

**Tatia**

GLOBAL VENNTURE LTD.

CIN No. L18101TN1994PLC026546

August 30, 2019

**TO  
THE CORPORATE SERVICES DEPARTMENT  
THE BOMBAY STOCK EXCHANGE LIMITED  
25<sup>TH</sup> FLOOR, P.J.TOWERS,  
DALAL STREET,  
MUMBAI - 400 001**

Dear Sir,

**Kind attention: Mr.Rakesh Parekh - Department of Corporate Services**

**Sub: Annual Report 2018-2019 OF M/s.TATIA GLOBAL VENNTURE LIMITED  
Scrip Code: 521228**

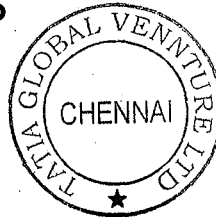
Please find enclosed herewith the soft copy of Annual Report 2018-2019 of **M/s.TATIA GLOBAL VENNTURE LIMITED- Scrip Code: 521228**, for your kind reference and record purposes.

Kindly acknowledge the receipt.

Thanking you,  
Yours faithfully,  
**For TATIA GLOBAL VENNTURE LTD**



**AUTHORISED SIGNATORY**





**Tatia**  
GLOBAL VENTURE LTD.

**ANNUAL REPORT 2018 - 2019**



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Annual General Meeting will be held on Thursday, 26<sup>th</sup> September 2019 at 10.00 a.m. at New No.29 ,Old No.12, Mookathal Street, III Floor, Purasawalkam, Chennai – 600 007.

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

### CORPORATE INFORMATION

<b>BOARD OF DIRECTORS:</b>	<b>DIN Nos:</b>	<b>DESIGNATION</b>
Mr.S.P.Bharat Jain Tatia	00800056	Managing Director
Mr.S. Pannalal Jain Tatia	01208913	Additional Director (Appointed on 12.02.2019)
Mr. Arun Kumar Bafna	00900505	Independent Director
Mrs. S. Shobha	07666001	Independent Director
Mrs. Chandrakantha Tatia	00625648	Director (Resigned on 01.02.2019)

### COMMITTEES

- : 1) Audit Committee
- |                            |            |
|----------------------------|------------|
| Mrs. S. Shobha             | : Chairman |
| Mr. S.P. Bharat Jain Tatia | : Member   |
| Mr. Arun Kumar Bafna       | : Member   |
- 2) Stakeholders Relationship Committee
- |                            |            |
|----------------------------|------------|
| Mr. Arun Kumar Bafna       | : Chairman |
| Mrs. S. Shobha             | : Member   |
| Mr. S. Pannalal Jain Tatia | : Member   |
- (Appointed on 12.02.19)
- 3) Nomination and Remuneration Committee
- |                          |            |
|--------------------------|------------|
| Mrs. S. Shobha           | : Chairman |
| Mrs. Chandrakantha Tatia | : Member   |
- (Resigned on 01.02.19)
- |                            |          |
|----------------------------|----------|
| Mr. Arun Kumar Bafna       | : Member |
| Mr. S. Pannalal Jain Tatia | : Member |
- (Appointed on 12.02.19)

### STATUTORY AUDITORS

- : M/s J.V. Ramanujam & Co.  
Chartered Accountants  
F1, Lakshmi New No.56, Old. No.28,  
Third Main Road, Raja Annamalaipuram,  
Chennai – 600 028. Ph : 044-24342325

### INTERNAL AUDITORS

- : M/s. KBR & Co.,  
Chartered Accountants  
No.28/16,Venkatachalam Street,  
West Mambalam, Chennai 600033  
Ph: 044-42801717

<b>REGISTERED OFFICE &amp; CORPORATE OFFICE</b>	: New No.29, Old NO.12, Mookathal Street, II Floor Purasawalkam, Chennai - 600 007. Ph: 044-48676774 E-mail: <a href="mailto:tatiainfo@vsnl.com">tatiainfo@vsnl.com</a> , Website: <a href="http://www.tatia.co.in">www.tatia.co.in</a> CIN: L18101TN1994PLCO26546
<b>STOCK EXCHANGE</b>	: Bombay Stock Exchange Ltd
<b>INVESTOR GRIEVANCE COMPLIANCE OFFICER</b>	: Mr. S.P. Bharat Jain Tatia E-mail : <a href="mailto:tatiainfo@gmail.com">tatiainfo@gmail.com</a> Ph: 044-48676774
<b>CHIEF FINANCIAL OFFICER</b>	: Mrs. Narmata Parekh
<b>BANKERS</b>	: State Bank of Travancore Commercial Branch, Teynampet, Chennai - 600 018  HDFC Bank Limited No.40, Nungambakkam High Road, Chennai - 600 034
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	: M/s Purva Sharegistry (India) Pvt Ltd No.9, Shiv Shakti Ind.Estate, J.R.Boricha Marg, Lower Parel(E), MUMBAI 400 011 Ph: 022-23012518/022-23016761 E-mail: <a href="mailto:support@purvashare.com">support@purvashare.com</a>
<b>SECRETARIAL AUDITOR</b>	: P.S. Srinivasan, M/s. Lakshmi Subramanian & Associates, #81, Murugesu Naicker Complex, Greams Road, Thousand Lights, Chennai – 600 006. Ph: 044-2829272/73

**M/s. TATIA GLOBAL VENNTURE LIMITED**

Regd. Office: New No.29, Old No.12, Mookathal Street,  
II Floor, Purasawalkam, Chennai 600 007

WEBSITE: www.tatia.co.in; e-mail: tatiainfo@gmail.com

CIN: L18101TN1994PLC026546

**NOTICE OF THE ANNUAL GENERAL MEETING**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, the 26<sup>th</sup> September, 2019 at 10.00 a.m, at New No.29, Old No.12, Mookathal Street, III Floor, Purasawalkam, Chennai 600 007 to transact the following business:

**ORDINARY BUSINESS**

**1. Item No.1 – Adoption of financial statements**

To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2019 and the Statement of Profit & Loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

**2. Item No: 2- Appointment of Mr. S.P. Bharat Jain Tatia as a Director liable to retire by rotation**

To appoint a Director in the place of Mr.S.P.Bharat Jain Tatia (DIN: 00800056) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

**Item No.3 – Appointment of Mr. S. Pannalal Jain Tatia as the Director of the Company.**

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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. S. Pannalal Jain Tatia (DIN : 01208913 ), of 70 years of age who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 12.02.2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a recommendation under Section 160 of the Act from the Nomination and Remuneration Committee proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non executive, Promoter Director of the Company.”

**Item No.4 – Appointment of Mr.S.P.Bharat Jain Tatia as the Managing Director of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint ,Mr.S.P.Bharat Jain Tatia , as the Managing Director (DIN: 00800056) designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, i.e March 31,2020, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**"RESOLVED FURTHER THAT**, the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. S P Bharat Jain Tatia, Managing Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits as per Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT**, any Directors of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

**Item No.5 – Borrowing Powers of The Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow such sum or sums of money from time to time and on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company, subject to the condition that such borrowing shall not exceed Rs.25,00,00,000/- (Rupees Twenty Five Crores only) at any point in time, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained by the Company from its bankers in the ordinary course of its business) may exceed the aggregate of the paid-up capital and free reserves of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto".

**By Order of the Board  
For TATIA GLOBAL VENNTURE LIMITED  
Sd/-  
S.P.Bharat Jain Tatia  
Managing Director  
Din.No.00800056**

Place : Chennai  
Date : 28.08.2019

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT APPOINTING PROXY (DULY COMPLETED, STAMPED AND SIGNED) IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY.**
3. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.

4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance.
5. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
6. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
7. With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
8. The equity shares of the Company are listed in The Bombay Stock Exchange Limited.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the **Register of Members and Share Transfer books of the Company will remain closed from 20th September, 2019 to 26th September, 2019 (both days inclusive).**
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM
11. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors as per the SEBI notification No.SEBI/LAD/NRO/GN/2018/24 dated 8th June 2018 and further notification dated 3rd December 2018 that transfer of physical shares will not be processed by the Company after 31st of March 2019. Members are therefore , requested to dematerialise their shareholding to avoid inconvenience.
12. Members holding shares in physical form are requested to immediately notify change in their address if any to the Registrar and Share Transfer Agents of the Company ie M/s. Purva Sharegistry (India) Pvt Ltd , No.9,Shiv Shakti Ind.Estate,J.R.Boricha Marg, Lower Parel(E),MUMBAI 400 011, quoting their Folio Number(s).
13. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details ,ECS mandates, email addresses ,nominations, power of attorney, change of address/ name etc to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer agent. Any such changes effected by the DP's will automatically reflect in the Companys subsequent records.
14. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email addresses with your depository participants.
15. Members may also note that the notice to the 25th Annual General Meeting and the Annual Report of the Company will be available at the Company's website [www.tatia.co.in](http://www.tatia.co.in).
16. Regulation 44(2) of SEBI (LODR) Regulations 2015 permits sending of soft copies of Annual Reports to all those members who have registered their e-mail addresses for the purpose.
17. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
18. Members desirous of obtaining any information concerning the accounts of the Company are

requested to address their queries to the Compliance Officer at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.

19. All documents referred to in the accompanying Notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.
20. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, M/s. Purva Sharegistry (India) Pvt Ltd.
21. Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.
22. Information in respect of unclaimed dividend when due for transfer to the Investor Education and Protection Fund.

The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2019.

23. The route map showing directions to reach the venue of the 25th Annual General Meeting is annexed.

#### 24. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer members facility to exercise their right to vote on resolutions proposed to be considered at the 25th Annual General Meeting (AGM) by electronic means through e-voting services. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services (India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

##### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares	For Members holding shares
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN Field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

# please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from s. no. (i) to s. no. (xvii) Above to cast vote.
- (B) The voting period begins on 23/09/2019 (9:00 am) and ends on 25/09/2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19/09/2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter..

- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Please note that by virtue of providing the e-voting facility by the company as per Rule 20 of Companies (Management and Administration) Rules, 2014 the following will be applicable:

- (i) The manner of voting for the members being present in the General Meeting will be on "proportion principle" ie one share – one vote unlike one person one vote principle, further provision of the Companies Act, 2013 relation to demand for poll will not be relevant.
- (ii) The option of voting by show of hands will not be available for members present in the General Meeting in view of clear provision of section 107 of the Companies Act, 2013, ie voting by show of hands would not be allowable in cases where Rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.
- (iii) Any member who has voted through e-voting facility provided by the company may also participate in the General Meeting in person, but such a member will not be able to exercise his vote again in the meeting, and the earlier vote casted through electronic means will be treated as final.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at [www.tatia.co.in](http://www.tatia.co.in).

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19th September 2019.

A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19th September 2019 only shall be entitled to avail the facility of remote e-voting.

25. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries (C.P.No.1087, FCS 3534) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION**

28. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tatia.co.in](http://www.tatia.co.in). The results shall also be immediately forwarded to BSE Limited, Mumbai.

29. In case of any grievances with respect to the facility for voting by electronic means, Members are requested to contact Mrs.Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries on 044 - 28292272 / 2273 or at #81, Murugesu Naicker Complex, Greams Road, Thousand Lights, Chennai-600 006.
30. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item Nos. 3, 4 and 5 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 of the Notice, is also annexed.

**By Order of the Board  
For TATIA GLOBAL VENNTURE LIMITED**

**Sd/-**

**S.P.Bharat Jain Tatia  
Managing Director  
Din.No.00800056**

Place: Chennai  
Date: 28.08.2019

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT  
TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

Mr.S.Pannalal Jain Tatia was appointed as an Additional Director by the Board of Directors at its meeting held on 12th February, 2019 on recommendation of the Nomination and Remuneration Committee of the Company. In terms of Section 161(1) of the Companies Act, 2013, he holds office upto the date of the ensuing Annual General Meeting. As required under section 160 of the Companies Act, 2013, the Company has received a recommendation from the Nomination and Remuneration Committee proposing the candidature of Mr.S.Pannalal Jain Tatia for his appointment as a non-executive, Promoter Director of the Company.

During the Financial Year-2017-2018, Mr.S.Pannalal Jain Tatia, had been disqualified u/s 164(2)(a) for non-filing of Annual Return and Financial Statements of Stallion Brands India Private Limited for a consecutive period of 3 years and the Directors had filed Writ of Mandamus on 26.10.2017 before the High Court, Madras in respect of which a stay order was granted for operation of the above said section and the disqualification has been removed pursuant to court order. Hence, Mr.S.Pannalal Jain Tatia is not disqualified in terms of section 164 of the Companies Act, 2013 from being appointed as Director and has given his consent to act as Director. The brief terms of appointment of Mr.S.Pannalal Jain Tatia as recommended by Nomination and Remuneration Committee and approved by the Board of Directors are provided in the Resolution set out at Item No. 3 of this Notice.

Profile and other particulars of Mr.S.Pannalal Jain Tatia, as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are provided under the heading " BRIEF PROFILE & DISCLOSURE OF ADDITIONAL DIRECTORS" forming part of this Notice.

The Board considers that Mr.S.Pannalal Jain Tatia association, as a Director of the Company, would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr.S.Pannalal Jain Tatia, as a Director, for the approval by the shareholders of the Company.

**Brief Profile & Disclosure of the Additional Director**

Name	Mr.S.Pannalal Jain Tatia
Date of Birth	25.11.1949
Date of Appointment	12.02.2019
Expertise in Specific Function Area	With Chartered Accountancy as profession and later turned into corporate expert by being into manufacturing industry, financial and project based sectors and gain rich experience in advertising and structuring financial closures.
Qualification	FCA
Share Holding in the Company	100 shares
No. of Board Meetings attended during the year	Two

He holds the position of director in the following companies

S.No	Name of the Company	Designation
1.	M/s.Ashram Online.Com Ltd	Director
2.	M/s.Opti Products Pvt Ltd	Director
3.	M/s.Jinpaad Developers Pvt Ltd	Director
4.	M/s.Krios Business Services Pvt Ltd	Director
5.	M/s.Make My Innerwear India Pvt Ltd	Director
6.	M/s.Navyug Developers Pvt Ltd	Director
7.	M/s.Sakareme Developers Pvt Ltd	Director
8.	M/s.Sarvamangal Estates & Holdings Pvt Ltd	Director
9.	M/s.Tatia Estates Pvt Ltd	Director
10.	M/s.Kreon Infotech Pvt Ltd	Director

The members' approval is being sought for appointment of Mr.S.Pannalal Jain Tatia as the Director of the Company in terms of applicable provisions of the Companies Act, 2013 and rules made thereunder. The Board recommends the Resolutions set out at item no. 3 of the Notice for approval of the Members as a Special Resolution.

Except Mr.S.Pannalal Jain Tatia, being an appointee and father of Mr..S.P.Bharat Jain Tatia, the Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

#### Item No. 4

Mr. S.P. Bharat Jain Tatia had been re-appointed as the Managing Director of the Company on 17th April, 2015 for a period of 5 years. The term of office of Mr. S.P. Bharat Jain Tatia as the Managing Director of the Company is due to expire on March 31, 2020. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. S.P. Bharat Jain Tatia as the Managing Director for a further period of five years ie upto March 31,2025 in terms of the applicable provisions of the Companies Act, 2013. Keeping in view the experience and expertise of Mr. S.P. Bharat Jain Tatia, the Board considers it desirable that the Company should continue to avail the services of Mr. S.P. Bharat Jain Tatia and accordingly recommends the resolution for approval by the members, subject to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)

#### a) Terms of Remuneration:

Mr. S. P. Bharat Jain Tatia is proposed to be paid a salary of Rs.1,50,000/-per month.

#### (b) Other Terms:

- (i) The Managing Director will perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

- (ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the 3 (three) months' prior notice in writing.

Mr. S. P. Bharat Jain Tatia satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment as Managing Director.

During the Financial Year-2017-2018, Mr. S.P. Bharat Jain Tatia, had been disqualified u/s 164(2)(a) for non-filing of Annual Return and Financial Statements of Stallion Brands India Private Limited for a consecutive period of 3 years and the Directors had filed Writ of Mandamus on 26.10.2017 before the High Court, Madras in respect of which a stay order was granted for operation of the above said section and the disqualification has been removed pursuant to court order. Hence, Mr. S.P. Bharat Jain Tatia is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. S.P. Bharat Jain Tatia under Section 190 of the Act.

Mr. S.P. Bharat Jain Tatia may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of his appointment as Managing Director.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. S. Pannalal Jain Tatia, being father of Mr. S.P. Bharat Jain Tatia and Mr. S.P. Bharat Jain Tatia, himself, are concerned or interested in the said resolution set out at Item No.4 of the Notice.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

**Item No. 5**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising from various banks and/or financial institutions and/or any other lending institutions and/or body corporate and /or such other persons/individuals as may be considered fit. Section 180 of the Companies Act, 2013 (notified as on September 12, 2013) mandates that the borrowing powers of the Board shall be exercised only through Special Resolution passed in the meeting of shareholders as compared to the requirement of ordinary resolution under the previous Act.

