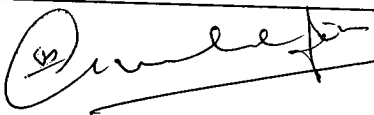

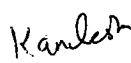

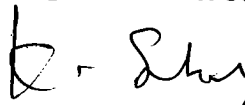



FORM - A

(PURSUANT TO CLAUSE 31 (A) OF LISTING AGREEMENT)

S.no	Particulars	Details
1	Name of the Company	M/s. TATIA GLOBAL VENNTURE LIMITED
2	Annual Stand Alone Financial Statements for the year Ended	31st MARCH, 2014
3	Type of Audit Observation	Nil
4	Frequency of Observation	Nil
5	To Be Signed by:	
	* Chairman	  Mr. Sampathlal Pannalal Jain Tatia DIN.NO.01208913
	* Audit Committee Chairman	  Mr. P. Kamlesh DIN.NO.00810823
	* Auditors of the Company	Refer Our Audit Report dated 30st May, 2014 on the Stand Alone Financial Statements of the Company For K SUBRAMANYAM & CO., Chartered Accountants (Firm Registration No. 004146S)   K. SUBRAMANYAM Proprietor Membership No. 023663
		Chennai, 3rd September, 2014



M/s. TATIA GLOBAL VENNTURE LIMITED
(CIN: L18101TN1994PLC026546)
AROSHREE TOWERS, 3RD FLOOR,
NO. 19, RUTLAND GATE, 4TH STREET, NUNGAMBAKKAM, CHENNAI-600006
E-mail t'd:tatia@vsni.com ph: 044-64585921/65155920 Fax No:044-43084750
Company Website: tatia.co.in

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **20th Annual General Meeting** of the Company will be held on Monday, 29th September, 2014 at 10.00 a.m, at Samudaya Nala Koodam , Vallanur , Ambattur, Chennai-600062 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 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. To appoint a Director in place of Mr. Pannalal Tatia Jain Sampathlal (DIN 01208913), who retires by rotation and, being eligible, offers himself for re-appointment.

3. To reappoint M/s. K.Subramanyam & Co, Chartered Accountants (Firm Regn. No. 004146S), as statutory auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the twenty first consecutive AGM and to fix their remuneration and to pass the following resolution thereof.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of the audit committee of the Board of Directors, M/s. K.Subramanyam & Co, Chartered Accountants (Firm Regn. No. 004146S) be and hereby appointed as auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of twentyfirst consecutive AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors"

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Mr. Arun Kumar Bafna (holding DIN 00900505), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company, to hold office up to March 31, 2019, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, Ms.D.Hemamalini (holding DIN 02914395), Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company to hold office till the conclusion of Twenty Fifth (25th) Consecutive Annual General Meeting of the Company, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provision, if any, of the Companies Act, 2013, ('the Act') including any statutory modification or re- enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to give loans or guarantee or provide security, in connection with a loan, to any body corporate or person and or invest in mutual funds or acquire, by way of subscription, purchase or otherwise, the Securities of any other body corporate, whether Indian or overseas, which in their absolute discretion the Board of directors deem beneficial and in the interest of the Company, in excess of 60% of the paid up Share Capital, Free Reserves and securities premium account of the Company or 100% of Free Reserves of the Company whichever is more, as prescribed under section 186(2) of the Companies Act, 2013, from time to time, in one or more tranches, upto maximum amount of `Rs.25,00,00,000/- (Rupees twenty five crores only) notwithstanding that, existing investments along with Company's existing loans or guarantee/ security or investments, shall be in excess of the limits prescribed under Section 186 (2) of the Companies Act 2013, as aforesaid.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to take from time to time, all decisions and steps, in respect of the above investments including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise, either in part or in full, as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard and to exercise all the rights and powers which would vest in the Company, in pursuance of such investment."

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company; RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
for Tatia Global Vennture Limited
Sd/-**

Place: Chennai

Date: 22nd August 2014

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

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 20th Annual General Meeting of the company.
3. 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.
4. 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. Profile of directors seeking re-appointment as stipulated in terms of Clause 49 of the listing agreement with the stock exchanges is provided in the report on corporate governance, which forms an integral part of this annual report.
5. The equity shares of the Company are listed on Bombay Stock Exchange Limited and Madras Stock Exchange Limited

6. The Register of Members and Share Transfer books of the Company will remain closed from 20th September, 2014 to 29th September, 2014 (both days inclusive).

7. Members holding shares in physical form, in multiple folios in identical names or joint accounts in the same order or names, are requested to send their share certificates to the Company's Registered Office at "Aroshree Towers, 3rd Floor, No:19, Rutland Gate, 4th Street, Nungambakkam, Chennai-600006 for consolidation into one folio.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants, with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address immediately to the Company/ Registrar and Transfer Agent, M/s. Purva Sharegistry (India) Pvt Ltd

9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent, M/s. Purva Sharegistry (India) Pvt Ltd. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

10. 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.

11. 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 E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 20th Annual General Meeting (AGM) through e-voting service 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
- (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 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 in Demat Form	For Members holding shares In Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
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 23/09/2014 and ends on 25/09/2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

(record date) of 22/08/2014, 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 under help section or write an email to 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 tatia.co.in

12. Voting through Postal Ballot

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the item no.6 of this Notice, is proposed to be passed by Postal Ballot for the purpose of seeking the approval of the shareholders, in terms of Section 186 of the Companies Act 2013 to give loans or guarantee or provide security in connection with a loan or invest in securities by way of subscription, purchase or otherwise, upto maximum limit of Rs.25,00,00,000/- (Rupees twenty five crores only) notwithstanding that, the existing investments along with Company's existing loans or guarantee/ security or investments, shall be in excess of the limits prescribed under Section 186 (2) of the Companies Act 2013. The proposed resolution is included in the items to be considered, among other business to be considered under the e-voting mechanism, in the ensuing AGM.

This Notice is being sent to all the Members, whose names appear in the Register of Members, as on 22/08/2014, being the cut-off date for the e-voting/postal ballot. The result of the postal ballot/ e-voting will be announced on 29/09/2014, the date of ensuing AGM. The result of the postal ballot/ e-voting will be communicated to the stock exchanges, where the Company is listed and displayed in the website of the Company. The postal Ballot form along with the self addressed postage pre-paid envelope is enclosed with this Notice.

13. The Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of Special Business(s) is attached herewith.

Place: Chennai
Date: 22nd August 2014

By Order of the Board of Directors
For Tatia Global Vennture Limited
Sd/-

S.P.Bharat Jain Tatia
Managing Director
DIN.NO.00800051

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

Item No. 4

Mr. Arun Kumar Bafna is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 20/01/2003. Mr. Arun Kumar Bafna is a member of the Audit Committee, Remuneration Committee and Share Transfer cum Shareholders investors Grievance Committee, of the Board of Directors of the Company.

Mr. Arun Kumar Bafna is not a Director in any other Company in India. He holds 440 shares in the Company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

Mr. Arun Kumar Bafna, retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Arun Kumar Bafna, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director up to March 31, 2019, not liable to retire by rotation. A notice has been received from a member proposing Mr. Arun Kumar Bafna as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Mr. Arun Kumar Bafna fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Arun Kumar Bafna as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Arun Kumar Bafna as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Arun Kumar Bafna, as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Arun Kumar Bafna, being an appointee, 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. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No.5

Ms.D.Hemamalini is proposed to be appointed as a non-executive Independent Director of the Company. She was appointed as an additional director of the Company, with effect from 31/07/2014. She holds the position of director in the following companies

S.No	Name of the Company	Designation
1	Kreon Financial Services Limited	Additional director
2	Leela Biotechandindustries Limited	Director

She holds 440 shares in the company.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he/she shall not be included in the total number of directors for retirement by rotation.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms.D.Hemamalini, is proposed to be appointed as an Independent Director, to hold office till the conclusion of Twenty Fifth (25th) Consecutive Annual General Meeting of the Company, not liable to retire by rotation. A notice has been received from a member proposing Ms.D.Hemamalini as a candidate for the office of Director of the Company along with the Refundable Deposit of Rs.1,00,000/-.

Based on the declaration received from the appointee director and in the opinion of the Board, Ms.D.Hemamalini fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms.D.Hemamalini, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that Ms.D.Hemamalini's association as an Independent Director of the Company, would be of immense benefit to the Company. Accordingly, the Board recommends the resolution in relation to appointment of Ms.D.Hemamalini, as an Independent Director, for the approval by the shareholders of the Company.

