

The Company does not have higher concentration of credit risks to a single customer. As per simplified approach, the Company makes provision of expected credit losses on trade receivables using a provision matrix to mitigate the risk of default in payments and makes appropriate provision at each reporting date wherever outstanding is for longer period and involves higher risk.

(b) Investments, Cash and Cash Equivalents and Bank deposits

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only with approved financial institutions/ counterparty. Investments primarily include bank deposits, etc. These bank deposits and counterparties have low credit risk. The Company has standard operating procedures and investment policy for deployment of surplus liquidity, which allows investment in bank deposits, debt securities and restricts the exposure in equity markets.

Offsetting related disclosures

Offsetting of cash and cash equivalents to borrowings as per the consortium agreement is available only to the bank in the event of a default. Company does not have the right to offset in case of the counter party's bankruptcy, therefore, these disclosures are not required.

Liquidity risk management

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit, which carry minimal mark to market risks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.



As on March 31, 2019

March 31, 2019	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	6847.26	-	-	6847.26
Other financial liabilities	31.02	-	-	31.02
Borrowings (including interest accrued thereon upto the reporting date)	-	-	-	-
	6878.28	-	-	6878.28

As on March 31, 2018

March 31, 2018	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Trade payables	4,758.83	-	-	4,758.83
Other financial liabilities	56.61	-	-	56.61
Borrowings (including interest accrued thereon upto the reporting date)	-	-	-	-
	4,815.44	-	-	4,815.44

	March 31, 2019 ₹	March 31, 2018 ₹
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

55 Related party disclosure

a) List of parties having significant influence

- Subsidiary company : TCP Hotels Private Limited
- Associate company : Binny Mills Limited
Thiruvalluvar Textiles Private Limited
- Key management personnel (KMP) : Shri V.R.Venkataachalam, Managing Director
Shri V. Rajasekaran, Executive Director
- Companies in which KMP are interested : Tanchem Imports & Exports Private Limited

Relatives of KMP

The following persons are related to Shri V.R. Venkataachalam, Managing Director, as stated:

Shri V. Sengutuvan,	Son
Selvi V. Samyuktha	Daughter
Smt. T. Amudha,	Sister
Smt. M. Radha	Sister
Smt. Dr. R. Andal,	Sister

Entities in which relatives of KMP exercise significant influence TVRRS Enterprises

b) Transactions during the year

S.No	Nature of transactions	Amount	
		2018-19 ₹	2017-18 ₹
1	TCP Hotels Private Limited		
	Advances	(24.26)	(30.42)
	Rent paid	36.00	36.00
2	Tanchem Imports & Exports Private Limited		
	Advances	(7.66)	(1.36)
3	Thiruvalluvar Textiles Private Limited		
	Sale of Power	470.21	776.05
4	Binny Mills Limited		
	Advances	(4.69)	(156.70)
	Purchases	7.57	7.66
5	TVRRS Enterprises		
	Rent Paid	12.00	12.00
6	Mr. V.R. Venkataachalam		
	Interest on Unsecured loans	6.64	15.17
	Fixed Deposit	(0.64)	-
	Unsecured Loans received	71.81	(450.72)
	Interest paid on deposits	0.04	0.07
	Remuneration & Employee Benefits	283.20	341.64
7	Mr. V. Rajasekaran		
	Remuneration & Employee Benefits	237.19	276.30
8	Mr. V. Sengutuvan		
	Interest on Unsecured loans	7.96	(60.07)
	Unsecured Loans received	3.62	(26.77)
	Interest paid on deposits	-	1.83
9	Ms. V. Samyuktha		
	Interest on Unsecured loans	5.07	(30.87)
	Unsecured Loans received	1.20	11.06
	Interest paid on deposits	-	3.57
10	Ms. M. Radha		
	Interest paid on deposits	-	1.27