Consequently, the Board recommends to the shareholders to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, for authorizing the Board of Directors of the Company, to borrow such sum or sums of money from time to time and on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company, subject to the condition that such borrowing shall not exceed Rs.25,00,00,000/- (Rupees Twenty Five Crores only) at any point in time. However, the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained by the Company from its bankers in the ordinary course of its business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Accordingly, the proposed resolution under item no.5, is placed before the Shareholders as a Special resolution for their approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**  
**Details of Directors seeking re-appointment at the Forthcoming Annual General Meeting**  
**(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements**  
**Regulations 2015) and as per the Secretarial Standard on General Meetings issued by**  
**the Institute of Company Secretaries of India.**

Name of the Director	Mr.S.P.Bharat Jain Tatia
Date of Birth	24/05/1970
DIN	00800056
Date of Appointment	12/04/2010
Relationship With Other Directors	Son of Mr. S. Pannalal Jain Tatia
Expertise in Specific Function Area	Export Industry, Investment Consultancy and Capital Market Operations
Qualification	B.Com
<b>Board Membership of the Other Companies as on 31.3.2019</b>	
<b>Private Limited Companies</b>	<b>Designation</b>
1. M/s. Tatia Estates Private Limited	Director
2. M/s Pajjuvasami Developers Private Limited	Director
3. M/s Sakarame Developers Private Limited	Director
4. M/s Kalyanang Developers Private Limited	Director
5. M/s Navyug Developers Private Limited	Director
6. M/s Thali Estates Private Limited	Director
7. M/s Sundervans Infrastructure and Developers Private Ltd	Director
8. M/s Sagarvar Gambhira Developers Private Limited	Director
9. M/s Deverbetta Landa Private Limited	Director
10 M/s Sarvamangal Estates & Holdings Private Limited	Director
11. M/s Krios Business Services Private Limited	Director
12. M/s.Kreon Infotech Pvt Ltd	Director
13. M/s Make My Innerwear India Private Limited	Director
<b>Chairmanship/Membership of the Committees of the Board of Directors of the Company as on March 31, 2019</b>	
Audit Committee	Yes
Stake Holders Relationship Committee	Nil
Nomination & Remuneration Committee	Nil
<b>Chairmanship/Membership of the Committees of Directors of other Companies in which he is a Director as on March 31, 2019</b>	
Audit Committee	Nil
Stake Holders Relationship Committee	Nil
Nomination & Remuneration Committee	Nil
Share Holding in the Company	87,04,280 share

Important Communication to Members: The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies through electronic mode. The Companies are now permitted to send various notices/ documents including annual reports to its Members through electronic mode to their registered e-mail address. To support this initiative of the Government, the Members are requested to notify their e-mail address, including any change thereof, to their DPs (for shares held in dematerialised form) or to the RTA (for shares in physical form) of the Company viz., Purva Share registry (India) Pvt. Limited in order to enable the Company to send all the future notices and documents,

**Dear Shareholders**

Your Directors have pleasure in presenting the 25th **Annual Report** of your company together with the Auditors Report for the year ended 31st March 2019.

**1. FINANCIAL HIGHLIGHTS**

The Financial Results for the year ended 31st March 2019.

(Rupees in lakhs)

	Year ended 31/3/2019 Standalone	Year ended 31/03/2018 Standalone	Year ended 31/3/2019 Consolidated	Year ended 31/3/2018 Consolidated
Income from operations	209.00	195.11	213.00	195.11
Profit/(Loss) before depreciation, Interest & tax	151.84	108.06	153.79	107.20
Interest	16.45	15.55	16.46	15.55
Depreciation	0.30	0.32	0.30	0.32
Profit/(Loss) before tax	135.09	92.19	137.03	91.33
Prior period tax	(-)11.78	7.66	(-)11.78	7.66
Provision for tax	25.74	31.59	26.11	31.59
Deferred tax	(-) 6.78	(-)0.38	(-) 6.78	(-)0.38
Profit/(Loss) after tax	127.91	53.32	129.48	52.46
Other Comprehensive Income ('OCT')	55.77	-	55.77	-
Total Comprehensive Income	183.68	53.32	185.25	52.46

**2. BUSINESS & PERFORMANCE**

During the year under review, the Company has made a standalone profit of Rs.183.68 lakhs for the financial year 2018-2019 as compared to standalone profit of Rs.53.32 lakhs for the financial year 2017-2018. Your Company has made a consolidated profit of Rs. 185.25 lakhs for the financial year 2018-2019 as compared to consolidated profit of Rs.52.46 lakhs for the financial year 2017-2018.

**3. SHARE CAPITAL**

The paid up Equity Share Capital as on March 31, 2019 was Rs.15.162 crore. No additions and alterations to the capital were made during the financial year 2018-19.

**4. DIVIDEND**

In order to conserve resources the Board of Directors have decided not to declare any dividend for the current financial year 2018-19.

**5. TRANSFER TO GENERAL RESERVES:**

Your Company proposes to transfer Rs.1,83,67,928.00 to the General Reserves.

**6. MATERIAL CHANGE AND COMMITMENTS OF THE COMPANY**

There are no material changes and commitments 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 the report.

**7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

The Company has given loan of Rs.21,39,81,591/- under Section 186 of the Act during the financial year 2018-19. The Company has not given any guarantee nor made any investments during the Financial year 2018-2019.

**8. CONSOLIDATED FINANCIAL STATEMENTS OF THE SUBSIDIARY COMPANY**

In terms of proviso to sub section (3) of Section 129 of the Act, the salient features of the Consolidated Financial Statement of the subsidiaries is set out in the prescribed form AOC-1, which forms part of the annual report.

**SUBSIDIARY COMPANIES**

Your Company has six subsidiaries namely M/s.Deverbetta Lands PvtLtd, M/s.Thali Estates Pvt Ltd, M/s.Kalyanang Developers Pvt Ltd, M/s.Pajjuvasami Developers Pvt Ltd, M/s.Sagarvar Gambhira Developers Pvt Ltd and M/s. Sundervans Infrastructure & Developers Pvt Ltd.

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Further there has been no material change in the nature of business of the subsidiaries.

Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary company may write to the Company.

Performance and financial position of the subsidiary companies is given in **Annexure-I**.

**9 TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Company's business does not require any technology absorption and hence no reporting is required to be furnished under this heading.

Foreign Exchange inflow and outflow during the year is Nil.

**10. FIXED DEPOSITS:**

Your Company has not accepted any deposits from the public during the year under review. There are no outstanding deposits as on 31st March 2019.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)**

**BOARD COMPOSITION**

Mr. S.P.Bharat Jain Tatia (DIN 00800056) Managing Director of our company shall retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

In terms of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013, Mr. S. P. Bharat Jain Tatia, (DIN: 00800056) and is now proposed for reappointment as the Managing Director for a period of 5 (five) consecutive years upto March 31, 2025. As stipulated in terms of the listing agreement with the stock exchanges, the brief profile of Mr. S. P. Bharat Jain Tatia, is provided in the Notice and the report on corporate governance, which forms an integral part of this Annual Report.

### **NON EXECUTIVE DIRECTOR**

Mrs. Chandrakantha Tatia resigned from the Board on 01.02.2019 and Mr. S. Pannalal Jain Tatia was appointed as Additional Director on 12.02.2019 and is now proposed for appointment as Non Executive /Promoter Director at this ensuing AGM.

During the Financial Year-2017-2018, directors on the Board- Mr.S.P.Bharat Jain Tatia & Mr.S.Pannalal Jain Tatia, had been disqualified u/s 164(2)(a) for non-filing of Annual Return and Financial Statements of Stallion Brands India Private Limited for a consecutive period of 3 years and the Directors had filed Writ of Mandamus on 26.10.2017 before the High Court, Madras in respect of which a stay order was granted for operation of the above said section and the disqualification has been removed pursuant to court order.

### **INDEPENDENT DIRECTORS**

At the 24th Annual General Meeting of the company held on 27th September 2018 the company had appointed the existing independent director Mr, Arun Kumar Bafna (DIN 00900505) as independent director under the companies Act, 2013 to hold office for a second term of 5(five) consecutive years upto March 31, 2024, not liable to retire by rotation.

Independent Woman Director : At the 23rd Annual General Meeting of the company held on 27th September 2017, the company had appointed the existing woman Independent Director – Mrs. S.Shobha – (DIN 07666001) for a period of 5 years till March 31st 2022.

Both the two Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and of listing agreement.

### **The Key Management Personnel of the company are as under:**

Mr. G.Raghavan, the Company Secretary of the Company resigned on April 26, 2019 due to his personal reasons. The Company is in the process of appointing the new Company Secretary. In the interim period Mr.S.P.Bharat Jain Tatia, the Managing Director of the Company is the Compliance Officer from 26th April 2019.

Mrs. Namrata Parekh is the Chief Financial Officer of the Company.

### **12. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and in terms of Regulation 17(10) of the SEBI (Listing Regulations), the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and the Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

### **13. POLICY OF DIRECTORS APPOINTMENT AND REMUNERATION**

Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178 of the Act are covered under the Board's policy formulated by the Company and is available on the Company's website [www.tatia.co.in](http://www.tatia.co.in). The Board has approved the policy on the recommendation of the Nomination & Remuneration Committee.

### **14. STATUTORY AUDITORS**

M/s J.V.Ramanujam & Co., Chartered Accountants, (Firm Registration No.029475), were appointed as the Statutory Auditors of the Company, for a period of five years in the 23rd AGM held on 27th September 2017 and they continue to be the Statutory Auditors of the Company till the conclusion of the 28th Annual general

Meeting to be held in 2022. Due to the amendment of section 139 of the Companies Act, 2013, ratification of the Auditor's appointment is not required any longer.

#### **15. COMMENT ON STATUTORY AUDITOR'S REPORT**

As regards to the Audit Report, the Company had fulfilled the export obligation and hence had disputed the claim by DGFT. The Company has obtained interim status quo order from Madras High Court.

#### **16. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. P.S. Srinivasan, Associate partner (CP No. 3122) M/s Lakshmmi Subramanian & Associates, Practising Company Secretaries, to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure VI'.

#### **17. COMMENT ON SECRETARIAL AUDITOR REPORT**

With reference to the remarks made by the secretarial auditor, Mr. P.S. Srinivasan, Associate partner (CP No. 3122), M/s. Lakshmmi Subramanian & Associates Practicing Company Secretaries, in the Secretarial Audit Report, the company has taken the corrective measures during the current financial year.

#### **18. PARTICULARS OF EMPLOYEES RELATED DISCLOSURES**

According to Section 197(12) of the Companies Act, 2013 read with rule 5(1) & rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employees fall under the category specified under the said Section and the Rules made there-under. The Disclosures are annexed herewith.

#### **19. RELATED PARTIES TRANSACTIONS**

The Company has entered into contract / arrangements with the related parties in the ordinary course of business and on arm's length basis. Details given in Annexure - II Form No.- AOC 2. As per the requirements of Ind AS, the detail of the same is given in the Notes of accounts.

#### **20. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the "Act") is enclosed at Annexure-III in the prescribed form MGT-9 and forms part of this Report.

#### **21. RISK MANAGEMENT**

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

#### **22. INTERNAL AUDITORS**

As per the provisions of the Companies Act, 2013 the company has appointed M/s. KBR & Co, Chartered Accountants, as an Internal Auditors of the company for a term of three years with effect from April 1, 2017 to March 31, 2020.

The Company proposes to continue their services to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

### **23. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

### **24. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company maintains appropriate systems of internal controls, including monitoring procedures, to ensure that all assets and investments are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

The Internal Auditors review the efficiency and effectiveness of these systems and procedures. Added objectives include evaluating the reliability of financial and operational information and ensuring compliances with applicable laws and regulations. The Internal Auditors submit their Report periodically which is placed before and reviewed by the Audit Committee.

### **25. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has in place a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The formation of sexual harassment committee is not applicable to the Company as the employees are below the threshold limits. However the Board from time to time reviews the policy framed in the regard. There are no complaints reported during the financial year 2018-19. The policy is available in the website of the Company at [www.tatia.co.in](http://www.tatia.co.in).

### **26. DISCLOSURE OF SHARES HELD BY PROMOTERS IN DEMAT FORM**

The promoters of the Company hold all their shares in demat form. The details of shareholding of the Promoters are given in MGT-9 (Annexure -III ) of the report. Notices in pursuance to circular No. SEBI/LAD/NRO/GN/2018/24 of SEBI and MCA were sent to all the shareholders holding physical shares in regular intervals by the Registrars and Share Transfer Agents.

### **27. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

The Management Discussion and Analysis report for the year under review, as stipulated under Regulation 34 of the Listing Regulations (ANNEXURE – IV) are attached and form part of this report.

### **28. CORPORATE GOVERNANCE REPORT**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance (ANNEXURE-V) as required under the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter Listing Regulations) forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

### **29. MEETINGS OF THE BOARD**

The Board met five times during the financial year, the details of which are given in the Corporate

Governance Report .The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

### **30 CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Mr. S.P.Bharat Jain Tatia, the Managing Director of the Company and forms part of the Annual Report and the website of the Company at [www.tatia.co.in](http://www.tatia.co.in).

### **31. VIGIL MECHANISM**

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns. For details, please refer to the Corporate Governance Report attached to this Report and the website of the Company at [www.tatia.co.in](http://www.tatia.co.in).

### **32. CORPORATE SOCIAL RESPONSIBILITY**

Your company is not having profits more than Rs.5 Crores, in the Year 2018-19 and therefore Constituting of a CSR Committee and its compliance in accordance with the provisions of Section 135 of the Act, does not arise.

### **33. POLICIES**

The Company has the following policies which are applicable as per the Companies Act 2013 and SEBI (LODR) Regulations, which are placed on the Companies website:[www.tatia.co.in](http://www.tatia.co.in)

1. Board Diversity Policy
2. Code of Conduct for Insider Trading
3. Code of Practices and Procedures for fair disclosure of unpublished Price Sensitive Information
4. Declaration of Independent Director U/S 149(6) of the Companies Act 2013.
5. Nomination and Remuneration Policy
6. Performance Evaluation Policy
7. Succession plan for the Board and Senior Management
8. Criteria of making payments to Non-executive Directors
9. Familiarization programme for Independent Directors
10. Policy for prevention, prohibition and redressal of sexual harassment at workplace
11. Policy on Related party transaction(s)
12. Policy on Preservation of Documents
13. Terms and Conditions of appointment of Independent Directors
14. Risk Management Policy
15. Whistle Blower Policy

### **34. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement Section 134(5) of the Companies Act, 2013, the Directors hereby confirm:

- a. That in the preparation of the Final accounts for the year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. That they had selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit or loss of the Company for that period;
- c. That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That they had prepared the Annual Accounts on a going concern basis;
- e. That they had laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly, and;
- f. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS-BEFORE ACKNOWLEDGEMENT IN DIRECTORS REPORT**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations other than the following.

The Company had been presumed to be a shell company vide SEBI letter no. SEBI/HO/ISD/OW/P/2017/18183 dated 7th August, 2017 and SEBI has initiated Forensic Audit of the Company which is under process.

**36. ACKNOWLEDGEMENTS**

The Board of Directors would like to thank all employees of the Company and also Company's shareholders, auditors, customers and bankers for their continued support.

On behalf of the Board of Directors  
For TATIA GLOBAL VENTURE LIMITED

Sd/ S.P.Bharat Jain Tatia Managing Director Din.No.00800056	Sd/- S.Pannalal Jain Tatia Director Din.No. 01208913
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Place: Chennai  
Date: 28.08.2019

**Annexure-II**  
**FORM NO. AOC -2**  
**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and**  
**Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr.Bharat Jain
b)	Nature of contracts/arrangements/transaction	Rent paid
c)	Duration of the contracts/arrangements/transaction	Annual
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Current account
e)	Date of approval by the Board	30.05.2018
f)	Amount paid as advances, if any	Rs.1,50,000/-

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	M/s.Kreon Financial Services Ltd
b)	Nature of contracts/arrangements/transaction	Rent Received
c)	Duration of the contracts/arrangements/transaction	Annual
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Current account
e)	Date of approval by the Board	30.05.2018
f)	Amount paid as advances, if any	Nil

**ANNEXURE – III FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN  
As on Financial Year ended on 31.03.2019**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L18101TN1994PLC026546
2.	Registration Date	13/01/1994
3.	Name of the Company	M/s TATIA GLOBAL VENNTURE LIMITED
4.	Category/Sub-category of the Company	Company Limited By Shares
5.	Address of the Registered office & contact details	NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM CHENNAI -600 007
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s PURVA SHAREGISTRY (INDIA) PVT LTD NO.9,SHIV SHAKTI IND. ESTATE, J.R.BORICHA MARG,LOWER PAREL (E) MUMBAI 400 011 PH:022-2301 8261/022-23016761 FAX:022-2301 2517 E-mail:support@purvashare.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Real Estate Activities	68100	97.34%

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

S. No	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	DEVERBETTA LANDS PVT LTD NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM, CHENNAI -600 007	U70102TN2007PTC 064615	Subsidiary	100%	Section 129(3)
2	THALI ESTATES PVT LTD NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM, CHENNAI -600 007	U70101TN2007PTC 064742	Subsidiary	100%	Section 129(3)
3	KALYANANG DEVELOPERS PVT LTD NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM, CHENNAI -600 007	U45200TN2008PTC 066828	Subsidiary	100%	Section 129(3)
4	PAJJUVASAMI DEVELOPERS PVT LTD NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM, CHENNAI -600 007	U45200TN2008PTC 066825	Subsidiary	100%	Section 129(3)

5	SAGARVAR GAMBHIRA DEVELOPERS PVT LTD NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM, CHENNAI -600 007	U45102TN2007PTC 064713	Subsidiary	100%	Section 129(3)
6	SUNDERVANS INFRASTRUCTURE AND DEVELOPERS PVT LTD NEW NO.29, OLD NO. 12 MOOKATHAL STREET, II FLOOR PURASAWALKAM, CHENNAI -600 007	U45202TN2007PTC 064636	Subsidiary	100%	Section 129(3)

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

##### A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter'</b>									
(1) Indian									
a) Individual/ HUF	41901313	0	41901313	27.64	41901313	0	41901313	27.64	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	15736985	0	15736985	10.38	15736985	0	15736985	10.38	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>57638298</b>	<b>0</b>	<b>57638298</b>	<b>38.01</b>	<b>57638298</b>	<b>0</b>	<b>57638298</b>	<b>38.01</b>	<b>0</b>
<b>B. Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	121440	121440	0.08	0	121440	121440	0.08	0
b) Banks / FI	0	4400	4400	0.00	0	4400	4400	0.00	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	184139	0	184139	0.12	184139	0	184139	0.00	-0.12
<b>h) Foreign Venture Capital Funds</b>									<b>0</b>
i) Others (specify)									<b>0</b>
<b>Sub-total (B)(1):-</b>	<b>184139</b>	<b>125840</b>	<b>309979</b>	<b>0.20</b>	<b>0</b>	<b>125840</b>	<b>125840</b>	<b>0.08</b>	<b>-0.12</b>