Except Ms.D.Hemamalini, being an appointee, 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. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Postal Ballot Item:

Item No:6

The Company proposes to judiciously utilize surplus funds available with the Company from time to time, by investing in emerging business opportunities in other body corporate and other persons. It is proposed to authorize the Board of Directors of the Company to give loans or guarantee or provide security, in connection with a loan, to any body corporate or person and/or acquire, by way of subscription, purchase or otherwise, the Securities of any other body corporate, whether Indian or overseas.

In case, the Company proposes to give loans or guarantee or provide security, in connection with a loan, to any body corporate or person and/or acquire, by way of subscription, purchase or otherwise, the Securities of any other body corporate, whether Indian or overseas, which in their absolute discretion, the Board of directors deem beneficial and in the interest of the Company, in excess of 60% of the paid up Share Capital, Free Reserves and securities premium account of the Company or 100% of Free Reserves of the Company whichever is more, as prescribed under section 186(2) of the Companies Act, 2013, the Company needs to obtain the approval of the Members by way of a special resolution.

The Resolution as set out in item No.6 of the Notice will be placed before the Meeting for the approval of the Members. Your Directors recommend the approval of proposed resolution by the Members by way of a Special Resolution. None of the Directors of the Company is concerned or interested in the proposed resolution.

Item No.7

The existing AoA of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013 ("The Act").

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppressor and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The proposed new draft AoA is would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Place: Chennai
Date: 22nd August 2014

By Order of the Board of Directors
for Tatia Global Vennture Limited

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

Additional information on directors recommended for appointment / reappointment In the AGM as required under clause 49 of the equity listing agreement:

Name of the Director	Mr. Pannalal Tatia Jain Sampathlal	Ms.D.Hemamalini	Mr.Arun Kumar Bafi
Date of Birth	25/11/1949	02/06/1987	18/08/1976
Date of Appointment	13/01/1994	31/07/2014	20/01/2003
Qualification	FCA	B.Com	B.Com
Expertise in Specific Functional 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 advising and structuring financial closures	She has over 7 years experience in Accounts & Finance and in Secretarial Department.	He has over 13 yea of experience in the areas of Finance an Investment Consultancy
List of other Companies in which Directorship is held	1.ASHRAM ONLINE COM LTD 2.KREON FINNANCIAL SERVICES LTD 3.TATIA ESTATES PRIVATE LTD 4.PAJJUVASAMI DEVELOPERS PVT LTD 5.SAKAREME DEVELOPERS PVT LTD 6.KALYANANG DEVELOPERS PVT LTD 7.NAVYUG DEVELOPERS PVT LTD 8.JIN PAAD DEVELOPERS PVT LTD 9.THALI ESTATES PVT LTD 10.SUNDERVANS INFRASTRUCTURE AND DEVELOPERS PVT LTD 11.SAGARVAR GAMBHIRA DEVELOPERS PVT LTD 12.DEVERBETTA LANDS PVT LTD 13.SARVA MANGAL ESTATES & HOLDINGS PVT LTD 14.KRIOS BUSINESS SERVICES PVT LTD 15.TATIA GLOBAL RENEWABLE ENERGY RESOURCES PVT LTD 16.STALLION BRANDS INDIA PVT LTD 17. MAKE MY INNERWEAR INDIA PVT LTD	1. Kreon Finnandal Services Limited 2.Leela Bio tech and industries Limited	Nil
No of Shares Held	100 Shares	440 Shares	440 Shares
Relationship with other Directors	Father of Shri. S.P.Bharat Jain Tatia	Nil	Nil

M/s. TATIA GLOBAL VENNTURE LIMITED
(CIN: L18101TN1994PLC026546)
AROSHREE TOWERS, 3RD FLOOR,
NO. 19, RUTLAND GATE, 4TH STREET, NUNGAMBAKKAM, CHENNAI-600006
E-mail t'd:tatia@vsnl.com ph: 044-64585921/65155920 Fax No:044-43084750
Company Website: tatia.co.in

POSTAL BALLOT FORM (In lieu of E-voting at the AGM)

1	Name of Sole / First Member	
2	Name(s) of Joint Member (s), if any	
3	Registered Folio No./DP ID No./Client ID No.	
4	Number of Shares held	

I/We, hereby exercise, my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the AGM Notice dated 22nd August, 2014 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark at the appropriate box below

Item No.	Description	Type of resolution (Ordinary/Special)	I assent to the resolution	I dissent from the resolution	I Abstain
Special Business:					
6	Authorization to Board of Directors to Invest funds of the company as specified under Section 186 of the Companies Act, 2013.	Special			

Place:

Date:

(Signature of the Member)

NOTE:

- Kindly read the instructions given under, before filling the form.
- Last date for receipt of postal Ballot Forms by Scrutinizer is Thursday, the September 25, 2014.

INSTRUCTIONS

- In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at 20th AGM of the Company.
- A Member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 6 below at the address Mrs.Lakshmmi Subramanian, Scrutinizer, M/s. Lakshmmi Subramanian and Associates, "Murugesu Naicker Office Complex", No:81, Greams Road, Chennai-600006. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the Expense of the Members will also be accepted.
- The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Postal Ballot Form is to be sent.
- The Postal Ballot form should be completed and signed by the Members. In the case of joint share holding, this form should be completed and signed by the first named Member and in his absence, by the next named

Member (s). Unsigned Postal Ballot forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Company.

5. For the votes to be considered valid, the institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send certified copy of the relevant authorization/board resolution along with Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.30 p.m. on September 25, 2014, which falls on a Thursday. Any Postal Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.

7. A Member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No.6 above.

8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Member on Friday, August 22nd, 2014, which is the Cut-off date fixed for this purpose.

9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

10. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

11. A Member need not use all the votes nor does he need to cast all the votes in the same way.

12. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.

13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

14. The date of AGM will be the deemed date of passing resolution(s) through e-voting/ Postal Ballot. It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Postal Ballot Form. The results shall be declared in terms of Rules 20 of the Companies (Management and Administration) Rules, 2014, as the case may be.

15. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.

Form No. MGT- 12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the company	TATIA GLOBAL VENNTURE LIMITED
CIN	L18101TN1994PLC026546
Registered office	AROSHREE TOWERS, 3RD FLOOR,NO. 19, RUTLAND GATE, 4TH STREET, NUNGAMBAKKAM,CHENNAI-600006

BALLOT PAPER

S No	Particulars	Details
1	Name of the first named Shareholder (In Block Letters)	
2	Postal address	
3	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

Resolution No.	Item	No of Shares Held by me	I assent to the resolution	I dissent from the resolution
Ordinary Business:				
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2014 together with the Report of the Board of Directors and Auditors thereon.			
2	Appointment of a director in place of Mr. Pannalal Tatia Jain Sampathlal who retires by rotation and being eligible, offers himself for re-appointment.			
3	Appointment of M/s. K.Subramanyam & Co as Statutory Auditors of the Company.			
Special Business:				
4	Appointment of Mr.Arun Kumar Bafna as an independent Director of the Company.			
5	Appointment of Ms.D.Hemamalini as an independent Director of the Company.			
7*	Amendment of Articles of Association to comply with the provisions of Companies Act, 2013.			

Note: * Item No: 6, can be voted through e-voting or postal ballot

Place:

Date:

(*as per Company records)

(Signature of the shareholder*)

Name of the company	TATIA GLOBAL VENNTURE LIMITED
CIN	L18101TN1994PLC026546
Registered office	AROSHREE TOWERS, 3RD FLOOR, NO. 19, RUTLAND GATE 4TH STREET, NUNGAMBAKKAM, CHENNAI-600006

PROXY FORM**(Form No: MGT-11)****(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)**

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio/ DP ID - Client ID No.:	

I/We being the member(s), holding _____ shares of ----- Limited hereby appoint:

(1) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(2) Name: _____

Address: _____

E-mail ID: _____

Signature: _____, or failing him;

(3) Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the --th Annual Ge
Meeting of the Company, to be held on Monday, 29.9.2014 at 10:00 a.m. at Samudaya Nala Koc
Vallanur, Ambattur, Chennai – 600 062. and at any adjournment thereof, in respect of such resolutions a
indicated below:

Resolution No.	Resolution	Optional*		
		For	Against	Abstain
Ordinary Business:				
1	Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March 2014 together with the Report of the Board of Directors and Auditors thereon.			
2	Appointment of a director in place of Mr. Pannalal Tatia Jain Sampathlal who retires by rotation and being eligible, offers himself for re-appointment.			
3	Appointment of M/s. K.Subramanyam & Co as Statutory Auditors of the Company.			
Special Business:				
4	Appointment of Mr.Arun Kumar Bafna as an independent Director of the Company.			
5	Appointment of Ms.D.Hemamalini as an independent Director of the Company.			
6	Authorization to Board of Directors to Invest funds of the company as specified under Section 186 of the Companies Act, 2013.			
7	Amendment of Articles of Association to comply with the provisions of Companies Act, 2013.			