c) Balance outstanding at the year end

S.No	Nature of transactions	Amount	
		2018-19 ₹	2017-18 ₹
1	TCP Hotels Private Limited		
	Advances	(5.03)	19.23
	Investment in shares	893.25	893.25
2	Tanchem Imports & Exports Private Limited		
	Advances	(110.54)	(99.20)
3	Thiruvalluvar Textiles Private Limited		
	Investment in		
3	Binny Mills Limited		
	Advances	(0.13)	(4.56)
4	TVRRS Enterprises		
	Advances	0.66	0.66
5	Mr. V.R. Venkataachalam		
	Interest accrued on unsecured loans	20.84	16.11
	Unsecured Loans	103.23	31.42
6	Mr. V. Sengutuvan		
	Interest accrued on unsecured loans	15.99	8.03
	Unsecured Loans	91.37	87.75
7	Ms. V. Samyuktha		
	Interest accrued on unsecured loans	7.93	2.86
	Unsecured Loans	57.26	56.06
8	Ms. T. Amudha,		
	Interest accrued on unsecured loans	5.40	5.40
	Unsecured Loans	60.00	60.00
9	Ms. M. Radha		
	Interest accrued on unsecured loans	19.21	17.54
	Unsecured Loans	58.21	58.21
10	Dr. R. Andal		
	Interest accrued on unsecured loans	49.98	49.98
	Unsecured Loans	80.00	80.00

Notes to Financial Statements for the year ended March 31, 2019

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

56. Retirement benefit plans

Defined contribution plans

In accordance with Indian law, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the Provident fund .

The total expense recognised in profit or loss of Rs. (-) 167.13 lakhs (for the year ended March 31, 2018: Rs. 234.96 lakhs) represents contribution payable to these plans by the Company at rates specified in the rules of the plan.

Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the market yields on government bonds denominated in Indian Rupees. If the actual return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.



The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2019 ₹	March 31, 2018 ₹
Mortality Table	IALM(2006-08) Ult.	LIC (1994-1996) Table
Attrition rate	3.5% at all rates	3.5% at all rates
Discount Rate	7.71% p.a	7.71% p.a
Rate of increase in compensation level	3.50% p.a	3.50% p.a
Rate of Return on Plan Assets	3.50% p.a	3.50% p.a

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Particulars	March 31, 2019 ₹	March 31, 2018 ₹
Current service cost	28.95	32.50
Net interest expense	71.83	51.53
Return on plan assets (excluding amounts included in net interest expense)	(57.65)	(53.73)
Components of defined benefit costs recognised in profit or loss	43.13	30.30
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	(210.26)	204.65
Components of defined benefit costs recognised in other comprehensive income	(210.26)	204.65
	(167.13)	234.95

The current service cost and the net interest expense for the year are included in the employee benefits expense in profit or loss.

The actuarial gain/ loss on remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Present value of defined benefit obligation	771.76	897.90
Fair value of plan assets	(802.16)	(730.83)
Net liability arising from defined benefit obligation	(30.40)	167.07
Funded	(30.40)	167.07
Unfunded	-	-
	(30.40)	167.07

The above provisions are reflected under 'Prepaid gratuity (other current liabilities)' [Refer note 15] and 'Provision for gratuity (short-term provisions)' [Refer note 27]

Movements in the present value of the defined benefit obligation in the current year were as follows:

Particulars	March 31, 2019 ₹	March 31, 2018 ₹
Opening defined benefit obligation	897.90	644.13
Current service cost	28.95	32.50
Interest cost	71.83	51.53
Actuarial (gains)/losses	(210.26)	204.65
Benefits paid	(16.66)	(34.91)
Closing defined benefit obligation	771.76	897.90

Movements in the fair value of the plan assets in the current year were as follows:

Opening fair value of plan assets	730.83	687.14
Expected return on assets	57.65	53.73
Contributions	30.35	24.87
Benefits paid	(16.66)	(34.91)
Expected return on plan assets (excluding amounts included in net interest expense)	-	-
Closing fair value of plan assets	802.17	730.83

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

(b) Compensated absences

Company is following the practice of valuing the compensated absence as per Ind AS 19 "Employee Benefits" based on the leave balance outstanding on the employees account on March 31st every year. The payment is done as and when claims are received from the employees or on the date of retirement/ relieving from the service of the company.