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1st April 2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									0
a) Bodies Corp.	40102525	763290	40865815	26.95	40087582	763290	40850872	26.94	-0.01
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	10916473	13498810	24415283	16.10	10950489	13380860	24331349	16.05	-0.06
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9858558	9463480	19322038	12.74	10130156	9463480	19593636	12.92	0.18
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
NRI's	5900973	805200	6706173	4.42	5901313	800360	6701673	4.42	0
Foreign Company	0	0	0	0	0	0	0	0	0
HUF	2261595	0	2261595	1.49	2303576	0	2303576	1.52	0.03
Clearing Members	100379	0	100379	0.07	74316	0	74316	0.05	-0.02
Trust	440	0	440	0	440	0	440	0	0
<b>Sub-total (B)(2):-</b>	<b>69140943</b>	<b>24530780</b>	<b>93671723</b>	<b>61.77</b>	<b>69447872</b>	<b>24407990</b>	<b>93855862</b>	<b>61.90</b>	<b>0.12</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>69325082</b>	<b>24656620</b>	<b>93981702</b>	<b>61.97</b>	<b>69447872</b>	<b>24533830</b>	<b>93981702</b>	<b>61.99</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>126963380</b>	<b>24656620</b>	<b>151620000</b>	<b>100.00</b>	<b>127086170</b>	<b>24533830</b>	<b>151620000</b>	<b>100</b>	<b>0.00</b>

## B) Shareholding of Promoter

SN	Shareholders Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in shareholding during 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	
1.	KREON FINANCIAL SERVICES LTD	12381985	8.17	0	12381985	8.17	0	0
2	S.P.BHARAT JAIN TATIA	8704280	5.74	0	8704280	5.74	0	0
3	CHANDRAKANTHA TATIA	8280920	5.46	0	8280920	5.46	0	0
4	S.PANNALAL TATIA (HUF)	7000000	4.62	0	7000000	4.62	0	0
5	BHARAT JAIN TATIA & SONS(HUF)	7000000	4.62	0	7000000	4.62	0	0
6	JAIJASH TATIA	6935240	4.57	0	6935240	4.57	0	0
7	SANGITA TATIA	3980773	2.63	0	3980773	2.63	0	0
8	TATIA ESTATES PVT LTD	3355000	2.21	0	3355000	2.21	0	0
9	S.PANNALAL TATIA	100	0.00	0	100	0.00	0	0
	<b>TOTAL</b>	<b>57638298</b>	<b>38.01</b>	<b>0</b>	<b>57638298</b>	<b>38.01</b>	<b>0</b>	<b>0</b>

## C) Change in Promoters' Shareholding (please specify, if there is no change) -NIL

## D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Shareholders Name	Shareholding at the beginning of the year 01.04.2018		Change in Shareholding during the year		Shareholding at the end of the year as on 31.3.2019	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Gummalapuram Estates Private Limited	17699540	11.67%	0	0	17699540	11.67%
2	Clarus Commercial Private Limited	9202600	6.07%	0	0	9202600	6.07%
3	Carus Trading Private Limited	9190813	6.06%	0	0	9190813	6.06%
4	Durgalakshmi Duraikannan	5800000	3.83%	0	0	5800000	3.83%
5	Kaluram Choudhary	3552800	2.34%	0	0	3552800	2.34%
6	A.Pachiappan	2614000	1.72%	0	0	2614000	1.72%
7	M.Palanivel	2330000	1.54%	0	0	2330000	1.54%
8	Gulshan Investment Company Limited	1765592	1.16%	0	0	1765592	1.16%
9	Sapna Parekh	1328990	0.88%	0	0	1404990	0.93%
10	Coronet Vyapaar Pvt Ltd	700000	0.46%	0	0	700000	0.46%

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Directors	Shareholding at the beginning of the year 01.04.2018		Shareholding at the end of the year 31.03.2019	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Mr. S.P.Bharat Jain Tatia	8704280	5.74%	8704280	5.74%
2	Mrs. Chandrakantha Tatia (till 01.02.19)	8280920	5.46%	8280920	5.46%
3	Mr. S.Pannalal Jain Tatia (w.e.f.12.02.19)	0	0	100	0.00%
4	Mr.Arun Kumar Bafna	440	0.00%	440	0.00%
5	Mrs. S.Shobha	880	0.00%	880	0.00%
6	Mr. Namrata Parekh	39190	0.03%	39190	0.03%
7	Mr.G.Raghavan	0	0	0	0

**V) INDEBTEDNESS:-** :- Indebtedness of the Company including interest Outstanding /accrued but not due for payment-Rs.21,39,81,591/-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		MR. S.P.BHARAT JAIN TATIA-MANAGING DIRECTOR	WHOLE TIME DIRECTOR	MANAGER	MANAGER	
1.	Gross salary	Rs .18,00,000/- per annum	Nil	Nil	Nil	Rs .18,00,000/- per annum
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil	Nil
5	Others, please specify- Fee for attending board committee meetings	Rs.5,000/-	Nil	Nil	Nil	Rs.5,000/-

**B. Remuneration to other directors**

SN	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Arun Kumar Bafna	Mrs. S.Shobha	
1.	1 Independent Directors	Mr. Arun Kumar Bafna	Mrs. S.Shobha	
	Fee for attending board committee meetings	Rs.5,000/-	Rs.5,000/-	Rs.10,000/-
	Commission	Nil	Nil	
	Others, please specify	Nil	Nil	
	Total (1)	Rs.5,000/-	Rs.5,000/-	Rs.10,000/-
2	2 Other Non-Executive Directors	Mr.Chandrakantha Tatia	Nil	
	Fee for attending board committee meetings	Rs.3,000/-	Nil	Rs.3,000/-
	Commission	Nil	Nil	
	Others, please specify	Nil	Nil	
	Total (2)	Rs.3,000/-	Nil	Rs.3,000/-
	Total (B)=(1+2)	Rs.8,000/-	Rs.5,000/-	Rs.13,000/-
	Overall Ceiling as per the Act			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel	
		Mr. G. Raghavan CS	Mrs. Namrata Parekh CFO
1.	Gross salary  (a Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs.10,000/- per month	Rs.10,000/- per month
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total	Rs.10,000/- per month	Rs.10,000/- per month

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

## **ANNEXURE – IV**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

M/s. Tatia Global Vennture Limited was originally incorporated under the name and style as Tatia Intimate Exports Ltd in the year 1994-95.

The Company's primary business objectives are in the textile segment as well as in the infrastructure related project and ventures. The Companies business is positioned both in organic and inorganic growth model. While the primary business objective of the Company have been heavily relied upon, yet the Company wants to strengthen its base in various projects and ventures, and a major diversification the Company has successfully acquired and hold a tranche of land banks through its wholly owned subsidiaries.

#### **1. Opportunities, Threats, Risks, Concerns and Outlook**

The Company's business, results of operations and financial condition are affected by number of risks, so the risk management function is of paramount importance and integral to the functioning of the company. The objective of the risk management strategy includes ensuring that critical risks are identified, monitored and managed effectively in order to protect the company's business. The company has formal reporting and control mechanism to ensure timely information availability and facilitate pro-active risk management. At the enterprise level de-risking of the company's business risk is sought to be achieved by a policy of undertaking diversified projects in different verticals, geographic and diversions are independently responsible for monitoring risk associated within their prospective areas of operation.

#### **2. SEGMENT WISE/PRODUCT WISE PERFORMANCE**

The Company currently has only one segment in line with the Accounting Standard on Segment Reporting (AS-17). Segment information has been prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company.

#### **3. INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has adequate system of internal control in place. This is to ensure that assets are safeguarded and all transactions are authorized, recorded and correctly reported. The internal audit function is empowered to examine the adequacy, relevance and effective control system, compliance with policies, plans and statutory requirements. The top management and the Audit Committee of the Board review the findings and recommend to the Board for improvement on the same.

#### **4. FINANCIAL PERFORMANCE**

We are confident that in the financial year 2019-2020, we should again see a healthy growth both in the turnover and the order book. We indeed are back on growth track. Further the company has planned to diversify itself into the infra structure developmental activities. The financial performance of the company has been given in detail separately in the Director's report.

#### **5. MATERIAL DEVELOPMENTS IN HUMAN RESOURCE**

The company believes, thinks and performs in a manner that is in line with global best of breed practices. Your company attaches significant importance to continuous up gradation of Human resource for achieving higher level of efficiency customer satisfaction and growth.

#### **6. CAUTIONARY STATEMENT**

This report contains forward looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations or projections about the future, including, but not limited to statements about the Company's strategy for growth, product development, market position, expenditures and financial results are forward- looking statements. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

**ANNEXURE - V****REPORT ON CORPORATE GOVERNANCE**

As per the Listing Agreement entered with BSE Limited (BSE) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with effect from 1st December 2015, the company provides its corporate governance system and its process:

Your company is in full compliance of the Corporate Governance principles enunciated as per the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in terms of structure, composition of Board and its committees and other disclosure requirements.

The Company is regular in complying with the mandatory requirements of the Corporate Governance Code.

**1. COMPANY'S PHILOSOPHY**

The Company has always believed that Good corporate Governance is more a way of business life than a mere legal compulsion. Corporate Governance enhances the trust and confidence of all the stakeholders. Good practice in corporate behaviour helps to enhance and maintain public trust in companies and stock market. It is the application of best management practices, compliances of law in true letter and spirit and adherence to ethical standards for effective management discharge of social responsibilities for sustainable development of all stakeholders. In this pursuit, your Company's philosophy on Corporate Governance is lead by strong emphasis on transparency, fairness, independence, accountability and integrity. The Board of Directors of the Company is at the centre of the Governance system of the Company.

**2. Board of Directors****Composition and category of Board of Directors.**

The composition of Board of Directors of the Company is in conformity with Regulation 17 of the SEBI Listing Regulations and section 149 of the Companies Act 2013. The Board of Directors comprises of one Executive Director, one Non-Executive Director and Two Independent / Non - Executive Directors out of which one is a Woman Director. The Chairman of the Board is a Promoter, Executive Director. To be in line with the company's philosophy on Corporate Governance, all statutory subjects are placed before the Board to discharge its responsibilities as trustees of the shareholders.

The composition and category of Directors is as follows:-

S. No.	Name of the Director	Category	Number of Directorships held in other Indian companies	Number of Board / Committee memberships held in other companies	No. of Shares held in the Company
1.	Mr. S.P. Bharat Jain Tatia	Chairman/Managing Director / Promoter	13	-	8704280
2.	Mrs. Chandrakantha Tatia (Resigned on 01.02.2019)	Non - Executive Director / Promoter	3	1	8280920
3.	Mr. S. Pannalal Jain Tatia (Appointed on 12.02.2019)	Non - Executive Director / Promoter	10	1	100
4.	Mr. Arun Kumar Bafna	Non - Executive / Independent Director	0	0	440
4.	Mrs. S.Shobha	Non - Executive / Independent Director	6	0	880

**a) BOARD MEETINGS, ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST AGM:-**

During the year under review Five Board Meetings were held and the gap between two Board meetings did not exceed four months. Among other things, key matters like periodic financial results, Company's Annual Financial Results, Financial Statements, Auditor's report and Board's Report, diversify the business of the company, Terms of reference of Board Committees, capital / operating budgets and risk management are brought to the Board.

**b) DATE OF BOARD MEETINGS:**

During the financial year 2018-2019 - Five (5) Board meetings and one Annual General Meeting were held on the following dates: 30<sup>th</sup> May 2018, 10<sup>th</sup> August 2018, 28<sup>th</sup> August 2018, 12<sup>th</sup> November 2018 and 12<sup>th</sup> February 2019. AGM was held on 27<sup>th</sup> September 2018.

**c) THE ATTENDANCE OF THE DIRECTORS AT THE BOARD MEETING/ AGM HELD DURING THE YEAR ARE GIVEN BELOW:**

S.no	Name	Category	No. of Board Meetings held during the tenure of the Director	No. of Board Meetings Attended	Last AGM attendance (Yes/No)
1.	Mr. S.P. Bharat Jain Tatia	Managing Director / Promoter	5	5	Yes
2.	Mrs. Chandrakantha Tatia (Resigned on 01.02.2019)	Non - Executive Director / Promoter	3	3	Yes
3.	Mr. S. Pannalal Jain Tatia (Appointed on 12.02.2019)	Non - Executive Director / Promoter	1	0	Yes (As the Promoter)
4.	Mr. Arun Kumar Bafna	Non - Executive / Independent Director	5	5	Yes
5.	Mrs. S. Shobha	Non - Executive / Independent Director	5	5	Yes

**3. AUDIT COMMITTEE**

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee has been constituted consisting majority being Independent Directors. The statutory auditor is permanent invitee to the audit committee meetings. The functions of the Audit Committee include:

Reviewing with management, the financial statements before submission of the same to the Board

- Overseeing of company's financial reporting process and disclosures of its financial information.
  - Reviewing the adequacy of the internal audit function.
  - Recommendation for appointment and fixing remuneration of statutory auditors.
  - Reviewing the reports furnished by the statutory auditors and ensuring suitable follow up thereon.
- Looks in to matters specifically referred by the Board of Directors.

During the year, four meetings were held on 30.05.2018, 10.08.2018, 12.11.2018 and 12.02.2019. The constitution of the Committee and the attendance of each member of the Committee as on March 31, 2019 are given below:

S.no	Name	Category of Membership	Meetings held	Meetings attended
1.	Mrs. S. Shobha	Chairman	4	4
2.	Mr. S.P. Bharat Jain Tatia	Member	4	3
3.	Mr. Arun Kumar Bafna	Member	4	4

**4. STAKEHOLDER GRIEVANCE AND SHARE TRANSFER COMMITTEE:**

The Committee oversees share transfers and monitor investors' grievances such as complaints on transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. and redressal thereof within the purview of the guidelines set out in the listing agreement. The Committee also look into the matters of issue of duplicate share certificates, approval / reject application for re-materialization, subdivision, consolidation transposition and thereupon issue of share certificates to the shareholders etc., The committee also monitors the implementation and compliance with the Company's Code of conduct for prohibition of Insider Trading.

During the financial year 2018-19, Seventy Three (73) complaints were received from shareholders and were replied / redressed to the satisfaction of the investors. There are no complaints pending as on date of this report. There were no share transfers pending as at 31st March 2019.

During the year 2018-2019, Four meetings of the e Stakeholders Relationship Committee were held on 29.05.18, 31.7.2018, 31.10.2018 and 12.02.2019 with the following members.

S.no	Name	Category of Membership	Meetings held	Meetings attended
1.	Mr. Arun Kumar Bafna	Chairman	4	4
2.	Mrs. S. Shobha	Member	4	4
3.	Mr. S. Pannalal Jain Tatia (Appointed on 12.02.2019)	Member	1	0

#### 5. Nomination and Remuneration Committee

The main agenda of the committee is to identify persons who are qualified to become directors in accordance with the criteria laid down and to recommend to the Board their appointment and / or removal. The committee also formulate the criteria for evaluation of independent directors and to determine the Company's policy on specific remuneration packages for Executive Directors and any compensation payments etc.,

The Nomination and Remuneration Committee with the following members were held on 30/05/18, 28/08/18 and 12/2/19 during the F.Y. 2018-2019.

S.no	Name	Category of Membership	Meetings held	Meetings attended
1.	Mrs. S. Shobha	Chairman	3	3
2.	Mrs. Chandrakantha Tatia (Resigned on 01.02.2019)	Member	3	1
3.	Mr. Arun Kumar Bafna	Member	3	3
4.	Mr. S. Pannalal Jain Tatia (Appointed on 12.02.2019)	Member	1	0

Chairman of the Committee is a Non-Executive Independent Director.

#### a. FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are available at the company's website at [www.tatia.co.in](http://www.tatia.co.in)

#### b. REMUNERATION

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

S.no	Name of the Director	Salary Perquisites Rs.	Sitting Fees (for the FY 2018-19) Rs.	Relationship With Directors
1	Mr. S.P. Bharat Tatia	18,00,000 (P.A)	5,000/-	Son of Mrs.Chandrankantha Tatia
2	Mrs.Chandrankantha Tatia (Resigned on 01.02.2019)	NIL	3,000/-	Mother of Mr. S.P.Bharat Jain Tatia
3	Mr. Arun Kumar Bafna	NIL	5,000/-	NIL
4	Mrs. S.Shobha	NIL	5,000/-	NIL

#### 6. General Body Meetings

The particulars of Annual General Meeting held during the last three years are as under:

##### Location and time of the last three AGMs:

Year	Location	Date	Time
2015 – 16	Samudaya Nala Koodam,Vallanur, Chennai 600 062	29.9.2016	10.00 A.M.
2016 – 17	Samudaya Nala Koodam,Vallanur, Chennai 600 062	27.9.2017	10.00 A.M.
2017 - 18	No. 81B, Ambattur Industrial Estate, Chennai - 600 058	27.9.2018	10.00 A.M.

#### 7. DISCLOSURES:

- Related Party Transactions: There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.
- Compliances by the Company: The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.
- Whistle Blower Policy: The Company has established a mechanism for Whistle Blower Policy.
- We affirmed that no personnel have been denied access to the audit committee.
- Compliance with mandatory requirements: The Company has complied with all Mandatory requirements as mentioned under Listing Agreement / SEBI (LODR) Regulations 2015.
- Adoption of Non- Mandatory requirements: The Company is in the process of adopting other non – mandatory requirements as mentioned under SEBI (LODR) Regulations 2015. The company has appointed separate persons to the post of Chairman, MD & CFO.

#### 8. PERFORMANCE EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Audit and Nomination & Remuneration Committees and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interests of the Company and its minority shareholders etc.

#### **9. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

As part of corporate governance and as per company's act 2013, the company has adopted Vigil Mechanism / Whistle blower policy that covers our directors and employees. The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The mechanism provides for adequate safeguards against victimization of Directors and employees and also provides for direct access to the Chairman of the Audit Committee. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation. During the year under review, no employee was denied access to the Audit Committee.

#### **10. MEETING OF INDEPENDENT DIRECTORS / FAMILIARISATION PROGRAMME:**

The company's independent directors meet at least once in a year without the presence of Executive / Non- Executive Directors. The Independent Directors met once during the year under review on 12.10.2018 and inter – alia discussed:

1. The performance of non-Independent Directors and the Board as a whole;
2. The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
3. The quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Your Company follows a structured orientation and familiarisation programme through various reports/codes/ internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. The details of familiarisation programme for the financial year 2018-19 have been updated in the website.

#### **11. MEANS OF COMMUNICATION**

The Board of Directors of the Company approves and takes on record the financial results in the proforma prescribed by the Stock Exchange within the statutory period and announces forthwith the results to the stock exchange where the shares of the company are listed and also publishes the financial results in The Trinity Mirror (English) and Makkal Kural (Tamil) newspapers.