Note:

1. *It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or Abstain column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.

Signed this _____ day of _____ 2014

Signature of shareholder _____

Signature of Proxy holder _____

Affi x Rs.1/- Revenue Stamp
--

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. A Proxy need not be a member of the Company.

3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 20th Annual General Meeting.

4. Please complete all details including details of member(s) in above box before submission.
Affix Rs.1/- Revenue Stamp

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CORPORATE INFORMATION

Board of Directors	<p>Shri S. Pannalal Tatia Din.01208913</p> <p>Shri S.P. Bharat Jain Tatia Din.00800056</p> <p>Shri Arun Kumar Bafna Din.00900505</p> <p>Shri P. Kamlesh Din.00810823</p> <p>Ms. D.Hemamalini Din.02914395</p>	<p><i>Chairman</i></p> <p><i>Managing Director</i></p> <p><i>Director</i></p> <p><i>Director</i> <i>(Resigned w.e.f. 19.06.2014)</i></p> <p><i>Director</i> <i>(Appointed w.e.f. 31.07.2014)</i></p>
Statutory Auditors	<p>M/s. K. Subramanyam & Co. Chartered Accountants No.252, Mugapair ERI Scheme Third Main Road, Chennai – 600 037</p>	
Registered Office	<p>“Aroshree Towers” 3rd Floor, 19, Rutland Gate, 4th Street, Nungambakkam, Chennai – 600 006 E-mail: tatia@vsnl.com CIN:L18101TN1994PLC026546</p>	
Bankers	<p>State Bank of Travancore Commercial Branch Teynampet Chennai – 600 018</p> <p>HDFC Bank Limited No.40, Nungambakkam High Road, Chennai – 600 034</p>	
Registrar & Share Transfer Agent	<p>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- 2301 6761 Fax:022 - 2301 2517 E-mail: purvashr@mtnl.net.in / busicomp@vsnl.com</p>	

DIRECTORS REPORT

Your Directors have pleasure in presenting their report on the financial results of the company for the Twentieth year, along with the Audited Balance Sheet as on 31st March, 2014 and the Profit and Loss Account for the year ended 31st March, 2014.

1. Financial Results

Your Directors are pleased to furnish below the financial results for the year ended 31st March, 2014

Rs. In Lakhs

Particulars	Year ended 31st March 2014 Standalone	Year ended 31st March 2013 Standalone	Year ended 31st March 2014 Consolidated	Year ended 31st March 2013 Consolidated
Income from Operations	295.41	775.12	295.41	2554.42
Non-Operating Income	129.12	62.40	129.12	62.49
Total Income	424.52	837.52	424.52	2616.91
Total Expenditure	375.03	787.21	376.67	2466.65
Profit/(Loss) before depreciation Interest and Taxation				
Interest and Taxation	29.85	50.31	28.21	150.26
Interest & Finance Charges	13.96	17.73	13.96	17.76
Depreciation	5.68	6.94	5.68	6.97
Profit/(Loss) before Tax	49.49	25.64	47.85	125.53
Provision for Current Taxes	---	4.32	---	4.32
Provision for Deferred Taxes	---	(0.91)	---	(0.91)
Profit/(Loss) after Tax	49.49	22.23	47.85	122.12
Balance in Profit & Loss Account	(138.29)	(160.52)	(150.70)	21.87
Balance carried to Balance Sheet	(88.81)	(138.29)	(102.85)	143.99

Your Company has made a Standalone profit of Rs. 49.49 lacs for the financial year 2013-14 as compared to Standalone profit of Rs.22.23 lacs in the previous year 2012-13. Your Company has made a Consolidated profit of Rs. 47.85 lacs for the financial year 2013-14.

2. DIVIDEND

In order to stream line Company's business model, the board of directors have decided not to declare any dividend for the current fiscal. The profits, retained by the company during the financial year 2013-14, has been carried over to the Reserves and Surplus Account.

3. FUTURE PROSPECTS

Your Company has prepared itself for entering into diversified projects through its special purpose vehicles, and your Board of Directors believes this will help the company to make profitable.

4. FIXED DEPOSITS

Your Company has neither accepted nor invited any Fixed deposit from the public in terms of Section 58A of the Companies Act, 1956 during the financial year ended 31st March 2014.

5. DIRECTORS

The Company has, pursuant to the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchange has appointed Mr.Arun Kumar Bafna and Mr. Kamlesh Parasmal as Independent Directors of the Company. Mr. Kamlesh Parasmal, Director of the Company is resigning from the position of Directorship with effect from 19/06/2014. Ms.D.Hemamalini is appointed as independent director of the Company with effect from 31/07/2014, subject to the approval of the shareholders in the ensuing Annual General Meeting. The Company has received declarations from the retiring independent director as well as the appointee

independent directors, that they meet the criteria of independence, as prescribed both under sub-section (6) of Section 149 of the Companies Act 2013 and under the said clause 49. In accordance with the provisions of section 149(4) and section 152 (5) of the Companies Act, 2013, Mr. Arun Kumar Bafna and Ms. D. Hemamalini are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming AGM of the Company.

Mr. Pannalal Tatia Jain Sampathlal, Director of the Company retires by rotation and being eligible, offers himself for reappointment, in accordance with the requirements of Companies Act, 2013.

6. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, your directors confirm as under:

- i. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the directors 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 31st March, 2014 and of the profit of the Company for the year ended on that date;
- iii. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. that the directors had prepared the annual accounts on a 'going concern' basis.

7. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion & Analysis Report for the year under review, as stipulated in Clause 49 of the Listing Agreement is presented in a separate section forming part of the Directors' Report as Annexure A.

8. CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of the Corporate Governance as prescribed in the Listing agreement entered into with Bombay Stock Exchange Limited and Madras Stock Exchange Limited. The report on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is presented in a separate section forming part of the Directors' Report as Annexure B.

9. SUBSIDIARY COMPANIES

The details of Subsidiary Companies are:-

Sl.No.	Name of Subsidiary Companies	Registered Office Address
1.	Deverbetta Lands Private Limited	No. 19, 3rd Floor, Aroshree Tower, Rutland Gate, 4th Street, Nungambakkam, Chennai-600 006
2.	Sagarvar Gambhira Developers Private Limited	No. 19, 3rd Floor, Aroshree Tower, Rutland Gate, 4th Street, Nungambakkam, Chennai-600 006
3.	Sundervans Infrastructure and Developers Private Limited	No. 19, 3rd Floor, Aroshree Tower, Rutland Gate, 4th Street, Nungambakkam, Chennai-600 006
4.	Thali Estates Private Limited	No. 19, 3rd Floor, Aroshree Tower, Rutland Gate, 4th Street, Nungambakkam, Chennai-600 006
5.	Kalyanang Developers Private Limited	No. 19, 3rd Floor, Aroshree Tower, Rutland Gate, 4th Street, Nungambakkam, Chennai-600 006
6.	Pajjuvasami Developers Private Limited	No. 19, 3rd Floor, Aroshree Tower, Rutland Gate, 4th Street, Nungambakkam, Chennai-600 006

10. Consolidated Financial Statement

The holding companies are exempt from publishing the accounts of subsidiaries subject to fulfillment of certain conditions vide Circular No.2/2011 dated 2nd February, 2011 issued by the Ministry of Corporate Affairs. However, the financial statements of the subsidiary companies has been prepared and form part of the Consolidated Financial Statements.

11. Conservation of Energy / Technology Absorption and Foreign Exchange Earnings / Outgo

Conservation of Energy:

The Company had taken steps to conserve energy in its office use, consequent to which energy consumption has been minimized. Since the Company has not carried on industrial activities, disclosures regarding impact of measures on cost of production of goods, total energy consumption, etc., are not applicable. However the company has invested in power generation projects through its wholly owned subsidiary.