The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense recognised during the year is Rs. 14.55 Lakhs (previous year Rs. 34.55 Lakhs).

For and on behalf of the board

As per our report of even date attached
For **M/s NSR & CO.,**
Chartered Accountants
(FRN No.010522S)

V R Venkataachalam
Managing Director

V Rajasekaran
Executive Director

Ravi Selvarajan
Company Secretary

N Sowrirajan
Proprietor
M.No 207820

Place : Chennai
Date : 28th May, 2019

T C P LIMITED

Registered Office: No.4, Karpagambal Nagar, Mylapore, Chennai 600 004.

CIN: U24200TN1971PLC005999

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No. / Client ID No. : DP ID No.

I / We, being the member(s) of equity Shares of TCP Limited, hereby appoint.....

1. Name : E-mail Id:

Address:

..... Signature:.....

or failing him/ her.....

2. Name : E-mail Id:

Address:

..... Signature:.....

or failing him/ her.....

3. Name : E-mail Id:

Address:

..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the forty seventh annual general meeting of the company to be held on 27th September 2019 at 4.30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of audited financial statements and Directors' report and Auditors' Report for the financial year ended 31st March 2019.
2. Declaration of dividend on the equity shares for the financial year ended 31st March, 2019.
3. Appointment of a Director in place of Smt. V. Samyuktha (DIN 02691981), who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of Shri T. Bhasker Raj (DIN: 02724086) as director of the Company liable to retire by rotation.
5. Appointment of Shri T. Yeswanth (DIN: 01236613) as director of the Company liable to retire by rotation.
6. Appointment of Shri C. Saravanan (DIN: 01038557) as director of the Company liable to retire by rotation.
7. Appointment of Shri M. Parthasarathi (DIN 03209175) as an Independent director of the Company, not liable to retirement by rotation, for a second term of five consecutive years.
8. Appointment of Shri Bharatbala Ganapathy (DIN: 00659260) as an Independent director of the Company, not liable to retirement by rotation, for a term of five consecutive years.
9. Appointment of Shri Chaniyilparampu Nanappan Ramchand (DIN: 05166709) as an Independent director of the Company, not liable to retirement by rotation, for a term of five consecutive years.
10. Appointment of Shri Ashwath Naroth (DIN: 05343532) as an Independent director of the Company, not liable to retirement by rotation, for a term of five consecutive years.
11. Approve the remuneration of the Cost Auditor for the Financial year ending 31st March, 2020.
12. Approve the waiver of the recovery of the amount refundable to the Company by Shri V. R. Venkataachalam, Managing Director [DIN 00037524] and Shri V. Rajasekaran, Executive Director [DIN 00037006] in respect of the managerial remuneration drawn in excess of the limits prescribed in section 197 of the Companies Act, 2013, during the financial year ended 31st March 2019, in accordance with the provisions of section 197 (10) of the Companies Act, 2013.

Signed this day of 2019

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix one
Rupee
Revenue
Stamp

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at No.4, Karpagambal Nagar, Mylapore, Chennai 600 004, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

ATTENDANCE SLIP

T C P LIMITED

Registered Office: No.4, Karpagambal Nagar, Mylapore, Chennai 600 004.
CIN: U24200TN1971PLC005999

1. Full Name of the Shareholder/proxy.....
2. Registered Folio No/DPID & Client ID No. of Shares.....
3. If Proxy, full name of the Shareholder.....

I hereby record my presence at the 47th Annual General Meeting of the members of the company at No.4, (Old No.10) Karpagambal Nagar, Mylapore, Chennai 600 004 on Friday, the 27th September 2019 at 4.30 P.M.

.....
(Signature of shareholder/proxy)

Important: This attendance slip must be handed over at the entrance of the meeting hall.