These results are promptly submitted to the Stock Exchange to enable them to display the same on their website. The financial results are also made available at the website of the Company [www.tatia.co.in](http://www.tatia.co.in).

#### **12. GENERAL SHAREHOLDERS INFORMATION**

##### **Registered office**

**M/s TATIA GLOBAL VENNTURE LTD**

New No.29, Old No.12,Mookathal Street,II Floor, Purasawalkam,Chennai – 600 007

Tel: 044-48676774, email: [tatiainfo@gmail.com](mailto:tatiainfo@gmail.com)

##### **ANNUAL GENERAL MEETING**

The 25th Annual General Meeting of the Company will be held on Thursday, 26th September, 2019 at 10.00 A.M. at New No.29, Old No.12,Mookathal Street,III Floor, Purasawalkam,Chennai – 600 007

**13. SPECIAL RESOLUTION PASSED:**

The particulars of Special Resolution passed during the last year are as under:

Year	Particulars	Date of AGM
2017-18	<b>Special Business - Special Resolution:</b> Appointment of Mrs.Chandrankantha Tatia as the Non Executive Promoter Director of the Company.	<b>27.9.2018</b>
	<b>Special Business - Special Resolution:</b> Reappointment of Mr. Arun Kumar Bafna as an Independent Director of the Company.	

**Financial calendar for the year 2019-2020 (Provisional)**

1.	Results for the 1st Quarter Ending 30th June, 2019	2nd Week of August, 2019
2.	Results for the 2nd Quarter Ending 30th September, 2019	2nd Week of November, 2019
3.	Results for the 3rd Quarter Ending 31st December, 2019	2nd Week of February, 2020
4.	Results for the 4th Quarter Ending 31st March, 2020	4th Week of May, 2020
5.	Annual General Meeting for the Year Ending 31st March 2020	4th Week of September, 2020

**LISTING ON THE STOCK EXCHANGES**

The Equity shares of the Company are listed on the Bombay Stock Exchange. The Company has paid annual listing fees to the respective stock exchange.

**BSE Stock Code : 521228**

**ISIN.No. INE083G01031**

**Market price data**

High/Low during each month in last financial year at the Bombay Stock Exchange

Month	Share Prices (Rs.)	
	High	Low
Apr-18	0.48	0.31
May-18	0.30	0.19
Jun-18	0.34	0.25
Jul-18	0.36	0.34
Aug-18	0.36	0.33
Sep-18	0.34	0.32
Oct-18	0.32	0.29
Nov-18	0.30	0.28
Dec-18	0.30	0.30
Jan-19	0.31	0.30
Feb-19	0.30	0.29
Mar-19	0.29	0.24



**Shareholding pattern as on 31st March 2019**

Categories	Number of shares	%
Promoters, Directors, relatives and associates	57638298	38.02
Mutual Funds	121440	0.08
Corporate Bodies	40850872	26.94
Indian Public	43924985	28.97
HUF	2303576	1.52
NRI's/OCB's	6701673	4.42
Clearing Members	74316	0.05
Banks/FI	4400	0.00
Trust	440	0.00
<b>Total</b>	<b>151620000</b>	<b>100.00</b>

**17. SEBI COMPLAINTS REDRESS SYSTEM (SCORES):**

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

**Dematerialisation of shares**

The equity shares of the company has been admitted for dematerialization with NSDL and CDSL, 83.82 % of the company's paid up Equity share capital has been dematerialized up to March, 31, 2019.

**E-mail ID of Investor Grievance Redressal Cell**

E-mail ID: [tatiainfo@gmail.com](mailto:tatiainfo@gmail.com)

**18. COMPLIANCE WITH ACCOUNTING STANDARDS**

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) (as notified under the Companies (Indian Accounting Standards) Rules, 2015) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable. The significant accounting policies which are consistently applied have been set out in the notes to financial statements.

The company as per the provisions of the SEBI (LODR) Regulations, 2015 have adopted the Indian Accounting Standards from the commencement of this financial year (i.e.,) 1st April 2017.

**19. RECONCILIATION OF SHARE CAPITAL AUDIT:**

A quarterly audit was conducted by a practising company secretary, reconciling the issued and listed capital of the company with the aggregate of the number of shares held by investors in physical form and in the depositories and the said certificates were submitted to the stock exchanges within the prescribed time limit. As on 31st March 2019 there was no difference between the issued and listed capital and the aggregate of shares held by investors in both physical form and in electronic form with the depositories.

**20. PREVENTION OF INSIDER TRADING:**

In accordance with the SEBI Regulations as amended, the Company has established a code of conduct for prohibition of insider trading in the company's shares. The objective of this Code is to prevent misuse of any

unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations 2015.

**DECLARATION UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT**

I, S.P.Bharat Jain Tatia, Managing Director of the Company hereby declare that the Board of Directors has laid down a code of conduct for its Board Members and Senior Management Personnel of the Company and they have affirmed Compliance with the said code of conduct.

**For Tatia Global Venture Ltd.**

**Sd/-**

**S.P.Bharat Jain Tatia  
Managing Director  
DIN NO.00800056**

**Place: Chennai**

**Date: 28th August, 2019**

**Disclosures pursuant to rule 5(1) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Disclosure Requirement	Disclosure Details
The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	15:1
The percentage increase in remuneration of each director, CFO, CEO Company Secretary or Manager, if any, in the financial year	Nil
The percentage increase in the median remuneration of employees in the financial year;	Nil
The number of permanent employees on the rolls of company	7
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Nil
The key parameters for any variable component of remuneration availed by the directors	No variable components paid to any directors
Affirmation that the remuneration is as per the remuneration policy of the company	Yes

**Disclosures pursuant to rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

None of the top ten employees of the Company (in terms of remuneration drawn) were in receipt of remuneration in excess of Rs.1.02 Crores p.a or Rs.8.50 Lakhs p.m

**Statement Under Section 134 Of The Companies Act 2013 Read With Rule 5 (2) Of The Companies (Appointment And Remuneration Of Managerial Personnel) Rules 2014 Particulars Of Employees Employed Throughout The Financial Year 2018 – 2019 And Top 10 Employees In Terms Of Remuneration Drawn**

S No	Name	Designation in Years	Experience	Remuneration Received (Gross) Per month
1	Mr. S.P. Bharat Jain Tatia	Managing Director	22 Years	1,50,000
2	Mr.G. Raghavan	Company Secretary	1 Year	10,000
3	Mrs.Namratha Parekh	Chief Financial Officer	1 Year	10,000
4	Mrs.S. Radha	Account's Officer	15 Years	20,000
5	Mr. E. Lakshmi Narayanan	Accountant/Cashier	15 Years	20,000
6	Mr. D. Ragavendra	Office Administrator	1 Year	10,000
7	Mr.Rajesh	Office Administrator	1 Year	15,000
	<b>Total</b>			<b>2,35,000</b>

1. Remuneration includes salary and allowances and commission where applicable.
2. The Employment of above persons is whole time and contractual in nature, terminable with 3 months notice on either side.
3. There are no employees in the service of the company with in the category covered by rule 5 (2) (iii) of the companies (Appointment & Remuneration of managerial Personnel) Rules 2014
4. Except Mr. S.P. Bharat Jain Tatia ,none of the above employee is a relative of any director of the company.

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:**

We have examined all the relevant records of Tatia Global Vennture Ltd for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from the period April 01, 2018 to March 31, 2019. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. This is neither an audit nor an expression of opinion on the financial statements.

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

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the said Listing Agreement / Regulations. As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has complied with items C, D and E.

**For M/s J.V. Ramanujam & CO.**

**Chartered Accountants,  
(Firm Registration Number - 029475)**

**Sd/-**

**SRINARAYANA JAKHOTIA  
PARTNER**

**(Membership Number - 233192)**

**Place: Chennai**

**Date: 30th May, 2019**

**ANNEXURE - I****FORM AOC - 1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

**Part A: Subsidiaries**

1. Name of the subsidiary - Wholly owned subsidiary
2. Reporting period for the Subsidiary concerned, if different from the holding company's reporting period - Same as the holding company
3. Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries – NOT APPLICABLE

Name of the Subsidiary Company	Dever Betta Lands Pvt Ltd	Kalyanang Developers Pvt Ltd	Pajjuvasami Developers Pvt Ltd	Sagarvar Gambhira Developers Pvt Ltd	Sundervans Infrastructure & Developers Pvt Ltd	Thali Estates Pvt Ltd
Reporting Period	1.4.2018 To 31.3.2019 (Rs. In lakhs)	1.4.2018 To 31.3.2018 (Rs. In lakhs)	1.4.2018 To 31.3.2019 (Rs. In lakhs)	1.4.2018 To 31.3.2019 (Rs. In lakhs)	1.4.2018 To 31.3.2019 (Rs. In lakhs)	1.4.2018 To 31.3.2019 (Rs. In lakhs)
Share capital	1.00	1.00	1.00	1.00	1.00	1.00
Reserves & surplus	(-)2.90	(-)2.53	(-)2.65	(-)2.62	(-)2.51	(-)2.40
Total Assets	183.54	192.58	165.91	155.05	146.23	146.88
Total Liabilities	183.54	192.58	165.91	155.05	146.23	146.88
Investments	-	-	-	-	-	-
Turnover (Revenue )	-	-	-	-	-	-
Profit before taxation	0.28	0.26	0.31	0.37	0.34	0.37
Provision for taxation (Deferred Tax)	-	-	-	-	-	-
Profit after taxation	0.23	0.21	0.25	0.30	0.28	0.30
Proposed Dividend	-	-	-	-	-	-
% of shareholding	100	100	100	100	100	100

**Notes:**

There is no subsidiary which is yet to commence operations.

There is no subsidiary which has been liquidated or sold during the year.

on behalf of the Board of Directors  
For TATIA GLOBAL VENNTURE LIMITED

Sd/-

S.P.BHARAT JAIN TATIA

Managing Director

DIN.NO.00800056

Place: Chennai

Date: 30.5.2019

**PARTICULARS AS REQUIRED UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013  
READ WITH THE COMPANIES ( ACCOUNTS) RULES, 2014.**

**SUBSIDIARY COMPANY**

The Company has six subsidiaries. The Company is not attaching copies of the balance sheet and profit & loss account, reports of Board of Directors and Auditors thereon, in respect of the subsidiary as required under Section 212(8) of the Companies Act, 1956 ('the Act') to its accounts as per the dispensation available pursuant to the directions issued by the Ministry of Corporate Affairs vide general circular no. 2/2011. However, as required under the aforesaid circular and pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated financial statement of the company duly audited by the statutory auditors forms part of this annual report. The company shall make available, the annual accounts and related information of its subsidiary, to those shareholders who wish to have the copies of the same. Further these documents shall be available for inspection by a shareholder at the registered office of the company as well as its subsidiary on any working day during business hours.

For TATIA GLOBAL VENNTURE LIMITED

Sd/-

**Namrata Parekh**  
Chief Financial Officer

Place: Chennai

Date: 30th May 2019

**CFO CERTIFICATION**

**The Board of Directors**

Tatia Global Vennture Limited  
Chennai

I, Namrata Parekh, Chief Finance Officer of Tatia Global Vennture Limited, on the basis of the review of the financial statements and cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief, hereby certify that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2019 are fraudulent, illegal or violative of the Company's code of conduct.
4. I accept responsibility for establishing and maintaining internal controls for financial reporting, I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, those deficiencies in the design or operation of such internal controls of which I am aware and the steps I have taken or purpose to take to rectify these deficiencies.
5. I have indicated to the Auditors and the Audit Committee:
  - there have been no significant changes in internal control over financial reporting during the year covered by this report.
  - there have been no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements
  - there have been no instances of significant fraud of which they have become aware and the involvement therein, if any of the management or an employee having a significant role in the listed entity's integral control system over financial reporting..

FOR TATIA GLOBAL VENNTURE LTD

**Namrata Parekh**  
Chief Financial Officer

Place: Chennai

Date: 30th May 2019

**ANNEXURE - VI**

**SECRETARIAL AUDIT REPORT  
For The Financial Year Ended On 31st March, 2019  
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014)**

To,

The Members

Tatia Global Vennture Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tatia Global Vennture Limited (hereinafter called the company). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have also examined the following with respect to the new amendment issued vide SEBI Circular number CIR/CFD/CMD1/27/2019 dated 8th February, 2019(Regulation 24A of SEBI(LODR)).

- (a) all the documents and records made available to us and explanation provided by Tatia Global Vennture Limited ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by Tatia Global Vennture Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:
  - i. The Companies Act, 2013 (the Act) and the Rules made there under;
  - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
  - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
    - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015;

We hereby report that

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- b. The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c. There were no actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operation Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder except the appointment of the Forensic auditor for previous years by SEBI.

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

- (i) The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (ii) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- (iii) In our opinion the following acts shall be applicable.
  - Reserve Bank of India Act, 1934 and guidelines, directions and instructions issued by RBI notifications
  - Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 and circulars relating to Non-banking Financial institutions as on 31st March 2019 since more than 50% of the total income/total assets constitute financial income/ financial assets during the year under review.

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above except

- Delay in filing form AOC-4 (XBRL) with MCA.
- The current principal business activity of the Company is mentioned only under the "objects incidental or ancillary to the main object" the Memorandum of Association of the Company.
- The Company has not strictly complied with the applicable acts mentioned in Point No (iii) above, since as per the managements opinion and confirmation, the said are to be categorized as real-estate and land holding activities pertaining to the main objects of the Company and not as a NBFC activity.

We further report that there were no actions/events in the pursuance of

1. The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
4. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
6. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and control mechanism exist in the Company to monitor and ensure compliance with other general laws.

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory financial auditor and other designated professionals.

**We further report that**

The company is well constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the period under review and were carried in compliance with the provision of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that during the audit period no events have occurred, which have a major bearing on the Company's affairs, except the following:

1. The Company had been presumed to be a shell company vide SEBI letter no. SEBI/HO/ISD/OW/P/2017/18183 dated 7th August, 2017 and SEBI has initiated Forensic Audit of the Company. The matter is under investigation and no order is received as on date on the report.

**For LAKSHMMI SUBRAMANIAN & ASSOCIATES**

Sd/-

**P.S.Srinivasan**

**Associate Partner**

**ACS No.1090**

**C.P.NO. 3122**

**Place: Chennai**

**Date: 01.06.2019**

**ANNEXURE-A**

To,  
The Members  
Tatia Global Vennture Limited

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

**For LAKSHMMI SUBRAMANIAN & ASSOCIATES**

Sd/-

**P.S.Srinivasan  
Associate Partner  
FCS No.1090  
C.P.NO. 3122**

**Place: Chennai  
Date: 01.06.2019**

## Independent Auditors' Report

To,

To the Members of TATIA GLOBAL VENNTURE LIMITED

### Opinion

We have audited the accompanying standalone financial statements of Tatia Global Vennture Limited, Chennai, which comprise the Balance Sheet as at March 31, 2019, and 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 then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2019; and its Profit, Total Comprehensive Income, the changes in Equity, and Cash Flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder; and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's report, Management discussion and analysis and Report on corporate governance, but does not include the standalone financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)<sup>5</sup> and cash flows of the Company in accordance with<sup>6</sup> the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those;
  - 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 books of account;
  - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - e) On the basis of 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
    - ii. The Company has made provision, as required under the applicable law and 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's education and protection fund by the Company.

Place: Chennai  
Dated: 30/05/2019

For **J.V. Ramanujam & Co.**  
Chartered Accountants  
Firm Reg. No. 029475  
Sd/-  
(Sri Narayana Jakhotia)  
Proprietor  
Membership No. 233192

**“Annexure A” to Independent Auditors' Report  
(Referred to in Paragraph 1 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date on the accounts of Tatia Global Vennture Limited, (“the Company”), for the year ended March 31, 2019)**

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its Property, Plant and Equipment (PPE).
- (b) According to the information and explanations given to us, physical verification of PPE is being conducted in a phased manner by the management under a programme designed to cover all the PPE over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and nature of its business. Pursuant to the program, a portion of the PPE has been physically verified by the management during the year and no material discrepancies between the books records and the physical PPE have been noticed.
- (c) There are no immovable properties in the name of the company.
- ii) (a) As per the Information and the explanations given, inventories have been physically verified by the management during the year.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management were reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) In our opinion, the company has maintained proper records of inventory. We are informed that no major discrepancies were noticed on verification between the physical stock and book records
- iii) According to the information given to us, the Company has granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
  - (a) The terms of the loans are not prejudicial to the company.
  - (b) Repayment of the principal and Receipt of Interest is as per the Terms.
- iv) The Company has complied with the provisions of the section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v) The Company has not accepted any deposits from public during the year hence the directives issued by RBI and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2015, are not applicable.
- vi) The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for maintenance of Cost Records under sub-section (1) of section 148 of the Act.
- vii) (a) According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues as applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and any other statutory dues were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, the following are the Details of Taxes which have not been deposited on account of dispute:-

Name of the statute	Nature of Dues	Year	Demand Rs. In Lakhs	Amount Deposited	Forum where dispute is pending
Customs Act	Customs Duty	1994-95	15.83	-	Madras High Court

- viii) Based on our audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, or dues to debenture holders.
- ix) Based on our audit procedures and according to the information and explanations given to us, the Company did not raise any money by way of further public offer (including debt instruments) and Term Loans during the year.
- x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our Audit.
- xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- xii) In our Opinion, the company is not a Nidhi Company. Therefore clause 3 (xii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Indian accounting standards.
- xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, and therefore clause 3(xiv) of the Companies (Auditor's Report) Order, 2016 is not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) In our opinion and according to the 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.