Technology Absorption:

The Company has not adopted /intends to adopt any technology for its business and hence no reporting is required to be furnished under this heading

Foreign Exchange Earnings / Outgo:

Foreign Exchange inflow during the year :- NIL

Foreign Exchange outgo during the year :- NIL

12. Particulars of Employees

None of the employees fall under the category specified under Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules 1975 for the year.

13. Auditors

The Auditors, M/s. K. Subramanyam & Co., Chartered Accountants, Chennai hold office up to the date of the ensuing Annual General Meeting and are eligible for re-appointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. K. Subramanyam & Co., that their appointment, if made, would be in conformity with the limits specified in the said section.

14. Company Secretary

The company is in a continuous process of appointing a whole time company secretary. The company is scouting for a suitable candidate directly and even through Institute of company secretaries of India. However the company in due course have utilised the services of practising company secretaries with regard to all compliance related matters.

Further the company has up to date compliance records with stock exchange as per the listing agreement requirements.

15. Registrar Cum Transfer Agent:

During the year both the National Securities Depository Limited and the Central Depository Services (India) Limited connectivity was shifted to M/s. Purva Shareregistry (India) Private Limited and also act as an in house agent for physical transfer of shares.

16. Corporate Social Responsibility

The activities carried by your Companies are always socio- economic concerned and your company will always have it in concern about the community in which it is operating and the people belonging to that community.

17. Acknowledgement

The Board of Directors expresses its sincere appreciation to all the shareholders and well wishers of the Company for their co-operation and support extended to the Company and looks forward to their continued patronage in the years to come.

The Board of Directors also expresses its gratitude and places on record its sincere appreciation to Financial Institutions, Bank, the concerned departments of State and Central Governments, Employees, the Union for their valuable assistance, support and excellent co-operation extended to the Company and looks forward to their continued patronage in the years to come.

**By Order of the Board of Directors
For Tatia Global Vennture Limited**

Place: Chennai

Date: 22nd August 2014

Sd/-

S.P.Bharat Jain Tatia

Managing Director

DIN.NO.00800056

**ANNEXURE – A TO THE DIRECTORS REPORT
MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Tatia Global Vennture Limited is primarily involved in Textiles and Infrastructure related projects. The Company 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 through its Subsidiary Companies. The Global recession since 2008 have been a major obstacle in growth of the Company comparatively with projected (visa-vis) actual realizations. However the company expects the revival of business sentiments resulting in better deployment of resources to generate expected growth rate.

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, geographics 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 Financial year 2015, 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 – B TO THE DIRECTORS REPORT REPORT ON CORPORATE GOVERNANCE

I. OUR CORPORATE GOVERNANCE PHILOSOPHY

Tatia Global Vennture Limited (TGVL) defines Corporate Governance as a Systematic Process by which companies are Directed and controlled to enhance their wealth generating capacity. We believe that the governance process should ensure that this company is managed in a manner that meets stakeholders' aspirations and social expectations.

The basic objective of corporate governance policies adopted by the companies is to attain the highest levels of transparency, accountability and integrity. This objective extends not merely to meet with statutory requirements but also go beyond them by putting into place procedures and systems, which are in accordance with best practice of governance.

II. BOARD OF DIRECTORS

1. Changes during the Year:

There were no changes in the Board of Directors during the Financial Year 2013-2014.

2. Composition, Category, Size of the Board:

The Board of Directors of the Company is a balanced Board, comprising of a Managing Director and Non- Executive Directors which includes independent director. As on March 31, 2014, there were Four Directors on the Board, three are Non- Executive out of which two are Independent directors and one Executive Director who is a Managing Director.

None of the Directors of the Board is a member of more than 10 Committees or a Chairman of more than 5 Committees (as specified under clause 49) across all Companies in which he is a Director. All Directors have made necessary disclosures regarding their Directorship and Committee positions occupied by them in other Companies.

Name of the Director	Category status/ Designation	No of Board Meetings		No of Directorship held in other companies #	No of Committee membership held in other companies ^	Last AGM
		Held	Attended			
Sri. S.Pannalal Tatia	Promoter/ Non-Executive Director/ Chairman	6	6	2	2	Yes
Sri.S.P.Bharat Jain Tatia	Promoter/ Managing Director	6	6	-	-	Yes
Sri. Arun Kumar Bafna	Non-Executive Director/ Independent Director	6	6	-	-	Yes
Sri.P.Kamlesh	Non-Executive/ Independent Director	6	6	1	-	Yes

^ includes Membership of Audit Committees and Investor Grievance Committee as per clause 49 of the Listing Agreement

does not include Private and Foreign Companies and Section 25 Companies.

3. Number and dates on which the Board meetings were held:

During the Financial year 2013-14 the Board met six times. The maximum time gap between two board meetings was not more than four months. The meetings were held on the following dates:

- i. 08th April 2013
- ii. 31st May 2013
- iii. 31st July 2013
- iv. 30th September 2013
- v. 31st October 2013
- vi. 31st January 2014

4. Information supplied to the Board

Detailed agenda notes are sent to each Director well in advance before the Board and Committee meetings. The agenda items inter-alia include Secretarial & Legal Compliance matters, business matters and financial reporting. A business review presentation is made at each Board Meeting to apprise the Directors and the Senior Management team about the performance of the Company. The Board provides strategic direction and strategy in improving the performance of the Company. Business plans, annual operating and capital expenditure budgets, are also placed and reviewed by the Board along with the senior management team of the Company.

5. Code of conduct

The Board of directors of the Company has laid Code of Conduct for the Directors and Senior Management Personnel of the Company. The Code has been posted on the Company's website www.tatia.co.in. All the Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as on March 31, 2014. A declaration to this effect signed by the Managing Director forms part of this report.

6. Compliance Structure

The Board also periodically reviews status of compliance of various laws applicable to the Company and also the initiatives taken to improve the standards of compliance adherence.

III. COMMITTEES OF THE BOARD:

a. Audit Committee:

In Compliance of the provisions of Section 292A of the Companies Act, 1956 and in accordance with the provisions of Clause 49 of the Listing Agreement, the Company has a qualified and independent Audit Committee at the Board level. The Audit Committee performs the functions and role in accordance with Clause 49 of the Listing Agreement. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process.

Composition

The Audit Committee consists of the following three directors. All the members of the committee have good knowledge of finance, accounts and business management. The Composition of the Audit Committee

is in compliance with the requirements of Sec. 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The Audit Committee at present consists of following directors as its members.

1.	Sri.P.Kamlesh	- Chairman
2.	Sri. S.Pannalal Jain Tatia	- Member
3.	Sri. Arun Kumar Bafna	- Member

The Chairman of the Audit Committee is an Independent Director. The Chairman of the Audit Committee was also present at the previous Annual General Meeting, as mandated under the listing agreement, to

answer shareholder queries. All the members of the Audit Committee are financially literate and all of them have accounting and related financial management expertise.

Terms of Reference

The terms of reference for the Audit Committee basically flows and covers all the areas as stipulated under clause 49 of the Listing Agreement. This inter-alia include the following:

1. Oversight of Company's financial reporting processes.
2. Reviewing the quarterly / annual financial results, financial statements before submission to the Board for approval, with particular reference to accounting policies & procedure, major accounting policies, related party transactions.
3. Recommending to the Board, the appointment / re-appointment of Statutory Auditors and Internal Auditors and fixation of audit fees.
4. Approving internal audit plan and reviewing efficacy and adequacy of internal control systems / function.
5. Discussion with internal auditors and review of internal audit reports at quarterly intervals
6. Discussions with external auditors about the scope of audit including the observations of the auditors.