Place: Chennai  
Dated: 30th May, 2019

For **J.V. Ramanujam & Co.**  
Chartered Accountants  
Firm Reg. No. 02947S  
Sd/-  
(Sri Narayana Jakhotia)  
Proprietor  
Membership No. 233192

**"ANNEXURE B" to the Independent Auditor's Report of even date on the Standalone  
Financial Statements of Tatla Global Venture Limited**

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

We have audited the internal financial controls over financial reporting of M/s Tatla Global Venture Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 and jointly controlled companies, which are companies incorporated in India, as of that date.

for J. V. RAMANUJAM & Co.,  
Chartered Accountants  
FRN: 029475

(SRI NARAVANA JAKHOTIA)  
Partner  
M. No: 233192

Place : Chennai  
Date : 30th May, 2019

## TATIA GLOBAL VENNTURE LIMITED

STANDALONE BALANCE SHEET AS AT		Notes	31 03 2019	31 03 2018
			Rs.	Rs.
<b>A) Assets</b>				
<b>I Non-current assets</b>				
Property, plant and equipment	1	83,151	48,038	
Capital work-in-progress		-	-	
Investment Property		-	-	
Financial assets				
Investments	2	13,431,000	7,854,000	
Loans	3	214,649,091	203,490,156	
Other financial assets		-	-	
Other non-current assets		-	-	
<b>Total non-current assets</b>		<b>228,163,242</b>	<b>211,392,194</b>	
<b>II Current assets</b>				
Inventories		-	-	
Financial assets				
Trade receivables	4	66,847,574	68,090,174	
Cash and cash equivalents	5	279,493	146,278	
Bank balances other than cash and cash equivalents	6	6,344,645	2,920,205	
Loans		-	-	
Other financial assets		-	-	
Other current assets	7	4,839,719	9,484,096	
<b>Total current assets</b>		<b>78,311,430</b>	<b>80,640,753</b>	
<b>Total assets</b>		<b>306,474,672</b>	<b>292,032,948</b>	
<b>B Equity and liabilities</b>				
<b>III Equity</b>				
Equity share capital	8	151,620,000	151,620,000	
Other equity	9	138,096,785	119,728,857	
<b>Total equity</b>		<b>289,716,785</b>	<b>271,348,857</b>	
<b>IV Liabilities</b>				
Non-current liabilities				
Financial liabilities				
Borrowings	10	13,400,000	15,504,169	
Provisions		-	-	
Deferred Tax Liability (Net)	11	-	452,348	
<b>Total non-current liabilities</b>		<b>13,400,000</b>	<b>15,956,517</b>	
<b>V Current liabilities</b>				
Financial liabilities				
Borrowings		-	-	
Trade payables	12	419,347	1,225,949	
Other financial liabilities		-	-	
Provisions	13	2,714,150	3,271,619	
Other current liabilities	14	224,390	230,006	
<b>Total current liabilities</b>		<b>3,357,887</b>	<b>4,727,574</b>	
<b>Total equity and liabilities</b>		<b>306,474,672</b>	<b>292,032,948</b>	

Notes 1 to 19 form part of these financial statements.

for and on behalf of the board

M/s. TATIA GLOBAL VENNTURE LIMITED

Sd/-  
S.P.Bharat Jain Tatia  
Managing Director  
DIN.No. 00800056

Sd/-  
S. Pannalal Tatia  
Director  
DIN.No. 01208913

Sd/-  
Namrata Parekh  
Chief Financial Officer

As per our report of even date  
for J V Ramanujam & co.,  
chartered accountants.,  
FRN 002947S

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
Membership No. 233192

Place: Chennai  
Dated: 30|05|2019

**TATIA GLOBAL VENNTURE LIMITED**  
**STAND ALONE PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31|03|2019**

Particulars	Note	2018-2019 Rs.	2017-2018 Rs.
Revenue from operations	15	20,345,039	19,474,263
Other income		555,136	36,548
<b>Total income</b>		<b>20,900,175</b>	<b>19,510,811</b>
<b>Expenses</b>			
Cost of materials consumed		-	-
Purchase of stock - in - trade		-	-
Changes in inventories and finished goods		-	-
Employee benefit expenses	16	3,166,427	2,873,485
Finance costs	17	1,645,359	1,555,409
Depreciation	18	29,723	32,758
Other expenses	19	2,549,624	5,829,903
<b>Total expenses</b>		<b>7,391,133</b>	<b>10,291,555</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>13,509,041</b>	<b>9,219,256</b>
Exceptional items		-	-
<b>Profit/(Loss) after exceptional items and before tax</b>		<b>13,509,041</b>	<b>9,219,256</b>
<b>Tax expense:</b>			
Prior Period Tax		(1,178,124)	765,901
Current tax		2,574,150	3,159,119
Deferred tax		(677,913)	(38,644)
MAT credit		-	-
Income tax expense		718,113	3,886,376
<b>Profit/(Loss) after tax (A)</b>		<b>12,790,928</b>	<b>5,332,880</b>
<b>Other comprehensive income ('OCI')</b>			
Items that will not be reclassified subsequently to profit or loss		-	-
Items that will be reclassified subsequently to profit or loss			
Profit/(Loss) on Fair Valuation of Equity Investments		5,577,000	-
<b>Total other comprehensive income not to be reclassified subsequently to profit or loss (B)</b>		<b>5,577,000</b>	<b>-</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>18,367,928</b>	<b>5,332,880</b>
<b>Earnings per share</b>			
Basic earnings per share		0.12	0.04
Diluted earnings per share		0.12	0.04

Notes 1 to 19 form part of these financial statements.  
for and on behalf of the board

M/s. TATIA GLOBAL VENNTURE LIMITED

Sd/-	Sd/-	Sd/-
S.P.Bharat Jain Tatia	S. Pannalal Tatia	Namrata Parekh
Managing Director	Director	Chief Financial Officer
DIN.No. 00800056	DIN.No. 01208913	

Place: Chennai  
Dated: 30|05|2019

As per our report of even date  
for J V Ramanujam & co.,  
chartered accountants.,  
FRN 002947S

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
Membership No. 233192

**TATIA GLOBAL VENNTURE LIMITED**  
**STAND ALONE CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET**  
**FOR THE YEAR ENDED 31|03|2019**

A. CASH FLOW FROM OPERATING ACTIVITIES	No	31 03 2019 Rs.	31 03 2018 Rs.
Net Profit before tax and extraordinary items		13,509,041	9,219,256
Adjustments for:			
Add : Miscellaneous Expenditure W/off		-	-
Add : Depreciation		29,723	32,758
Add : Loss on Fair Valuation of Equity Investments		-	3,706,000
Add : Interest		1,645,359	1,555,409
Less : Defered tax Adjustments		(677,913)	38,645
Less : Statutory Provision		-	-
		<b>14,506,210</b>	<b>14,552,068</b>
Operating Profit before working Capital Changes			
Adjustments for			
Less : Increase in Current Assets			4,108,107
Add : Increase in current Liabilities			(15,392,166)
Add : Decrease in Current Assets		(5,046,393)	-
Less : Decrease in current Liabilities		(1,369,687)	-
<b>Cash Generated from Operating Activities</b>		<b>8,090,130</b>	<b>3,268,009</b>
Less: Tax Paid		718,113	3,925,020
<b>Cash Flow From Operating activities</b>	(A)	<b>7,372,018</b>	<b>(657,011)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets		(64,836)	(53,618)
Sale of Fixed Assets		-	25,500
Cash Flow From Investment Activities	(B)	<b>(64,836)</b>	<b>(28,118)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of Borrowing	(C)	(2,104,169)	-
Proceeds from Borrowing		-	4,196,672
Interest Paid		(1,645,359)	(1,555,409)
		<b>(3,749,528)</b>	<b>2,641,263</b>
<b>Increase / (Decrease) in cash and cash equivalent (A+B+C)</b>		<b>3,557,655</b>	<b>1,956,134</b>
Cash and cash Equivalents as on 31.03.2018		3,066,483	1,110,349
Cash and cash Equivalents as on 31.03.2019		6,624,138	3,066,483
<b>Net Increase/(Decrease) in Cash Balances</b>		<b>3,557,655</b>	<b>1,956,134</b>

Sd/-  
S.P.Bharat Jain Tatia  
Managing Director  
DIN.No. 00800056

Sd/-  
S. Pannalal Tatia  
Director  
DIN.No. 01208913

Sd/-  
Namrata Parekh  
Chief Financial Officer

I have examined the above Stand Alone Cash Flow Statement of M/s. TATIA GLOBAL VENNTURE LTD for the year ended 31.3.2019. The Statement has been prepared by the company, in accordance with the requirements of AS-3 and is based on and derived from and where applicable, and is in agreement with the profit and Loss a/c and Balance sheet of the company covered by my report dated 30th May 2019 to the members of the company.

As per our Report of even date  
for J V Ramanujam & Co.,  
Chartered accountants.,  
FRN 002947S

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
Membership No. 233192

Place: Chennai  
Dated: 30|05|2019

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

Note No.	PARTICULARS	No. of Shares	2018-2019 Rs.	2017-2018 Rs.
<b>I.</b>	<b>NON - CURRENT ASSETS</b>			
<b>1</b>	<b>FIXED ASSETS</b>			
	Property, Plant and Equipment			
	<b>Gross Block</b>			
	Opening Balance		6,255,855	6,227,737
	Add: Acquisition through business combination		32,077	53,618
	Other Adjustments		-	-
	<b>Sub Total</b>		<b>6,287,932</b>	<b>6,281,355</b>
	<b>Less: Disposals</b>			
	Gross Block at year end, (a)		6,287,932	6,255,855
	<b>Less: Depreciation</b>			
	Opening Depreciation		6,175,058	6,175,058
	Depreciation for the year		29,723	32,759
	Total Accumulated Depreciation (b)		6,204,781	6,207,817
	<b>Net carrying value (a) - (b)</b>		<b>83,151</b>	<b>48,038</b>
<b>2</b>	<b>NON CURRENT INVESTMENTS</b>			
	<b>WHOLLY OWNED SUBSIDIARY</b>			
		<b>No. of Shares</b>		
		31.3.2019	31.3.2019	31.3.2018
	M/s. Deverbetta Lands Pvt Ltd	10,000	100,000	100,000
	M/s. Kalyanang Developers Pvt Ltd	10,000	100,000	100,000
	M/s. Pajjuvasami Developers Pvt Ltd	10,000	100,000	100,000
	M/s. Sagarvar Gambhira Developers Pvt Ltd	10,000	100,000	100,000
	M/s. Sundervans Infrastructure and Develoeprs Pvt Ltd	10,000	100,000	100,000
	M/s. Thali Estates Pvt Ltd	10,000	100,000	100,000
	<b>Sub Total -I</b>		<b>600,000</b>	<b>600,000</b>
	M/s. Kreon Finnancial Services Ltd	1,950,000	12,831,000	7,254,000
	<b>Sub Total -</b>		<b>12,831,000</b>	<b>7,254,000</b>
	<b>Grand Total (I+II)</b>		<b>13,431,000</b>	<b>7,854,000</b>
<b>3</b>	<b>LOANS</b>			
	Un Secured Considered Good		-	-
	Loans and Advances to related parties		-	-
	Other Loans and Advances (Considered Good)		214,649,091	203,490,156
	<b>Total</b>		<b>214,649,091</b>	<b>203,490,156</b>
<b>II</b>	<b>CURRENT ASSETS</b>			
<b>4</b>	<b>TRADE RECEIVABLES</b>			
	Secured		-	-
	Un Secured (Considered Good)		66,847,574	68,090,174
	<b>Total</b>		<b>66,847,574</b>	<b>68,090,174</b>
<b>5</b>	<b>CASH AND CASH EQUIVALENTS</b>			
	Cash in Hand		279,493	146,278
	<b>Total</b>		<b>279,493</b>	<b>146,278</b>

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

Note No.	PARTICULARS	2018-2019 Rs.	2017-2018 Rs.
<b>6</b>	<b>BANK AND BANK EQUIVALENTS</b>		
	<b>Balances With Banks</b>		
	Cheque in Hand	-	805,819
	HDFC Bank Ltd - Nungambakkam	6,305,789	2,081,135
	Indian Bank EDI A/c	6,542	6,542
	IOB EDI A/c	6,246	6,246
	SBI EDI A/c	10,234	10,234
	SBT - Commercial Branch	15,834	10,230
	<b>Total</b>	<b>6,344,645</b>	<b>2,920,205</b>
<b>7</b>	<b>OTHER CURRENT ASSETS</b>		
	CGST, SGST, IGST - ITC	299,135	124,664
	Deposits & Others	816,002	5,090,437
	Income Tax Refundable	184,326	184,326
	TDS Receivables	3,540,256	4,084,669
	<b>Total</b>	<b>4,839,719</b>	<b>9,484,096</b>

Note No.	PARTICULARS	No. of Shares	2018-2019 Rs.	2017-2018 Rs.
<b>III</b>	<b>EQUITY</b>			
<b>8</b>	<b>EQUITY SHARE CAPITAL</b>			
	<b>AUTHORISED CAPITAL</b>			
	Equity Shares of Rs. 1/- Each Voting Rights	500,000,000	500,000,000	500,000,000
		-	-	-
	<b>ISSUED, SUBSCRIBED &amp; FULLY PAID UP CAPITAL</b>			
	151620000 Equity Shares of Rs. 1/- Each	151,620,000	151,620,000	151,620,000
			<b>151,620,000</b>	<b>151,620,000</b>

	Particulars	RESERVES AND SURPLUS	
		Retained earnings	Total
<b>9</b>	<b>OTHER EQUITY</b>		
	<b>Securities Premium</b>		
	Opening Balance	125,130,000	125,130,000
	Changes during the year	-	-
	Closing Balance	<b>125,130,000</b>	<b>125,130,000</b>
	<b>Retained Earnings</b>		
	Opening Balance	(5,401,143)	(10,734,023)
	Add: Profit for the year	12,790,928	5,332,880
	Closing Balance	<b>7,389,785</b>	<b>(5,401,143)</b>
	<b>Other Comprehensive Income</b>		
	Opening Balance	-	-
	Changes during the year	5,577,000	-
		5,577,000	-
	<b>Total Reserves</b>	<b>138,096,785</b>	<b>119,728,857</b>

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

Note No.	PARTICULARS	2018-2019 Rs.	2017-2018 Rs.
<b>IV</b>	<b>NON - CURRENT LIABILITIES</b>		
<b>10</b>	<b>FINANCIAL LIABILITIES</b>		
	<b>BORROWINGS</b>		
	Secured	-	-
	Un Secured	13,400,000	15,504,169
	<b>Total</b>	<b>13,400,000</b>	<b>15,504,169</b>
<b>11</b>	<b>DEFERRED TAX LIABILITIES (NET)</b>		
	Deferred Tax Liabilities (Net)	-	452,348
	<b>Total</b>	<b>-</b>	<b>452,348</b>
<b>V</b>	<b>CURRENT LIABILITES</b>		
	<b>FINANCIAL LIABILITES</b>		
<b>12</b>	<b>TRADE PAYABLES</b>		
	Secured	-	-
	Un Secured (Considered Good)	419,347	1,225,949
	<b>Total</b>	<b>419,347</b>	<b>1,225,949</b>
<b>13</b>	<b>PROVISIONS</b>		
	Salary Payable	115,000	87,500
	Provision for Audit Fees	25,000	25,000
	Provision for Tax	2,574,150	3,159,119
	<b>Total</b>	<b>2,714,150</b>	<b>3,271,619</b>
<b>14</b>	<b>OTHER CURRENT LIABILITIES</b>		
	TDS Payable	224,390	230,006
	<b>Total</b>	<b>224,390</b>	<b>230,006</b>
<b>VI</b>	<b>Revenue from Operations</b> <b>(for companies other than a finance company)</b>		
<b>15</b>	<b>Sales</b>		
	Interest Receipts	-	-
	Other Income	20,345,039	19,474,263
	<b>Total</b>	<b>20,900,175</b>	<b>19,510,811</b>
<b>16</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	Salaries and wages	3,082,867	2,816,367
	Staff welfare expenses	83,560	57,118
	<b>Total</b>	<b>3,166,427</b>	<b>2,873,485</b>
<b>17</b>	<b>FINANCE COSTS</b>		
	Interest Expenses	1,640,249	1,551,858
	Bank Charges	5,110	3,551
	<b>Total</b>	<b>1,645,359</b>	<b>1,555,409</b>
<b>18</b>	<b>DEPRECIATION &amp; AMORTISATION OF EXPENSES</b>		
	Depreciation of Tangible Assets	29,723	32,758
	Amortisation of Deferred Revenue Expenses	-	-
	<b>Total</b>	<b>29,723</b>	<b>32,758</b>

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

Note No.	PARTICULARS	2018-2019 Rs.	2017-2018 Rs.
19	<b>OTHER EXPENSES</b>		
	Advertisement	19,475	19,214
	AGM & Board Meeting Expenses	13,650	7,610
	Audit Fees	25,000	25,000
	Boarding & Loanding Expenses	-	9,802
	BSE, NSDL & CDSL Fees	365,138	403,604
	Director Sitting Fees	18,000	27,000
	Domain, Internet, Website Charges	123,295	62,694
	Electricity Charges	11,174	133,300
	Filling Fees	15,700	19,988
	General Expenses	261,919	126,719
	Loss on on fair valuation of equity shares	-	3,706,000
	Processing Fees	30,252	56,423
	Postage,Printing & Stationary	281,127	179,254
	Professional Fees	245,254	210,000
	Rent, Rates & Taxes	972,750	696,000
	Repair & Maintanace	126,034	41,235
	Service Tax	-	7,950
	Telephone Expenses	19,931	63,487
	Travelling Expenses	20,925	34,623
	<b>Total</b>	<b>2,549,624</b>	<b>5,829,903</b>

**Note-20****SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS AS AT 31ST MARCH 2019****BRIEF DESCRIPTION OF THE COMPANY AND ITS BUSINESS**

M/s. Tatia Global Vennture Ltd, "TGVLT" was incorporated in India, and is engaged in the business of textiles & investing in to long term and short term projects. The Company is listed at Bombay Stock Exchange Ltd (BSE).

❖ **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

1. The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) (as notified under the Companies (Indian Accounting Standards) Rules, 2015) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.
2. **Use of Estimates** :- The preparation of the financial statements in conformity with IND-AS requiring to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income

❖ **REVENUE RECOGNITION**

1. Interest Income are recognized on the date which they have become due or upon receipt whichever is earlier. The Interest income is recognized on gross basis.
2. In respect of other incomes, accrual system of accounting is followed.

❖ **PROPERTY, PLANT AND EQUIPMENT, DEPRECIATION & IMPAIRMENT**

1. The Property, Plant and Equipment are stated at cost of their acquisition less depreciation.
2. Depreciation provided on Property, Plant and Equipment on written down value method. As per the rates specified in part C of schedule II of Companies Act, 2013.

❖ **VALUATION OF CLOSING STOCK**

The company does not hold any inventories at the year end. Hence the valuation is dispensed with.

❖ **INVESTMENTS & DEPOSITS**

Investment have been revalued on the basis of fair market value for the year ended as specified under IND - AS and necessary impact have been recorded year wise related to previous year.

REVALUATION OF INVESTMENTS				
Script Name	Qty	Particulars	F.Y. 2017-18 Rs.	F.Y. 2018-19 Rs.
M/s. Kreon Financial Services Ltd	19,50,000	Opening Balance	1,03,35,000	72,54,000
		Closing Balance	72,54,000	22,77,000
		<b>Profit / (Loss)</b>	<b>(30,81,000)</b>	<b>(55,77,000)</b>

❖ **RETIREMENT BENEFITS**

Contribution of Provident fund, Gratuity and Leave encashment benefits wherever applicable is being accounted on actual liability basis.

❖ **FOREIGN CURRENCY TRANSACTION**

There are no reportable Foreign Currency related transaction in the company during the year under review.

❖ **TAX ON INCOME**

- a. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act 1961.

- b. Deferred Tax on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date as per the Accounting Standard.
- ❖ **EARNINGS PER SHARE (EPS)**  
 The earnings considered in ascertaining the Company's earnings per share is net profit after tax. The earnings per share for the year is Rs. 0.12 (Basic & Diluted) as compared to the previous year of Rs. 0.04 (Basic & Diluted).
- ❖ **CONTINGENT LIABILITIES AND CAPITAL CONTRACTS**  
 The Company as on date have not provided for any contingent liability (Previous Year NIL) and there are no unexecuted capital contracts which are outstanding or remaining to be performed.
- ❖ **IMPAIRMENT OF ASSETS**  
 The Company has carried out Impairment of Assets (to extent immediate negotiable) as per the requirement of Accounting Standards.
- ❖ **BUSINESS SEGMENT**  
 The Company is engaged primarily in one segment, accordingly there are no separate reportable segment.
- ❖ **RELATED PARTY DISCLOSURES**  
 The Company had transactions with the related parties during the year under review as under and also there are temporary current account transactions.

I. LOANS						
Name of the Company	Relationship	Opening Balance Rs. (A)	Payments Rs. (B)	Receipts Rs. (C)	Interest Amount Rs.(D)	Closing Balance Rs. (A+B+C+D)-E
1. M/s. Ashram Online.com Ltd	Enterprises over which key Managerial Personnel are able to exercise significant influence	1,23,89,862/-	7,10,140/-	-	13,20,278/-	1,30,00,000/-
2. M/s. Makemy Innerwear India Pvt Ltd		4,43,200/-	79,100/-	-	35,900/-	4,00,000/-

## II. TRADE RECEIVABLE

The Following Current Account Transactions with Wholly owned Subsidiaries are not related to any goods and services.

Name of the Company	Closing Balance 1.4.2018 Rs. (A)	Payments Rs. (B)	Receipts Rs. (C)	Closing Balance 31.3.2019 (A+B+C+D)-E
1. Deverbetta Lands Pvt Ltd	1,71,58,700	300	300	1,71,58,700
2. Kalyanang Developers Pvt Ltd	1,51,34,000	-	-	1,51,34,000
3. Pajjuvasami Developers Pvt Ltd	6,85,600	3000	-	6,88,600
4. Sagarvar Gambhira Developers Pvt Ltd	95,50,600	-	-	95,50,600
5. Sundervans Infrastructure & Developers Pvt Ltd	88,06,400	300	300	88,06,400
6. Thali Estates Pvt Ltd	97,16,500	-	-	97,16,500

**III. RENT PAYMENT**

S.no	Name	Nature of Transaction	Amount Rs.	Remarks
1.	Mr. Bharat Jain Tatia	Security Deposit	1,50,000/-	Managing Director of the Company
2.	Mr. Bharat Jain Tatia	Rent Payment (Per Annum)	3,00,000/-	Managing Director of the Company
3.	M/s. Kreon Financial Services Ltd	Rent Receipt (Per Annum)	2,40,000/-	Mr. Bharat Jain Tatia Managing Director of our company is Promoter of M/s. Kreon Financial Services Ltd
4.	Mr. Bharat Jain Tatia	Salary Paid (Per Annum)	18,00,000/-	Managing Director of the Company

**❖ PERSONNEL**

During the year under review, no employee was in receipt of remuneration in excess of limits laid down under the companies act other than below:-

There are no employees employed throughout the financial year were in receipt of remuneration which in aggregate was more than Rs.60,00,000/- per annum Rs.5,00,000/- per month

**❖ AUDITOR REMUNERATION**

S.no	Particulars	2018 - 2019	2017 - 2018
1.	Statutory Audit Fees	Rs. 25000/-	Rs. 25000/-

**❖ DUES TO SME'S**

Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with micro, small and medium enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the company as at March 31, 2019.

**❖ CASH AND CASH EQUIVALENTS (FOR PURPOSES OF CASH FLOW STATEMENT)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**❖ CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit / (Loss) before extraordinary items and 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. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

❖ **GENERAL**

1. The figures for the previous year have been regrouped / reclassified / rearranged where ever necessary with the conformity with the current year figures for facilitating proper comparisons.
2. The figures have been rounded off to the nearest rupee.

**Capital management**

For the purpose of the Company's Capital management, capital includes equity capital and all other reserves. The Company's capital management objective is to maximise the total shareholder return by optimising cost of capital through flexible capital structure that supports growth.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short term deposits.

₹ Crore

<b>Gearing Ratio:</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Debt	1.34	1.55
Less: Cash and bank balances	0.66	0.31
Net debt	0.68	1.24
Total equity	28.97	27.13
Net debt to total equity ratio	0.00	0.05

**Financial risk management**

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational / financial performance. These include market risk (including interest rate risk and equity price risk), credit risk and liquidity risk.

The Board of Directors reviews and approves risk management framework and policies for managing these risks and monitors suitable mitigating actions taken by the management to minimize potential adverse effects and achieve greater predictability to earnings. In line with the overall risk management framework and policies, the treasury function provides services to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks.

Borrowings, trade payables and other financial liabilities constitute the Company's primary financial liabilities and investment in unquoted equity shares, trade receivables, loans, cash and cash equivalents and other financial assets are the financial assets.

**Cash and cash equivalents and deposits with banks.**

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit ratings. Therefore the risk of default is considered to be insignificant.

Summary of exposures to financial assets provided below:

₹ Crore

Financial asset	Exposure as at	
	31 March 2019	31 March 2018
Investments	1.34	0.79
Loans	21.46	20.35
Trade receivables	6.68	6.81
Cash and cash equivalents	0.03	0.01
Bank balances other than cash and cash equivalents	0.63	0.29
Other financial assets	-	-
<b>Total</b>	<b>30.16</b>	<b>28.25</b>

#### Provision for expected credit losses

##### *Financial assets for which loss allowance is measured using life time expected credit losses*

The Company's main customer base is Corporate Borrowers. Historically the risk of default has been negligible or nil. Further, management believes that the unimpaired amounts that are past due by more than 60 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk. Hence, no impairment loss has been recognized during the reporting periods in respect of trade receivables. (ii) Ageing analysis of trade receivables

##### (ii) Ageing analysis of trade receivables

As a policy, the Company does an ageing analysis of debtors, the details of which is stated below.

₹ Crore

Interval	Ageing as at	
	31-Mar-19	31-Mar-18
Less than 6 months	-	-
More than 6 months	6.68	6.81
<b>Total debtors</b>	<b>6.68</b>	<b>6.81</b>

#### Liquidity risk

The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk through cash credit limits and undrawn borrowing facilities by continuously monitoring forecast and actual cash flows. The Company invests its surplus funds in bank fixed deposit which carry minimal mark to market risks.

### Maturities of financial liabilities

The following are the contractual maturities (principal and interest in the case of loan) of non-derivative financial liabilities, based on contractual cash flows:

₹ Crore

31 March 2019		Contractual cash flows					
Contractual maturities of financial liabilities	Carrying amount	Less than a year	1-2 years	2-3 years	3-4 years	More than 5 years	Total
Loans	1.34	0.07	1.27	-			1.34
Trade payables	0.04	0.02	0.02	-			0.04
Other financial liabilities	0.02	(0.00)	0.02	-			0.02
<b>TOTAL</b>	<b>1.40</b>	<b>0.09</b>	<b>1.31</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.40</b>

₹ Crore

31 March 2018		Contractual cash flows					
Contractual maturities of financial liabilities	Carrying amount	Less than a year	1-2 years	2-3 years	3-5 years	More than 5 years	Total
Loans	1.55	0.00	1.55	-			1.55
Trade payables	0.12	0.02	0.01	0.09			0.12
Other financial liabilities	0.02	0.009	0.02	-			0.02
<b>TOTAL</b>	<b>1.70</b>	<b>0.029</b>	<b>1.58</b>	<b>0.09</b>	<b>-</b>	<b>-</b>	<b>1.70</b>

### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the entity comprises two types of risk: currency risk, interest rate risk and equity price risk. Financial instruments affected by market risk include borrowings trade payables in foreign currency and investment in unquoted equity shares. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### Currency risk

The Company is not exposed to any currency risk since it does not has any transactions in any foreign currency.

### Sensitivity analysis

Since the company is not exposed to any currency risk, sensitivity analysis is not applicable.

### Interest rate risk

The Company is not exposed to any interest rate risk.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows: ₹ Crore

Particulars	31-Mar-19	31-Mar-18
Financial assets	21.46	20.35
Fixed-rate instruments	-	-
	<b>21.46</b>	<b>20.35</b>
Financial liabilities	-	-
Fixed-rate instruments	-	-
Borrowings	-	-

#### Fair value sensitivity analysis for fixed-rate instruments

The company's fixed rate instruments are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### Equity price risk

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. In the case of the Company, the sole investment in equity shares is unquoted and does not expose the Company to equity price risks, however there can be changes in the equity price based on valuations done at different reporting periods owing to the operations and general business environment in which the investee operates. In general, the investment is not held for trading purposes.

#### Equity price sensitivity analysis

A 1% change in prices of equity instruments held as at March 31, 2019 and March 31, 2018 would result in an increase / decrease of INR 22,770, and INR 78,540 in fair value of the equity instrument respectively.

#### Statement of Changes in Equity For the year ended 31 March 2019 (Stand Alone)

Equity share capital		₹ Crore
Balance as at 1 April 2017		15.16
Changes in equity share capital during 2017-18		-
Balance as at 31 March 2018		15.16
Changes in equity share capital during 2018-19		-
Balance as at 31 March 2019		15.16

**b. Other equity**

₹ in Crore

Particulars	Securities Premium	Other Comprehensive Income	Retained earnings	Total
<b>Balance as at 1 April 2017</b>	<b>12.51</b>	<b>-</b>	<b>(1.07)</b>	<b>11.44</b>
<b>For the year 2017-18</b>				
Total Comprehensive Income	-	-	0.53	0.53
Appropriation to statutory Reserves as per RBI	-	-	-	-
Transfer to/ from Retained Earnings	-	-	-	-
<b>Balance as at 31 March 2018</b>	<b>12.51</b>	<b>-</b>	<b>(0.54)</b>	<b>11.97</b>
<b>for the year 2018-19</b>				
Total Comprehensive Income	-	0.56	1.28	1.84
Transfer from Retained Earnings	-	-	-	-
<b>Balance as at 31 March 2019</b>	<b>12.51</b>	<b>0.56</b>	<b>0.74</b>	<b>13.81</b>

**Fair valuation of investment in Quoted/unquoted equity shares**

In accordance to Ind AS 109, the Company has measured the investment in Quoted and unquoted equity shares held as a fair value through profit and loss ('FVTPL') investment and accordingly accounted for the gain / (loss) on initial recognition in retained earnings. The subsequent gain / (loss) has been accounted in the statement of profit and loss.

**SIGNATORIES TO SCHEDULE 1 TO 20**

for and on behalf of the board  
M/s. TATIA GLOBAL VENNTURE LIMITED

Sd/-  
S.P.Bharat Jain Tatia  
Managing Director  
DIN.No. 00800056

Sd/-  
S. Pannalal Tatia  
Director  
DIN.No. 01208913

Sd/-  
Namrata Parekh  
Chief Financial Officer

As per our report of even date  
for J.V. Ramanujam & co.,  
Chartered Accountants.,  
Firm Regn. No. 002947S

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
M.No. 233192

Place: Chennai  
Dated: 30|05|2019

## Independent Auditors Report on Consolidated Financial Statements

### To the Members of TATIA GLOBAL VENTURE LIMITED

#### Opinion

We have audited the accompanying consolidated financial statements of Tatia Global Venture Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors, referred to in the Other Matters paragraph below, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2019; and its consolidated Profit, consolidated Total Comprehensive Income, the consolidated changes in Equity, and consolidated Cash Flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's report, Management discussion and analysis and Report on corporate governance, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is no material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

#### 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 Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance, (changes in equity)<sup>5</sup> and cash flows of the Company in accordance with<sup>6</sup> the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for

preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

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

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit

matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

We did not audit the financial statements of 6 fully owned subsidiaries, whose financial statements reflect total assets of Rs.88,342,555/- as at March 31, 2019, total revenues of Rs.4,00,000/- and net cash flows of Rs.219,530/- for the year then ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS 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 reports of the other auditors 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, we report to the extent applicable, 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 Ind AS financial statements.
- 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;
- 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 books of account;
- d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary companies, none of the directors of these entities 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 A" which is based on the auditors' reports of the subsidiary companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Ind AS financial statements.
  - ii. The Group has made provision, as required under the applicable law and 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's education and protection fund by the Group.

Place: Chennai  
Date: 30.05.2019

For J.V. Ramanujam & Co  
Chartered Accountants  
Firm Reg. No. 02947S  
Sd/-  
SRI NARAYANA JOKHOTIA  
Partner  
Membership No .233192

**"Annexure A" to the Independent Auditor's**

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

We have audited the internal financial controls over financial reporting of M/s Tatia Global Vennture Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 and jointly controlled companies, which are companies incorporated in India, as of that date..

Place: Chennai  
Date: 30.05.2019

For J.V. Ramanujam & Co  
Chartered Accountants  
Firm Reg. No. 029475  
Sd/-  
SRI NARAYANA JOKHOTIA  
Partner  
Membership No. 233192

**TATIA GLOBAL VENNTURE LIMITED**  
**Consolidated Balance Sheet as at 31st March, 2019**

Particular	Note	31 03 2019 Rs.	31 03 2018 Rs.
<b>A Assets</b>			
<b>I Non-current assets</b>			
Property, plant and equipment	1	83,151	48,038
Capital work-in-progress		-	-
Investment property		-	-
<b>Financial assets</b>			
Investments	2	12,831,000	7,254,000
Loans	3	214,649,091	203,490,156
Other financial assets		-	-
Other non-current assets		-	-
<b>Total non-current assets</b>		<b>227,563,242</b>	<b>210,792,194</b>
<b>II Current assets</b>			
Inventories		87,769,727	87,769,727
<b>Financial assets</b>			
Trade receivables	4	16,469,804	17,715,404
Cash and cash equivalents	5	790,504	436,458
Bank balances other than cash and cash equivalents	6	6,386,082	2,962,942
Other financial assets		-	-
Other current assets	7	4,860,100	9,504,477
<b>Total current assets</b>		<b>116,276,216</b>	<b>118,389,008</b>
<b>Total assets</b>		<b>343,839,458</b>	<b>329,181,202</b>
<b>B Equity and liabilities</b>			
<b>III Equity</b>			
Equity share capital	8	151,620,000	151,620,000
Other equity	9	136,535,963	118,010,732
<b>Total equity</b>		<b>288,155,963</b>	<b>269,630,732</b>
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	10	13,400,000	15,504,169
Provisions		-	-
Other non-current liabilities	11	-	452,348
<b>Total non-current liabilities</b>		<b>13,400,000</b>	<b>15,956,517</b>
<b>V Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings		-	-
Trade payables	12	39,240,426	40,047,328
Other financial liabilities		-	-
Provisions	13	2,818,679	3,316,619
Other current liabilities	14	224,390	230,006
<b>Total current liabilities</b>		<b>42,283,495</b>	<b>43,593,953</b>
<b>Total equity and liabilities</b>		<b>343,839,458</b>	<b>329,181,202</b>

Notes 1 to 19 form part of these financial statements.