Meetings & Attendance :

During the year, the Audit Committee met 4 times on 31st May 2013, 31st July 2013, 31st October 2013, 31st January 2014. The details of the attendance of the Committee members are as follows:

The gap between any two meetings was not more than four months. Attendance of each member at the committee was as follows:		
Name of the member	Category	No of meetings attended
Sri.P.Kamlesh	Chairman and Independent Director	4
Sri. S.Pannalal Jain Tatia	Non-Executive Director	4
Sri. Arun Kumar Bafna	Independent Director	4

a. Remuneration committee:

I. Constitution of Remuneration Committee	
Remuneration Committee presently comprises three members as per details in the following table:	
Name	Category
Sri.P.Kamlesh	Non-Executive/Independent Director
Sri. S.Pannalal Jain Tatia	Promoter/Non- Executive Director
Sri. Arun Kumar Bafna	Non-Executive/Independent Director

The Chairman of the Remuneration Committee is Sri.P.Kamlesh. The Remuneration Committee has been constituted to recommend / review the remuneration package of the Managing Director. The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 1956.

i.) Remuneration to Managing Director

During the year under review, there was no change in the remuneration paid to the Managing Director for the year 2013-2014 and therefore there was no meeting of the said Committee.

ii.) Remuneration to Non-Executive Directors:

Non-executive directors are not paid any remuneration including sitting fees. Further the company has not entered into any pecuniary relationship or transactions with the Non-executive directors.

iii.) Shareholding of Non-Executive Directors:		
Name of the Director	Category	No of shares held
Sri.P.Kamlesh	Non-executive & Independent Director	440
Sri. S.Pannalal Jain Tatia	Promoter/Non-executive Director	100
Sri. Arun Kumar Bafna	Non-Executive & Independent Director	440

C. Share Transfer cum Shareholders'/Investors' Grievance committee:

The Company has constituted a Share Transfer cum Shareholders Grievance Committee to address various matters relating to investors' servicing and grievances like transfer of shares etc.

Composition

The Shareholders / Investors Grievance Committee consists of Sri. Arun Kumar Bafna and Sri.P.Kamlesh, Sri. Arun Kumar Bafna is the Chairman of the Committee. The committee met Twelve times during the year

under review on 30th April 2013, 31st May 2013, 29th June 2013, 31st July 2013, 31st August 2013, 30th September 2013, 31st October 2013, 30th November 2013, 31st December 2013, 31st January 2014, 28th February 2014 and 31st March 2014. Attendance of each member at the committee was as follows:

Name of the member	Category	No of meetings attended
Sri. Arun Kumar Bafna	Chairman and Independent Director	12
Sri.P.Kamlesh	Non-Executive Director	12

The Committee approves the transfer, transmission, transposition of shares, issue of duplicate share certificates and allied matters. The Company's Share Transfer Agents, M/s. Purva Sharegistry (India) Pvt Ltd has adequate infrastructure to process the above matters.

Terms of Reference of the Investors Grievance Committee:

The terms of reference of the Investors Grievance Committee includes:

- Review of the mechanism implemented for redressal of shareholders' and investors' grievances.
- Overseeing the performance of the Registrar and Transfer Agents of the Company and recommending measures for improvement in the quality of investor services.

The total number of complaints received and resolved to the satisfaction of the shareholders during the year under review was 68. No request for transfer is pending as on 31st March, 2014.

Compliance Officer of the Company:

During the year, the Company had appointed Sri.S.P.Bharat Jain Tatia as the Compliance Officer for the purpose of Listing Agreement.

COMPLIANCE

A certificate from Practising Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges forms part of this Annual Report.

IV. General Body Meetings:

a. Date, time, venue of the last three Annual General Meetings and details of special resolutions passed in the last three Annual General Meetings

DETAILS OF GENERAL MEETINGS:-				
Location and time, where Annual General Meetings (AGMs) and Extra – Ordinary General Meetings (EOGMs) in the last three years were held:-				
Year	AGM/ EGM	Day & Date	Venue	Time
2010-2011	AGM	30th September, 2011	SAMUGHANALA KUDAM, VALLANUR, AMBATTUR, CHENNAI – 600 062	09:30 A.M
2011-2012	AGM	27th September, 2012	SAMUDAYA KOODAM HALL, MORAIANJAL, CHENNAI – 600 055	09:30 A.M
2012-2013	AGM	30th September, 2013	SAMUDAYA KOODAM HALL, MORAI,	

2013-2014 AGM

29th September,
2014CHENNAI – 600 055
SAMUDAYA NALA KOODAM,
VALLANUR, CHENNAI – 600 062

09.30 A.M.

10.00 A.M.

Postal Ballot

No resolutions were passed through Postal Ballot during the financial year under review.

V. Disclosures:

- a. Details of transactions of material nature with any of the related parties as specified in Accounting Standard 18 issued by the Institute of Chartered Accountants of India have been reported in the notes on accounts.
- b. The Company has complied with all the requirements of regulatory authorities and no penalties / strictures were imposed on the Company by the Stock Exchanges or SEBI, or any Statutory Authority on any matter related to capital markets, during the last three years.
- c. The Company has not adopted any Whistle Blower policy. However, the Company has not denied access to any personnel to approach the Management or the Audit Committee on any issue.
- d. Details of compliance with Mandatory Requirements:
 - (i) Code of Conduct: The Company has laid down procedures to be followed by the Members of the Board and Senior Management Personnel for ethical professional conduct.
 - (ii) CEO / CFO Certification: The CEO / CFO Certification of the Financial Statements and the Cash Flow Statement for the year are attached and form part of the Annual Report.

MEANS OF COMMUNICATION

Your Company recognizes the importance of two way communication with shareholders and of giving a balanced report of results and progress and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting.

A. Quarterly Results:

The approved financial results are forthwith sent to the Stock Exchanges where the shares are listed and are generally published in Trinity Mirror (all editions) (English) and Makkal Kural (Regional language), within forty eight hours of approval thereof.

B. News Releases, Presentations, etc.:

Official news releases and presentations made to media, institutional investors, analysts, etc. are displayed on the website www.bseindia.com

C. Website:

The Company's website www.tatia.co.in contains a separate dedicated section 'Investors' where shareholders information is available. Quarterly Results, Annual Reports, Code of Conduct and Ethics, Presentation to Investors and Shareholding Pattern are also available on the website in a user friendly and downloadable form.

D. Annual Report:

The Annual Report containing inter-alia the Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report and other important information is

circulated to Members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report.

E. Designated Email ID:

The Company has designated the E-mail ID viz.: tatia@vsnl.com for investor servicing. This E-mail ID has been displayed on the Company's website www.tatia.co.in.

VI. GENERAL SHAREHOLDER INFORMATION:

AGM date, time and venue : 29th September, 2014 , 10.00 A.M at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai-600062.

Financial Calendar : 1st Quarter 1st April to 30th June
2nd Quarter 1st July to 30th September
3rd Quarter 1st October to 31st December
4th Quarter 1st January to 31st March

Date of Book Closure : The Register of Members and Share Transfer Books shall be closed for a period of 7 days starting 20th September, 2014 to 29th September, 2014 (both days inclusive).

Registered Office : AROSHREE TOWERS, 3RD FLOOR, NO. 19, RUTLAND GATE, 4TH STREET, NUNGAMBAKKAM, CHENNAI - 600006

Website : www.tatia.co.in

Listing on Stock Exchanges

The Company's equity shares are listed on Bombay Stock Exchange Limited and Madras Stock Exchange Limited.

Stock code/ Scrip code & ISIN No:

Name of the Exchange	Scrip code	
Bombay Stock Exchange Limited	521228	
National Stock Exchange of India Limited	TATIANTIM	
ISIN for Dematerialized Equity shares	NSDL and CDSL): INE083G01031	
Market Price Data:		
Stock Price data: Monthly High & Low during FY 2013-2014 in SENSEX		
Month	Bombay Stock Exchange Ltd (BSE)(in ₹ per Share)	
	Month's high	Month's Low
April 2013	1.66	1.07
May 2013	1.38	0.92
June 2013	1.06	0.82
July 2013	1.25	0.81
August 2013	1.50	1.25
September 2013	1.63	1.36
October 2013	1.66	0.88
November 2013	0.86	0.76
December 2013	0.75	0.61
January 2014	0.61	0.43
February 2014	0.47	0.32
March 2014	0.51	0.30

Registrars and Share Transfers:

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- 2301 6761 Fax:022 - 2301 2517

E-mail: purvashr@mtnl.net.in / busicomp@vsnl.com

Shareholding		Shareholders		Share Amount	
Rs	Rs	Numbers	% to total	Rs	% to total
1	5000	24438	97.52	15602175	10.29
5001	10000	275	1.10	2062485	1.36
10001	20000	137	0.55	1900988	1.25
20001	30000	65	0.26	1576589	1.04
30001	40000	26	0.10	919994	0.61
40001	50000	21	0.08	928523	0.61
50001	100000	27	0.11	1958066	1.29
100001	And above	71	0.28	126671180	83.55
Total		25060	100	151620000	100