As per our report of even date  
for J V Ramanujam & co.,  
chartered accountants.,  
FRN 002947S

for and on behalf of the board  
M/s. TATIA GLOBAL VENNTURE LIMITED

Sd/-	Sd/-	Sd/-
S.P.Bharat Jain Tatia Managing Director DIN.No. 00800056	S. Pannalal Tatia Director DIN.No. 01208913	Namrata Parekh Chief Financial Officer

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
Membership No. 233192

Place: Chennai  
Dated: 30|05|2019

**TATIA GLOBAL VENNTURE LIMITED**  
**CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31|03|2019**

Particulars	Note	31 03 2019 Rs.	31 03 2018 Rs.
Revenue from operations	15	20,345,039	19,474,263
Other income		955,136	36,548
<b>Total income</b>		<b>21,300,175</b>	<b>19,510,811</b>
<b>Expenses</b>			
Cost of materials consumed		-	-
Purchase of stock - in - trade		-	-
Changes in inventories and finished goods		-	-
Employee benefit expenses	16	3,289,427	2,873,485
Finance costs	17	1,646,066	1,555,409
Depreciation	18	29,723	32,758
Other expenses	19	2,631,588	5,916,547
<b>Total expenses</b>		<b>7,596,804</b>	<b>10,378,199</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>13,703,371</b>	<b>9,132,612</b>
Exceptional items			
<b>Profit/(Loss) after exceptional items and before tax</b>		<b>13,703,371</b>	<b>9,132,612</b>
Tax expense:			
Prior Period Tax		(1,178,126)	765,901
Current tax		2,611,179	3,159,119
Deferred tax		(677,913)	(38,644)
MAT credit		-	-
Income tax expense		755,140	3,886,376
<b>Profit/(Loss) after tax (A)</b>		<b>12,948,231</b>	<b>5,246,236</b>
<b>Other comprehensive income ('OCI')</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurements of defined benefit obligation (net of tax)		-	-
<b>Items that will be reclassified subsequently to profit or loss</b>			
Profit/(Loss) on Fair Valuation of Equity Investments		5,577,000	-
<b>Total other comprehensive income not to be reclassified subsequently to profit or loss (B)</b>		<b>5,577,000</b>	<b>-</b>
<b>Total comprehensive income for the year (A+B)</b>		<b>18,525,231</b>	<b>5,246,236</b>
<b>Earnings per share</b>			
Basic earnings per share		0.12	0.03
Diluted earnings per share		0.12	0.03

Notes 1 to 19 form part of these financial statements.

for and on behalf of the board  
M/s. TATIA GLOBAL VENNTURE LIMITED

Sd/-  
S.P.Bharat Jain Tatia  
Managing Director  
DIN.No. 00800056

Sd/-  
S. Pannalal Tatia  
Director  
DIN.No. 01208913

Sd/-  
Namrata Parekh  
Chief Financial Officer

As per our report of even date  
for J V Ramanujam & Co.,  
chartered accountants.,  
FRN 002947S

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
Membership No. 233192

Place: Chennai  
Dated: 30|05|2019

**TATIA GLOBAL VENNTURE LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO THE**  
**BALANCE SHEET FOR THE YEAR ENDED 31 | 03 | 2019**

		31   03   2019	31   03   2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>	No	Rs.	Rs.
Net Profit before tax and extraordinary items		13,703,371	9,132,612
Adjustments for:			
Add : Miscellaneous Expenditure W/off		-	-
Add : Depreciation		29,723	32,758
Add : Loss on Fair Valuation of Equity Investments			3,706,000
Add : Interest		1,646,066	1,555,409
Less : Deferred tax Adjustments		(677,913)	(38,644)
Less : Statutory Provision		-	-
Less : Misc. Expenses during the year		-	-
		<b>14,701,247</b>	<b>14,388,135</b>
Operating Profit before working Capital Changes			
Adjustments for			
Less : Increase in Current Assets		-	-
Add : Increase in current Liabilities		-	-
Add : Decrease in Current Assets		(5,043,394)	45,659,634
Less : Decrease in current Liabilities		(1,310,458)	(56,925,849)
<b>Cash Flow From Operating activities</b>	<b>(A)</b>	<b>8,347,395</b>	<b>3,121,920</b>
Less : Tax paid		(755,140)	(3,886,376)
		<b>7,592,255</b>	<b>(764,456)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets		(64,836)	(53,616)
Sale of Fixed Assets			25,500
Cash Flow From Investment Activities	<b>(B)</b>	<b>(64,836)</b>	<b>(28,116)</b>
<b>C. CASH FLOW FROM FINANCE ACTIVITIES</b>			
Repayment of Borrowing	<b>(C)</b>	(2,104,169)	-
Proceeds from Borrowing		-	4,196,672
Interest paid		(1,646,066)	(1,555,409)
<b>Cash flow from Finance Activities</b>		<b>(3,750,235)</b>	<b>2,641,263</b>
<b>Increase / (Decrease) in cash and cash equivalent (A+B+C)</b>		<b>3,777,185</b>	<b>1,848,691</b>
Cash and cash Equivalents at the beginning of the year		3,399,400	1,550,709
Cash and cash Equivalents at the end of the year		7,176,585	3,399,400
<b>Net Increase/(Decrease) in Cash Balances</b>		<b>3,777,185</b>	<b>1,848,691</b>

Sd/-  
**S.P.Bharat Jain Tatia**  
 Managing Director  
 DIN.No. 00800056

Sd/-  
**S. Pannalal Tatia**  
 Director  
 DIN.No. 01208913

Sd/-  
**Namrata Parekh**  
 Chief Financial Officer

I have examined the above Consolidated Cash Flow Statement of M/s. **TATIA GLOBAL VENNTURE LTD** for the year ended 31.3.2019. The Statement has been prepared by the company, In accordance with the requirements of AS-3 and is based on and derived from and where applicable, and is in agreement with the profit and Loss a/c and Balance sheet of the company covered by my report dated 30th May 2019 to the members of the company.

**As per our Report of even date**  
**For J V Ramanujam & Co.,**  
**Chartered Accountants**  
**FRN 0029475**

**CA SRI NARAYANA JAKHOTIA**  
 Partner  
 Membership No. 233192

**Place: Chennai**  
**Dated: 30 | 05 | 2019**

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

Note No.	PARTICULARS	No.of Shares	2018-2019 Rs.	2017-2018 Rs.
<b>I.</b>	<b>NON - CURRENT ASSETS</b>			
<b>1</b>	<b>FIXED ASSETS</b>			
	Property, Plant and Equipment			
	<b>Gross Block</b>			
	Opening Balance		6,255,855	6,227,737
	Add: Acquisition through business combination		32,077	53,618
	Other Adjustments		-	-
	<b>Sub Total</b>		<b>6,287,932</b>	<b>6,281,355</b>
	<b>Less: Disposals</b>		-	25,500
	Gross Block at year end (a)		6,287,932	6,255,855
	<b>Less: Depreciation</b>			
	Opening Depreciation		6,175,058	6,175,058
	Depreciation for the Year		29,723	32,759
	Total Accumulated Depreciation (b)		<b>6,204,781</b>	<b>6,207,817</b>
	<b>Net carrying value (a) - (b)</b>		<b>83,151</b>	<b>48,038</b>
<b>2</b>	<b>NON CURRENT INVESTMENTS</b>	<b>No.of Shares</b>		
	<b>WHOLLY OWNED SUBSIDIARY</b>	<b>31.3.2019</b>	<b>31.3.2019</b>	<b>31.3.2018</b>
	M/s. Kreon Financial Services Ltd	1,950,000	12,831,000	7,254,000
	<b>Total</b>	<b>1,950,000</b>	<b>12,831,000</b>	<b>7,254,000</b>
<b>3</b>	<b>LOANS</b>			
	Un Secured Considered Good		-	-
	Loans and Advances to related parties		-	-
	Other Loans and Advances (Considered Good)		214,649,091	203,490,156
	<b>Total</b>		<b>214,649,091</b>	<b>203,490,156</b>
<b>II</b>	<b>CURRENT ASSETS</b>			
<b>4</b>	<b>TRADE RECEIVABLES</b>			
	Secured		-	-
	Un Secured (Considered Good)		16,469,804	17,715,404
	<b>Total</b>		<b>16,469,804</b>	<b>17,715,404</b>
<b>5</b>	<b>CASH AND CASH EQUIVALENTS</b>			
	Cash in Hand		790,504	436,458
	<b>Total</b>		<b>790,504</b>	<b>436,458</b>

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

Note No.	PARTICULARS	No. of Shares	2018-2019 Rs.	2017-2018 Rs.
6	<b>BANK AND BANK EQUIVALENTS</b>			
	<b>Balances With Banks</b>			
	Cheque in Hand		-	805,819
	HDFC Bank Ltd - Nungambakkam Branch		6,347,226	2,123,871
	Indian Bank EDI A/c		6,542	6,542
	IOB EDI A/c		6,246	6,246
	SBI EDI A/c		10,234	10,234
	SBT - Commercial Branch		15,834	10,230
	<b>Total</b>		<b>6,386,082</b>	<b>2,962,942</b>
7	<b>OTHER CURRENT ASSETS</b>			
	CGST, SGST, IGST - ITC		299,135	124,664
	Deposits & Others		816,002	5,090,437
	Income Tax Refundable		204,707	204,707
	TDS Receivables		3,540,256	4,084,669
	<b>Total</b>		<b>4,860,100</b>	<b>9,504,477</b>

Note No.	PARTICULARS	No. of Shares	2018-2019 Rs.	2017-2018 Rs.
III 8	<b>EQUITY</b>			
	<b>EQUITY SHARE CAPITAL</b>			
	<b>AUTHORISED CAPITAL</b>			
	Equity Shares of Rs. 1/- Each Voting Rights	500,000,000	500,000,000	500,000,000
		-	-	-
	<b>ISSUED, SUBSCRIBED &amp; FULLY PAID UP CAPITAL</b>			
	151620000 Equity Shares of Rs. 1/- Each	151,620,000	151,620,000	151,620,000
			<b>151,620,000</b>	<b>151,620,000</b>

	Particulars	RESERVES AND SURPLUS	
9	<b>OTHER EQUITY</b>		
	<b>Securities Premium</b>		
	Opening Balance	125,130,000	125,130,000
	Changes during the year	-	-
	Closing Balance	<b>125,130,000</b>	<b>125,130,000</b>
	<b>Retained Earnings</b>		
	Opening Balance	(7,119,268)	(12,365,504)
	Add: Profit for the year	12,948,231	5,246,236
	Closing Balance	<b>5,828,963</b>	<b>(7,119,268)</b>
	<b>Other Comprehensive Income</b>		
	Opening	-	-
Changes during the year	5,577,000	-	
	<b>5,577,000</b>	<b>-</b>	
	<b>Total Reserves</b>	<b>136,535,963</b>	<b>118,010,732</b>

**M/s. TATIA GLOBAL VENNTURE LIMITED**
**Schedules of assets**

Note No.	PARTICULARS	2018-2019 Rs.	2017-2018 Rs.
<b>IV</b>	<b>NON - CURRENT LIABILITIES</b>		
<b>10</b>	<b>FINANCIAL LIABILITIES</b>		
	<b>BORROWINGS</b>		
	Secured	-	-
	Un Secured	13,400,000	15,504,169
	<b>Total</b>	<b>13,400,000</b>	<b>15,504,169</b>
<b>11</b>	<b>OTHER NON - CURRENT LIABILITIES</b>		
	Deferred Tax Liabilities (Net)	-	452,348
	<b>Total</b>	<b>-</b>	<b>452,348</b>
<b>V</b>	<b>CURRENT LIABILITES</b>		
<b>12</b>	<b>TRADE PAYABLES</b>		
	Secured	-	-
	Un Secured	39,240,426	40,047,328
	<b>Total</b>	<b>39,240,426</b>	<b>40,047,328</b>
<b>13</b>	<b>PROVISIONS</b>		
	Salary Payable	115,000	87,500
	Provision for Audit Fees	92,500	70,000
	Provision for Tax	2,611,179	3,159,119
	<b>Total</b>	<b>2,818,679</b>	<b>3,316,619</b>
<b>14</b>	<b>OTHER CURRENT LIABILITIES</b>		
	TDS Payable	224,390	230,006
	<b>Total</b>	<b>224,390</b>	<b>230,006</b>
<b>VI</b>	<b>Revenue from Operations</b> <b>(for companies other than a finance company)</b>		
<b>15</b>	<b>Sales</b>		
	Interest Receipts	20,345,039	19,474,263
	Other Income	955,136	36,548
	<b>Total</b>	<b>21,300,175</b>	<b>19,510,811</b>
<b>16</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	Salaries and wages	3,205,867	2,816,367
	Staff welfare expenses	83,560	57,118
	<b>Total</b>	<b>3,289,427</b>	<b>2,873,485</b>
<b>17</b>	<b>FINANCE COSTS</b>		
	Interest Expenses	1,640,248	1,551,858
	Bank Charges	5,818	3,551
	<b>Total</b>	<b>1,646,066</b>	<b>1,555,409</b>
<b>18</b>	<b>DEPRECIATION &amp; AMORTISATION OF EXPENSES</b>		
	Depreciation of Tangible Assets	29,723	32,758
	Amortisation of Deferred Revenue Expenses	-	-
	<b>Total</b>	<b>29,723</b>	<b>32,758</b>

**M/s. TATIA GLOBAL VENNTURE LIMITED**  
Schedules of assets

<b>Note No.</b>	<b>Sub sch No</b>	<b>PARTICULARS</b>	<b>2018-2019 Rs.</b>	<b>2017-2018 Rs.</b>
<b>19</b>		<b>OTHER EXPENSES</b>		
		Advertisement	19,475	19,214
		AGM & Board Meeting Expenses	13,650	7,610
		Audit Fees	70,000	25,000
		Boarding & Loading Expenses	-	9,802
		BSE, NSDL & CDSL Fees	365,138	403,604
		Director Sitting Fees	18,000	27,000
		Domain, Internet, Website Charges	123,295	62,694
		Electricity Charges	11,174	133,300
		Filing Fees	25,300	19,988
		General Expenses	289,284	213,363
		Loss on Sale of Shares	-	3,706,000
		Processing Fees	30,252	56,423
		Postage, Printing & Stationary	281,127	179,254
		Professional Fees	245,254	210,000
		Rent, Rates & Taxes	972,750	696,000
		Repair & Maintanace	126,033	41,235
		Service Tax	-	7,950
		Telephone Expenses	19,931	63,487
		Travelling Expenses	20,925	34,623
		<b>Total</b>	<b>2,631,588</b>	<b>5,916,547</b>

**Note ; 20****SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (CFS) AS AT 31ST MARCH 2019****BRIEF DESCRIPTION OF THE COMPANY AND ITS BUSINESS**

M/s. Tatia Global Vennture Ltd, "TGVL" was incorporated in India, and is engaged in the business of textiles & investing in to long term and short term projects. The Company is listed at Bombay Stock Exchange Ltd (BSE). The Company has Six Wholly owned Subsidiaries namely, 1. M/s. Devarbeta Lands Pvt Ltd, 2. M/s. Kalyanang Developers Pvt Ltd, 3. Pajjuvasami Developers Pvt Ltd, 4. M/s. Sagarvar Gambhira Developers Pvt Ltd, 5. M/s. Sundervans Infrastructure and Developers Pvt Ltd, 6. M/s. Thali Estates Pvt Ltd

**❖ BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

- The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) (as notified under the Companies (Indian Accounting Standards) Rules, 2015) prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable, to reflect the financial position of TGVL together with its wholly owned subsidiaries, 1. M/s. Devarbeta Lands Pvt Ltd, 2. M/s. Kalyanang Developers Pvt Ltd, 3. Pajjuvasami Developers Pvt Ltd, 4. M/s. Sagarvar Gambhira Developers Pvt Ltd, 5. M/s. Sundervans Infrastructure and Developers Pvt Ltd, 6. M/s. Thali Estates Pvt Ltd its associates referred to in the preceding paragraph.
- The Accounting policies applied by the group are consistent in all aspects wherever possible except for the change in accounting policy discussed more fully below..

**B. PRINCIPLES OF CONSOLIDATION**

The Consolidated financial statements of the group have been prepared on a line by line consolidation balance sheet as at 31st March 2019 and profit & Loss A/c and cash flow statement of TGVL and subsidiaries for the year ended 31st March 2019

- The Financial Statements of the Subsidiaries used in the consolidation are drawn for the same reporting period as at of the company i.e. 31st March 2019
- The Financial Statements of the Company and its Six Wholly Owned Subsidiaries have combined on a line by line adding together like items of Assets, liabilities, income & Expenditure after eliminating intra group balances. The Intra Group transactions and resulting unrealized profit or losses, unless cost cannot be recovered.
- The Following subsidiary companies have been considered in the preparation of the consolidated financial statement

Name of the Company	Percentage of holding and voting power Directly or indirectly through subsidiary	
	As at March 2019	As at March 2018
1. Deverbetta Lands Pvt Ltd	100%	100%
2. Kalyanang Developers Pvt Ltd	100%	100%
3. Pajjuvasami Developers Pvt Ltd	100%	100%
4. Sagarver Gambhira Developers Pvt Ltd	100%	100%
5. Sundervans Infrastructure & Developers Pvt Ltd	100%	100%
6. Thali Estates Pvt Ltd	100%	100%

- Method of Accounting - The Company maintains its accounts under mercantile basis of accounting.
- The Company has first time adopted Indian Accounting Standard (IND-AS)

- 5. USE OF ESTIMATES :** The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of Assets and Liabilities (including contingent liabilities) and the reported income.

❖ **REVENUE RECOGNITION**

1. Interest Income are recognized on the date which they have become due or up on receipt whichever is earlier . The interest income is recognized on gross basis.
2. In respect of other incomes, accrual system of accounting is followed.

❖ **PROPERTY, PLANT AND EQUIPMENT, DEPRECIATION & IMPAIRMENT**

1. The Property, Plant and Equipment are stated at cost of their acquisition less depreciation.
2. Depreciation provided on Property, Plant and Equipment on written down value method. As per the rates specified in part C of schedule II of Companies Act, 2013.

❖ **VALUATION OF CLOSING STOCK**

Wherever applicable inventories have been valued at cost or net realized value whichever is less. However during the year under review the company does not hold any inventories other than hold by its subsidiaries. The company valued the inventories (Lands) at cost prices or market price whichever is less.

❖ **INVESTMENTS & DEPOSITS**

Investment have been revalued on the basis of fair market value so year ended as specified under IND - AS and necessary impact have been recorded year wise related to previous year.

REVALUATION OF INVESTMENTS				
Script Name	Qty	Particulars	F.Y. 2018-19 Rs.	F.Y. 2017-18 Rs.
M/s. Kreon Financial Services Ltd	19,50,000	Opening Balance	78,54,000	1,15,60,000
		Closing Balance	22,77,000	78,54,000
		Profit / (Loss)	(37,06,000)	(55,77,000)

❖ **RETIREMENT BENEFITS**

Contribution of Provident fund ,Gratuity and leave encashment benefits wherever applicable is being accounted on actual liability basis.

❖ **FOREIGN CURRENCY TRANSACTION**

There are no reportable Foreign Currency related transaction in the company during the year under review.

❖ **TAX ON INCOME**

- a. Tax on income for the current period is determined on the basis of Taxable Income computed in accordance with the provisions of the Income Tax Act 1961.
- B. Deferred Tax on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date as per the Accounting Standard.

❖ **EARNINGS PER SHARE (EPS)**

The earnings considered in ascertaining the Company's earnings per share is net profit after tax. The earnings per share for the year is Rs. 0.12 (Basic & Diluted) as compared to the previous year of Rs. 0.03 (Basic & Diluted).

❖ **CONTINGENT LIABILITIES AND CAPITAL CONTRACTS**

The Company has on date have not provided for any contingent liability ( Previous year Nil ) and there are no unexecuted capital contracts which are outstanding or remaining to be performed.