(ii) Distribution of shares by category as on 31st March 2014:

Category	No of shares held	Percentage(%)
Promoters	15736985	10.38
General public and others	39672328	26.16
Body corporate	49480434	32.63
NRIs	870381	0.57
Banks/ FI	4400	0.00
FII	1186449	0.78
Clearing Member	118083	0.08
Mutual Funds	121440	0.08
Directors/ Relatives	41901313	27.64
Hindu Undivided Family	2528187	1.67
Total	15,16,20,000	100.00

c. Dematerialization of shares and liquidity:

The shares of the Company are in compulsory demat mode and are available for trading in the depository systems of both NSDL & CDSL. As on 31st March, 2014, 126785670 shares representing 83.62% of the total number of shares are in dematerialized form.

d. Plant Location:

The company is engaged in the business of export, real estate & infra structure ventures and related activities and is mainly functioning at its registered office situated at "Aroshree Towers", 3rd Floor, 19, Rutland Gate, 4th Street, Nungambakkam, Chennai – 600 006.

e. Address for correspondence:

For transfer/dematerialization of shares, payment of dividend and other queries relating to the shares may be addressed to:

For shares held in Dematerialized mode and Physical form :

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- 2301 6761 Fax:022 - 2301 2517
E-mail: purvashr@mtnl.net.in / busicomp@vsnl.com

CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To
The members of
TATIA GLOBAL VENNTURE LIMITED

I have examined the compliance of conditions of corporate Governance by Tatia Global Vennture Ltd for the year ended on 31st March 2014, as stipulated in clause 49 of the listing agreement of the Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof. adopted by the Company for ensuring the compliance of the conditions of Corporate Governance . It is neither an audit nor an expression on the financial statements of the company.

In my opinion and to the best of my information and according to the explanations given to me. I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that no investor grievance is pending for a period exceeding one month against the company. As per the record maintained by the share transfer cum investor relation committee of the company.

I Further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

**K SUBRAMANYAM & CO.,
CHARTERED ACCOUNTANTS,**

-Sd-

K SUBRAMANYAM

Date : 30.05.2014

**PROPRIETOR
M N NO. 023663
Firm Regn No.004146S**

CERTIFICATE UNDER SUB -CLAUSE V OF CLAUSE 49 OF THE LISTING AGREEMENT

We, S.P. Bharat Jain Tatia, Managing Director and S. Panalal Tatia, Chairman cum Non-Executive Director of the Company, do hereby confirm and certify that:

1. We have reviewed financial results for the year ended 31st March, 2014 and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) these statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies. In our opinion there are adequate internal controls over financial reporting.
4. We have indicated to the Auditors and the Audit Committee
 - (i) Significant changes in the internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) That there are 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 Company's internal control system over financial reporting.

For TATIA GLOBAL VENNTURE LIMITED

**Sd/
S.P.BHARAT JAIN TATIA
MANGING DIRECTOR
DIN.NO.00800056**

**Sd/
S.PANNALAL TATIA
CHAIRMAN CUM NON-EXECUTIVE DIRECTOR
DIN.NO.01208913**

Place : Chennai

Date : 22.08.2014

DECLARATION ON CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges(s) I hereby declare that the Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2014.

Sd/

Independent Auditors' Report

TO THE MEMBERS OF TATIA GLOBAL VENNTURE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

I have audited the accompanying financial statements of Tatia Global Vennture Limited (the Company), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 in accordance with the Accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

OPINION

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and

(c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, i give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, i report that:

- a. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
- b. In my opinion, proper books of account as required by law have been kept by the Company so far as appears from my examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In my opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

Chennai

Date : 30.05.2014

**For K.Subramanyam & co
Chartered Accountants
(Firm Registration No. 004146S)**

Sd/

K.Subramanyam
Proprietor
Membership No.: 023663

ANNEXURE REFERRED TO IN PARAGARAPH 3 OF OUR REPORT OF EVEN DATE
RE:TATIA GLOBAL VENNTURE LIMITED

(I) In respect of its fixed assets:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The company has physically verified certain assets during the year in accordance with a programme of verification, which in my opinion provides for physical verification of the fixed assets at reasonable intervals. According to the information & explanation given to me no material discrepancies were noticed on such verification.

(II) In respect of its inventories:

(a)	There are no Inventories in the Company at the year end. Hence the valuation is dispensed with.		
(III) (a)	The company has granted and taken loans, secured / unsecured, to / from companies, firms and other parties covered in the register maintained under section 301 of the Act.1956.the details are as under :		

S.No	Name of the party	Interest Amount (Rs)	Closing Balance (Rs)
1	Ashram online. Com Ltd	379100	8068063
2	Kreon Finnancial Services ltd	16767	-
3	Opti Products Pvt ltd	71507	500000
4	Make my Inner wear India Pvt ltd	18883	480229

- (b) The terms and conditions , as to the repayments, interest thereon are not prejudicial to the interest of the company . There are no overdue amounts outstanding.
- (IV) In my opinion and according to the information and explanation given to me, there are adequate internal control procedures commensurate with the size of the company and nature of its business.
- (V) In my opinion and according to the information and explanation given to me, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301, exceeding the value of Rs 5 lakhs, in respect of any party during the year.
- (VI) The company has not accepted any deposits from the public during the period under review.
- (VII) In my opinion, the company has adequate internal audit system commensurate with the size of business.
- (VIII) The Central Government has not prescribed maintenance of cost records by the Company under section 209(1) (d) of the Act.
- (IX) The company has been regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities. According to the information and explanation given to me, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable.

According to the records of the Company, there are no outstanding Sales tax, Income tax act 1961, Customs duty, Wealth tax, excise duty on account of any dispute.

- (X) The Company has made a profit amount of Rs 49.49 lakhs during the year. The company have accumulated losses at the end of the financial year to an extent of Rs 88.81 Lakhs to be written off against future profits.
- (XI) Based on my audit procedures and on the information and explanation given by the management, I am of the opinion that the company has not defaulted in the repayment due to financial institutions, banks and debenture holders.
- (XII) According to the information and explanations given to me, the company has given loans and advances on the basis of security by way of Pronotes, post dated instruments, pledge of shares, debentures and other securities. The loans advanced are subject to confirmation.
- (XIII) In my opinion the company is not a chit fund or nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (XIV) In my opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (XV) According to the information and explanations given to me, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (XVI) There were term loans obtained by the company during the year.
- (XVII) According to the cash flow statement and other records examined by me and the information and explanations given to me, on overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa, other than temporary deployment pending application.
- (XVIII) The company has not allotted equity shares during the period.
- (XIX) The company has not issued any debentures and no securities and charges are required to be created.
- (XX) The company has not raised any money by public issue during the year.
- (XXI) To the best of my knowledge and belief and according to the information explanation given to me, no fraud on or by the company was noticed or reported during the year.

**K SUBRAMANYAM & CO.,
CHARTERED ACCOUNTANTS,**

Sd/

**K SUBRAMANYAM
PROPRIETOR
M N NO. 023663
Firm Regn No. 004146S**

Place: Chennai

Date : 30.05.2014

TATIA GLOBAL VENNTURE LIMITED

STANDALONE BALANCE SHEET AS AT		31.03.2014	31.03.2013
EQUITY AND LIABILITIES			
	Sch	Rs.	Rs.
Shareholder's funds:			
a. Share Capital	1	151,620,000	151,620,000
b. Reserves & Surplus	2	116,248,918	111,300,222
		267,868,918	262,920,222
Non- current liabilities			
Long - term borrowings		25,882	317,956
Deferred tax liabilities (net)		490,992	490,992
Other long -term liabilities	8	19,834,462	24,288,649
Long - term provisions		-	-
		20,351,336	25,097,597
Current liabilities			
Short - term borrowings		-	-
Trade payables		998,030	41,945,255
Other current liabilities			
Short - term provisions	9	39,000	447,240
		1,037,030	42,392,495
		289,257,284	330,410,314
Assets			
<u>Non- current assets</u>			
<u>Fixed assets</u>			
Tangible assets	3	2,635,075	3,140,033
Intangible assets			
Capital work - In Progress			
Non- current Investments	4	38,725,000	40,175,000
Long -term loans and advances	5	161,128,132	70,734,185
Other Non- current assets		-	-
		202,488,207	114,049,218
Current assets			
Current investments		-	1,000,000
Inventories	-	-	-
Trade receivable		82,992,087	211,838,545
Cash and cash equivalents	6	761,913	1,325,014
Short -term laons and advances			
Other current assets	7	3,015,077	2,197,537
		86,769,077	216,361,096
		289,257,284	330,410,314
Notes Annexed to Forming Part of Accounts	14		