❖ **IMPAIRMENT OF ASSETS**

The Company has carried out Impairment of Assets (to extent immediate negotiable) as per the requirement of Accounting Standards.

❖ **BUSINESS SEGMENT**

The Company is engaged primarily in one segment, accordingly there are no separate reportable segment.

❖ **RELATED PARTY DISCLOSURES**

The Company had transactions with the related parties during the year under review and also other temporary current account transactions.

**1. List of Related Parties where control exists and also other Related Parties with whom transactions have taken place and relationships:**

Name	Relationship
1. Kreon Financial Services Ltd	Enterprises over which Key Managerial Personnel are able to exercise significant influence
2 Ashram Online.com Limited	
3 Make my Innerwear India Pvt Ltd	
4 Bharat Jain Tatia	Key Management Personnel

**ii. Transactions during the year:**

S.No	Name	Relationship	2018-19	2017-18
1.	<b>Security Deposit</b> Mr. Bharat Jain Tatia	KMP	1,50,000/-	1,50,000/-
2.	<b>Rent Payment</b> Mr. Bharat Jain Tatia	KMP	3,00,000/-	75,000/-
3.	<b>Salary Paid</b> Mr. Bharat Jain Tatia	KMP	18,00,000/-	18,00,000/-
4.	<b>Rent Receipt</b> Kreon Financial Services Ltd	Others	2,40,000/-	32,142/-
5.	<b>Interest Income</b> Kreon Financial Services Ltd	Others	1,72,471/-	-
6.	<b>Interest Expense</b> Ashram Online.com Limited Make my Innerwear India Pvt Ltd	Others Others	13,20,278/- 35,900/-	13,13,739/- 48,000/-
7.	<b>Net Loans and Advances, Deposits Given / (Returned)</b> Ashram Online.com Limited Make my Innerwear India Pvt Ltd	Others Others	(7,10,140)/- (79,100)/-	3,00,000 -

**iii. Balances as at end of year:**

S.no	Name	Relationship	2018-19	2017-18
	<b>Loans (Liability)</b>			
	Ashram Online.com Limited	Others	1,30,00,000	1,23,89,862
	Make my Innerwear India Pvt Ltd	Others	4,00,000	4,43,200
	<b>Loans and Advances</b>			
	Kreon Financial Services Ltd	Others	17,00,000	-

❖ **PERSONNEL**

During the year under review, no employee was in receipt of remuneration in excess of limits laid down under the companies act other than below:-

There are no employees employed throughout the financial year were in receipt of remuneration which in aggregate was more that Rs.60,00,000/- per annum; Rs.5,00,000/- per month

❖ **AUDITOR REMUNERATION**

S.no	Particulars	2018 - 2019	2017 - 2018
1.	Statutory Audit Fees	Rs. 25,000/-	Rs. 25,000/-

❖ **DUE TO SME'S**

Management has determined that there were no balances outstanding as at the beginning of the year and no transactions entered with micro, small and medium enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006, during the current year, based on the information available with the company as at March 31, 2019.

❖ **CASH AND CASH EQUIVALANTS ( FOR PURPOSE OF CASH FLOW STATEMENTS)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, (with original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

❖ **CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and 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. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

❖ **GENERAL**

1. The figures for the previous year have been regrouped / reclassified / rearranged where ever necessary with the conformity with the current year figures for facilitating proper comparisons.
2. The figures have been rounded off to the nearest rupee.

**Capital management**

For the purpose of the Company's Capital management, capital includes equity capital and all other reserves. The Company's capital management objective is to maximize the total shareholder return by optimizing cost of capital through flexible capital structure that supports growth.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and short term deposits.

₹ Crore

Gearing Ratio:	March 31, 2019	March 31, 2018
Debt	3.92	4.00
Less: Cash and bank balances	0.72	0.34
Net debt	3.21	3.66
Total equity	28.82	26.96
Net debt to total equity ratio	0.11	0.14

### FINANCIAL RISK MANAGEMENT

In course of its business, the Company is exposed to certain financial risks that could have significant influence on the Company's business and operational / financial performance. These include market risk (including interest rate risk and equity price risk), credit risk and liquidity risk.

The Board of Directors reviews and approves risk management framework and policies for managing these risks and monitors suitable mitigating actions taken by the management to minimize potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides services to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks.

Borrowings, trade payables and other financial liabilities constitute the Company's primary financial liabilities and investment in unquoted equity shares, trade receivables, loans, cash and cash equivalents and other financial assets are the financial assets

### TRADE RECEIVABLES

Credit risk refers to the risk of default on the receivables to the Company that may result in financial loss. The maximum exposure from trade receivables amounting to Rs. 1,64,69,804/- as of March 31, 2019 (Rs. 17,715,404/- as of March 31, 2018).

Trade receivables mainly constitute receivable from Corporate Borrowers. Credit risk is being managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to allow credit terms in the normal course of business. In the case of the Company, the credit period offered varies between 30 to 60 days and there have been no significant cases of impairment historically.

### Cash and cash equivalents and deposits with banks

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit ratings. Therefore the risk of default is considered to be insignificant.

Summary of exposures to financial assets provided below:

₹ Crore

Financial asset	Exposure as at	
	31 March 2019	31 March 2018
Investments	1.28	0.73
Loans	21.46	20.35
Trade receivables	1.65	1.77
Cash and cash equivalents	0.08	0.04
Bank balances other than cash and cash equivalents	0.64	0.30
Other financial assets	-	-
<b>Total</b>	<b>25.11</b>	<b>23.19</b>

### Provision for expected credit losses

#### Financial assets for which loss allowance is measured using life time expected credit losses

The Company's main customer base is Corporate Borrowers. Historically the risk of default has been negligible or nil. Further, management believes that the unimpaired amounts that are past due by more than 60 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk. Hence, no impairment loss has been recognized during the reporting periods in respect of trade receivables.

#### (ii) Ageing analysis of trade receivables

As a policy, the Company does an ageing analysis of debtors, the details of which is stated below.

₹ Crore

Interval	Ageing as at	
	31-Mar-19	31-Mar-18
Less than 6 months	-	-
More than 6 months	1.65	1.77
<b>Total debtors</b>	<b>1.65</b>	<b>1.77</b>

#### Liquidity risk

The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk through cash credit limits and undrawn borrowing facilities by continuously monitoring forecast and actual cash flows. The Company invests its surplus funds in bank fixed deposit which carry minimal mark to market risks.

#### Maturities of financial liabilities

The Following are the contractual Maturities (principal and interest in the case of loan) of non-derivative financial liabilities, based on contractual cash flows:

₹ Crore

31 March 2019		Contractual cash flows					
Contractual maturities of financial liabilities	Carrying amount	Less than a year	1-2 years	2-3 years	3-4 years	More than 5 years	Total
Loans	1.34	0.06	1.28	-	-	-	1.34
Trade payables	3.92	0.08	-	-	3.84	-	3.92
Other financial liabilities	0.02	0.00	0.02	-	-	-	0.02
<b>TOTAL</b>	<b>5.29</b>	<b>0.14</b>	<b>1.30</b>	<b>-</b>	<b>3.84</b>	<b>-</b>	<b>5.29</b>

₹ Crore

31 March 2018		Contractual cash flows					
Contractual maturities of financial liabilities	Carrying amount	Less than a year	1-2 years	2-3 years	3-5 years	More than 5 years	Total
Loans	1.55	-	1.55	-	-	-	1.55
Trade payables	4.00	0.09	0.26	0.05	3.60	-	4.00
Other financial liabilities	0.02	0.01	0.02	-	-	-	0.02
<b>TOTAL</b>	<b>5.58</b>	<b>0.10</b>	<b>1.83</b>	<b>0.05</b>	<b>3.60</b>	<b>-</b>	<b>5.58</b>

### Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the entity comprises two types of risk: currency risk, interest rate risk and equity price risk. Financial instruments affected by market risk include borrowings and investment in unquoted equity shares. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

### Currency risk

The Company is not exposed to any currency risk since it does not has any transactions in any foreign currency.

### Sensitivity analysis

Since the company is not exposed to any currency risk, sensitivity analysis is not applicable.

### Interest rate risk

The Company is not exposed to any interest rate risk. At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

₹ Crore

Particulars	31-Mar-19	31-Mar-18
Financial assets	21.46	20.35
Fixed-rate instruments	-	-
	21.46	20.35
Financial liabilities		
Fixed-rate instruments	-	-
Borrowings	-	-

### Fair value sensitivity analysis for fixed-rate instruments

The company's fixed rate instruments are carried at amortized cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates..

### Equity price risk

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. In the case of the Company, the sole investment in equity shares is unquoted and does not expose the Company to equity price risks, however there can be changes in the equity price based on valuations done at different reporting periods owing to the operations and general business environment in which the investee operates. In general, the investment is not held for trading purposes.

### Equity price sensitivity analysis

A 1% change in prices of equity instruments held as at March 31, 2019 and March 31, 2018 would result in an increase / decrease of INR 22,770, and INR 78,540 in fair value of the equity instrument respectively.

₹ Crore

Equity share capital	
Balance as at 1 April 2017	15.16
Changes in equity share capital during 2017-18	-
Balance as at 31 March 2018	15.16
Changes in equity share capital during 2018-19	-
Balance as at 31 March 2019	15.16

## b. Other equity

₹ Crore

Particulars	Securities Premium	Other Comprehensive Income	Retained earnings	Total
Balance as at 1 April 2017	12.51	-	(1.23)	11.28
For the year 2017-18				
Total Comprehensive Income	-	-	0.52	0.52
Appropriation to statutory Reserves as per RBI	-	-	-	-
Transfer to/ from Retained Earnings	-	-	-	-
Balance as at 31 March 2018	12.51	-	(0.71)	11.80
for the year 2018-19				
Total Comprehensive Income	-	0.56	1.29	1.85
Transfer from Retained Earnings	-	-	-	-
Balance as at 31 March 2019	12.51	0.56	0.58	13.65

## Fair valuation of investment in Quoted/unquoted equity shares

In accordance to Ind AS 109, the Company has measured the investment in Quoted and unquoted equity shares held as a fair value through profit and loss ('FVTPL') investment and accordingly accounted for the gain / (loss) on initial recognition in retained earnings. The subsequent gain / (loss) has been accounted in the statement of profit and loss.

## SIGNATORIES TO SCHEDULE 1 TO 20

For and on behalf of the Board  
M/s. TATIA GLOBAL VENNTURE LIMITED

Sd/-  
S.P.Bharat Jain Tatia  
Managing Director  
DIN.No. 00800056

Sd/-  
S. Pannalal Tatia  
Director  
DIN.No. 01208913

Sd/-  
Namrata Parekh  
Chief Financial Officer

As per our report of even date  
for J.V. Ramanujam & co.,  
Chartered Accountants.,  
Firm Regn. No. 002947S

Sd/-  
CA Sri Narayana Jokhotia  
Partner  
M.No. 233192

Place: Chennai  
Dated: 30|05|2019



**M/s. TATIA GLOBAL VENNTURE LIMITED**  
**Regd. Office: NEW NO.29, OLD NO.12, MOOKATHAL STREET,**  
**II FLOOR, PURASAWALKAM, CHENNAI 600 007**  
**PHONE: 044 - 48676774**  
**WEBSITE: www.tatia.co.in; e-mail: tatiainfo@gmail.com**  
**CIN: L18101TN1994PLC026546**

**25th Annual General Meeting on Thursday, 26th September, 2019 at 10.00 a.m.**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	<b>L18101TN1994PLC026546</b>
Name of the Company	<b>TATIA GLOBAL VENNTURE LIMITED</b>
Registered Office	<b>NEW NO.29, OLD NO.12, MOOKATHAL STREET, II FLOOR, PURASAWALKAM, CHENNAI 600 007</b>
Name of Member(s)	
Registered Address	
Email ID	
Folio No./ DP ID Client ID	

I/We, being the Member(s) of and hold/holds \_\_\_\_\_ shares of above named Company, hereby appoint:

(1) Name.....Address:.....

Email ID:.....Signature..... Or failing him/her

(2) Name.....Address:.....

Email ID:.....Signature..... Or failing him/her

(3) Name.....Address:.....

Email ID:.....Signature..... Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Thursday, 26th September, 2019 at New no.29, Old No.12, Mookathal street, III Floor, Purasawalkam, Chennai 600 007 and at any adjournment thereof in respect of such resolutions:

Resolution Number	Resolution	Vote		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2019 including audited Balance Sheet as at 31 March, 2019 and the Statement of Profit & Loss for the year ended on that date and the reports of the Board of the Directors and Auditors thereon.			
2.	Appointment of a Director in place of Mr. S.P.BharatJain Tatia (DIN 00800056), who retires by rotation and, being eligible, offers himself for re-appointment.			
<b>Special Business</b>				
3	Appointment of Mr.S.Pannalal Jain Tatia as the Director of the Company.			
4.	Appointment of Mr.S.P.Bharat Jain Tatia as the Managing Director of the Company.			
5.	Borrowing Powers of The Company.			

Signed this.....day of..... 2019

Signature of  
Member(s): .....Signature of Proxy  
Holder:.....

Affix Revenue Stamp of Re. 1/-
---

**Notes:**

1. This form of proxy in order to be effective should be duly stamped, completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. It is optional to indicate your preference. If you leave columns 'For, Against, Abstain' blank against all or any of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
2. For the Resolutions, Statement setting out material facts thereon and notes please refer to the Notice of the 25th Annual General Meeting.
3. 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. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.



**M/s. TATIA GLOBAL VENNTURE LIMITED**  
**Regd. Office: NEW NO.29, OLD NO.12, MOOKATHAL STREET,**  
**II FLOOR, PURASAWALKAM, CHENNAI 600 007**  
**PHONE: 044 -48676774**  
**WEBSITE: [www.tatia.co.in](http://www.tatia.co.in); e-mail: [tatiainfo@gmail.com](mailto:tatiainfo@gmail.com)**  
**CIN: L18101TN1994PLC026546**

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE VENUE FOR AGM

Name and address	
of the registered member Folio No./DP ID No./	
Client ID No. No. of Shares	

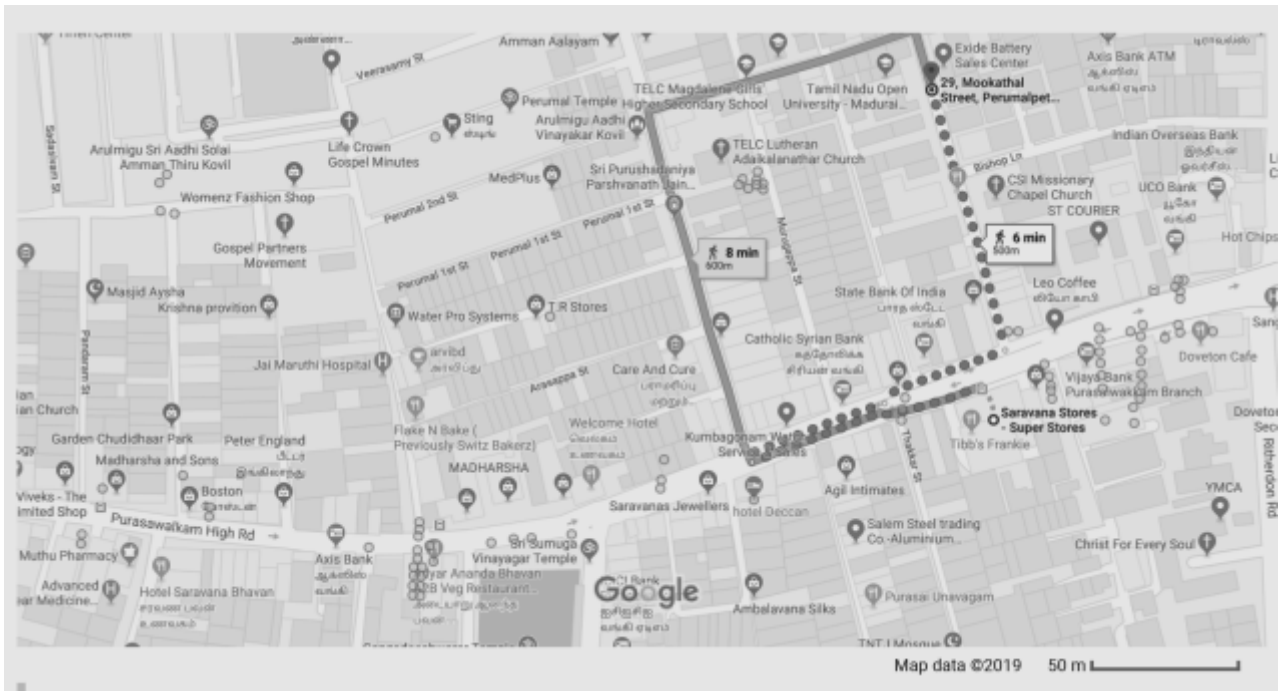
I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Thursday, 26th September, 2019 at 10.00 a. m. at New No.29, Old No.12, Mookathal Street, III floor, Purasawalkam, Chennai 600007.

\_\_\_\_\_  
Signature of the Member/Joint Member/Proxy attending the Meeting

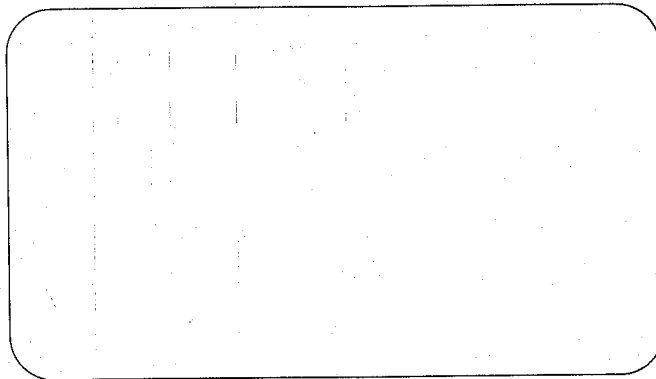
Electronic Voting Event Number (EVEN)	User ID	Password

**Note: Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance Slip and Annual Report will not be issued at the Annual General Meeting.**

# ROUTE MAP



BOOK - POST



If Undelivered, Please return to :

**TATIA GLOBAL VENNTURE LIMITED**

New No.29, OLd NO.12,  
Mookathal Street, II Floor  
Purasawalkam,  
Chennai - 600 007.