As per my report on even date

for K Subramanyam & Co.,
Chartered Accountants.,

sd/

K Subramanyam

Proprietor

Membership No. 23663

Regn No .004146S

Chennai

30 th May 2014

for and on behalf of the board

sd/

S.Pannalal Tatia

Director

DIN-01208913

sd/

S.P. Bharat Jain Tatia

Managing Director

DIN-00800056

M/s. TATIA GLOBAL VENNTURE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON		31.03.2014	31.03.2013
	Sch	Rs.	Rs.
INCOME			
Sale		29,540,680	77,512,320
Other Income		12,911,625	6,239,676
		42,452,305	83,751,996
EXPENSES			
Cost of material consumed		-	-
Purchase of stock - in - trade		27,147,510	72,293,200
Changes in Inventories of Finished goods, work- in- Progress and stock - in - trade		-	-
Employee benefits expenses	10	1,200,969	1,242,776
Finance cost	11	1,396,209	1,773,297
Depreciation and amortisation expenses	12	568,464	1,694,361
Other expenses	13	7,190,457	4,184,428
		37,503,609	81,188,062
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		4,948,696	2,563,934
Exceptional items		-	-
PROFIT BEFORE TAX		4,948,696	2,563,934
Less: Tax expenses			
Current Tax		-	432,240
Deferred Tax		-	-91,324
PROFIT FOR THE YEAR		4,948,696	2,223,018
Earning per Equity share of Rs 1/- each			
Basic		0.03	0.01
Diluted		0.03	0.01

As per my report on even date

for K Subramanyam & Co.,
Chartered Accountants.,

sd/

K Subramanyam

Proprietor

Membership No. 23663

Regn No .004146S

Chennai

30 th May 2014

for and on behalf of the board

sd/

S.Pannalal Tatia

Director

DIN-01208913

sd/

S.P. Bharat Jain Tatia

Managing Director

DIN-00800056

M/s. TATIA GLOBAL VENNTURE LIMITED
CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2014

	Rs.	Rs.
	31.03.2014	31.03.2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit after tax and extraordinary items	4,948,696	2,563,934
Adjustments for :		
Add : Depreciation	568464	694,361
Add: Goodwill	-	1,000,000
Less: adjustments for Tax	-	340,916
	5,517,160	3,917,379
Operating Before working Capital Changes		
Adjustment for :		
Less : Increase in current assets	-	61,327,137
Add: Decrease in current assets	40084971	-
Less: Decrease in current Liabilities	46101726	-
Add: Increase in Current Liabilities		60,354,896
Net Cash Flow form Operating activities (A)	(499,595)	2,945,138
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments during the year	(34,670)	(1,850,000)
Cash Flow from Investment Activities (B)	(34,670)	(1,850,000)
C. CASH FLOW FROM FINANCE ACTIVITIES		
Preliminary expenses Adjustments		
Add: fixed assets during the year	-63506	-55648
Issue of preferential warrant money	-	-
Cash flow from finance Activities (C)	-63506	-55648
Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(597,771)	1039490
Cash and cash Equivalents as on 31.03.2013	1,359,684	320,194
Cash and cash Equivalents as on 31.03.2014	761,913	1,359,684
Net Increase/(Decrease) in Cash Balances	(597,771)	1,039,490
	-	-

AUDITOR'S STATEMENT

I have examined the above Cash Flow Statement of M/S. Tatia Global Vennture Ltd for the year ended March 31st 2014. 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 2014 to the members of the company.

for K.Subramanyam & Co.,
Chartered Accountants.,
sd/

K.SUBRAMANYAM
Proprietor
M N NO. 023663
Firm Regn No.004146S

Place: Chennai
Date : 30.05.2014

M/s. TATIA GLOBAL VENNTURE LIMITED

Schedules forming part of Accounts

			31.03.2014	31.03.2013
EQUITY SHARE CAPITAL	SCH	No. of shares	Rs.	Rs.
Authorised Capital	1			
500000000 Equity shares of Rs 1/- each with voting rights		500000000	500,000,000	500,000,000
Issued Capital				
151620000 Equity shares of Rs 1/- each		151620000	151,620,000	151,620,000
(Previous Year 151620000 Equity shares of Rs 1/- each)				
Subscribed and paidup Capital				
151620000 equity shares of Rs 1/- each fully paid up			151,620,000	151,620,000
			151,620,000	151,620,000
Details of shareholders holding more than 5% of the company	%		Qty	Qty
Bharat Tatia	5.74%		8,704,280	8,704,280
Chandranantha Tatia	5.46%		8,280,920	8,280,920
Kreon Financial Services Ltd	8.17%		12,381,985	12,381,985
Gummalapuram estates Pvt Ltd	11.67%		17,699,540	17,700,000
Carus Trading Pvt Ltd	6.13%		9,287,400	9,287,400
Clarus Commercial Pvt Ltd	6.07%		9,202,600	9,202,600
			65,556,725	65,557,185
RESERVES & SURPLUS	2			
General Reserves				
a. Capital reserve			125,130,000	125,130,000
			125,130,000	125,130,000
Profit & Loss Account (opening balance)			-13,829,778	-16,052,796
Add: Profit/(Loss) during the year			4,948,696	2,223,018
			-8,881,082	-13,829,778
			116,248,918	111,300,222
Tangible Asset	3			
Land / Building/Plant & Equipment / Furniture & Fixture Vehicle / Office Equipent / Others (Individually)				
Gross Block				
Opening balance			6,446,770	6,391,122
Other Adjustments			63,506	55,648
Sub Total			6,510,276	6,446,770
Less				
Disposal			-	-
Gross Block at year end	(a)		6,510,276	6,446,770
Less : Depreciation				
Opening balance			3,306,736	2,612,376
Depreciation for the year			568,464	694,360
Total accumulated Depreciation	(b)		3,875,200	3,306,736
Net Block			2,635,076	3,140,034
INVESTMENTS	4			
Non - current Investments		Qty		
Deverbetta Lands Pvt Ltd	(WOS)	10000	100,000	100,000
Kalyanang Developers Pvt Ltd	(WOS)	10000	100,000	100,000
Navami Tradings FZE	(WOS)	-	-	1,250,000
Pajjuvasami Developers Pvt Ltd	(WOS)	10000	100,000	100,000
Sagarvar Gambhira developers Pvt Ltd	(WOS)	10000	100,000	100,000
Sundarvans Infrastructure & Developers Pvt Ltd	(WOS)	10000	100,000	100,000
Sarvamangal Estates & Holdings Pvt Ltd	(WOS)	-	-	100,000
Thali Estates Pvt Ltd	(WOS)	10000	100,000	100,000
Tatia Global Renewable Energy Resources P Ltd	(WOS)	-	-	100,000
Kreon Financial Services Ltd (Market Value Rs 29351000)		2450000	36,750,000	36,750,000
Dreams Unlimited- Share Application Money		-	750,000	750,000
Stallion Brands India Pvt Ltd		62500	625,000	625,000
(WOS-Wholly owned Subsidiary)			38,725,000	40,175,000

Schedules forming part of Accounts

		31.03.2014	31.03.2013
SCH		Rs.	Rs.
Current Investments			
	Make My Innerwear India Pvt Ltd	-	1,000,000
		-	1,000,000
Loans Advances & Deposit 5			
	Loans & Advances (above Six months considered good)	161,053,206	70,673,605
Deposit			
	MES Deposit	19,910	19,910
	Sale Tax Deposit	5,000	5,000
	Internet Deposit	1,000	1,000
	Access Computer	4,016	-
	HDFC bank Ltd (Fixed Deposit)	45,000	34,670
		161,128,132	70,734,185
CASH AND EQUIVALENTS 6			
	Cash in hand	823,457	1,025,547
Balance with Banks			
	HDFC Bank Ltd - Nungambakam	-	270,748
	Indian Bank EDI a/c	6,542	6,542
	IOB EDI a/c	6,246	6,246
	SBI EDI a/c	10,334	10,334
	SBT - Commercial Branch	4,989	5,597
	Less:	28,111	299,467
	HDFC Bank Ltd - Nungambakam	89,655	-
		-61,544	
		761,913	1,325,014
Other Current Assets 7			
	Other assets	3,015,077	2,197,537
		3,015,077	2,197,537
Other Current Liabilities 8			
	Non current liabilities	19,632,682	20,911,776
	Current Liabilities	201,780	3,376,873
		19,834,462	24,288,649
Provisions 9			
	Provision for Audit Fees	15,000	15,000
	Salary payable	24,000	-
	Provision for income tax	-	432,240
		39,000	447,240
EMPLOYEE BENEFITS EXPENSES 10			
	Salaries,Wages and Incentives	1,121,306	1,206,051
	Contributions to provident Fund and others	-	-
	Staff welfare Expenses	79,663	36,725
		1,200,969	1,242,776
Finance cost 11			
	Interest Expenses	1,392,948	1,772,179
	Others	3,261	1,118
		1,396,209	1,773,297
Depreciation and Amortisation of expenses			
	Depreciation on Tangible Assets	568,464	694,361
	Amortisation of Deferred Revenue Expenses	-	1,000,000
		568,464	1,694,361

Schedules forming part of Accounts

	31.03.2014	31.03.2013
SCH	Rs.	Rs.
Other Expenses	13	
Advertisement Expenses	15,472	16,196
AGM Expenses	-	2,455
Audit fees	15,000	15,000
Bad Debts	4,547,848	-
Conveyance Expenses	12,110	13,471
Consultancy fees	338,200	61,996
Electricity Charge	113,937	118,247
Listing fees	44,944	45,344
Loss on sale of shares	-	1,875,000
Filing Fees	-	3,186
General expenses	442,208	328,726
Postage,Telegram & Courier	359,981	304,642
Printing & Stationery	231,898	282,505
Rent, rate & taxes Expenses	650,858	540,000
Travelling Expenses	300,421	518,449
Vehicle expenses	117,580	59,211
	7,190,457	4,184,428

Note -14**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE FINANCIAL STATEMENTS (CFS) AS AT 31ST MARCH 2014****Brief description of the Company and its Business**

TATIA GLOBAL VENNTURE LIMITED was incorporated in India, and is engaged in the Business with the main objects of the company being real estates , infrastructure Developers and textile and accessories.

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. The financial statements have been prepared to comply in all material respects with the Notified accounting standard by the companies Accounting standards Rules,2006 and the relevant provisions of the companies Act'1956.

The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting polices have been consistently applied by the company and except for the changes in accounting policy discussed are fully if any, are consistent with those used in previous year.

REVENUE RECOGNITION

1. Income for sales have been reported on gross basis.
2. In respect of other incomes, accrual system of accounting is followed

B. USE OF ESTIMATES

The preparation of financial statement in line with the generally accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets , liabilities, disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of income and expenses during the year. Difference between the actual amounts and the estimates are recognized in the year in which the events become known / are materialized.

C. FIXED ASSETS, DEPRECIATION & IMPAIRMENT

1. The Fixed Assets are stated at cost of their acquisition less depreciation.
2. Depreciation is provided on fixed assets, on written down value method, as per the rates specified in Schedule XIV of the Companies Act, 1956

D. 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 held by its Subsidiaries.

E. INVESTMENTS

Investments are classified as long-term and current investments. Long-term investments are shown at cost, or written down value (in case of other than temporary diminution) and there are no Current Investments in the company.

The company has valued the investments in its subsidiaries at the cost price at which the investment were made.

The company has also made certain investments as strategic investments in to the project which are directly identifiable with specific project. As the nature of the project being falling in to main business activity of the company the same have been classified under advance during he year under review.

F. IMPAIRMENT OF ASSETS As required by AS -28 issued by the Institute of Chartered Accounts of India, provision for Impairment loss of Assets is not required to be made as the estimated realizable value of such assets will be more or equal to the carrying amount stated in the Balance Sheet.

G. RETIREMENT BENEFITS

Contribution of Provident fund ,Gratuity and leave encashment benefits wherever applicable is being accounted on actual liability basis as currently the company does not make any contributions during the period.

H. 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 (AS 22) laid down by the Institute of Chartered Accountants of India (ICAI).

I. 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 0.03 as compared to the previous year of Rs. 0.01 The EPS reported is basic and diluted.

J. FOREIGN CURRENCY TRANSACTION

There are no reportable foreign exchange transaction during the year under review.

K. SEGMENTAL REPORT

The company has derived its income during the year primarily in the one Segment, accordingly there are no separate reportable segment as per the Accounting Standard 17 (segmental Reporting) issue by the Institute of Chartered Accountants of India.

L. RELATED PARTY DISCLOSURES

The Company transactions with the related parties during the year under review are as under:-

Name of the persons	Nature of Transaction	Amount (RS)
a. Bharat Tatia	Salary	70000/-
b. Sundry Creditors	(Non- Interest bearing)	
Bharat Tatia	current account	27784/-

Pannalal Tatia	“	15273/-
Ashram Online .com Ltd	“	8068063/-
Make My Inner Wear India Pvt Ltd		480229/-

c. Sundry Debtors (Non- Interest bearing)	WOS	Advances (Rs)	Investments (Rs)
Devarbetta Lands Pvt Ltd	“	18500000/-	100000/-
Kalyanang developers Pvt Ltd	“	17850000/-	100000/-
Pajjuvasami Developers Pvt Ltd	“	3400000/-	100000/-
Sagarvar Gambhira Developers Pvt Ltd	“	12500000/-	100000/-
Sundarvans Infrastructure And Developers Pvt Ltd		11750000/-	100000/-
Thali Estates Pvt Ltd	“	12300000/-	100000/-
Kreon Financial Services Ltd			36750000/-
Stallion Brand India Pvt Ltd			625000/-

M. 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 31,2014

N. AUDITOR REMUNERATION

	2013 – 2014	2012 - 2013
Statutory Audit fees	15000/-	15000/-

Earnings Per Share

The Following reflects the profit and share data used in the basic and diluted EPS Computations

	31.03.2014	31.03.2013
	Rs.	Rs.
Total Operation for the year		
Profit / (Loss) after tax	4,948,696	2,223,018
Less Dividends on convertibel preference shares and tax thereon	-	-
Net Profit/ (Loss) for calculation of basic EPS	4,948,696	2,223,018
Net Profit/ (Loss) as above	4,948,696	2,223,018
Add : Dividends on convertible preference shares & tax thereon	-	-
Add : Interest on bonds convertible into equity shares (net of tax)	-	-
Net Profit/ (Loss) for calculation of diluted EPS	4,948,696	2,223,018
Continuing Operations		
Profit / (Loss) after tax	4,948,696	2,223,018
Less Dividends on convertibel preference shares and tax thereon	-	-
Net Profit for calculation of basic EPS	4,948,696	2,223,018
Net Profit as above	4,948,696	2,223,018
Add : Dividends on convertible preference shares & tax thereon	-	-
Add : Interest on bonds convertible into equity shares (net of tax)	-	-
Net Profit/ (Loss) for calculation of diluted EPS	4,948,696	2,223,018
Weighted averate number of equity shares in calculating basic EPS	0.03	0.01
Effect of Dilution :		
Convertible Preference Shares	-	-
Convertible Bonds	-	-
Stock options granted under ESOP	-	-
Weighted averate number of equity shares in calculating basic EPS	0.03	0.01

O. GENERAL

- a. The figures for the previous year are not comparable with the current year to effect of scheme of arrangement in current year. The figures for previous year are given statistical purposes only and have been regrouped / reclassified / rearranged where ever necessary.
- b. The cash flow statements for the previous year is for statistical purposes only as per reason stated above.
- c. The figures have been rounded off to the nearest rupee.

Signatories to Notes 1 to 14

As per my report on even date attached

for K.Subramanyam & Co.,

Chartered Accountants.,

sd/

K.Subramanyam

Proprietor

Membership No. 023663

Regn No .004146S

For and on behalf of the board

sd/

S.Pannalal Tatia

Director

DIN-01208913

sd/

S.P. Bharat Jain Tatia

Managing Director

DIN-00800056

Place: Chennai

Date : 30.05.2014

DETAILS OF SUBSIDIARY COMPANIES PURSUANT TO THE GENERAL EXEMPTION GRANTED BY THE MINISTRY OF CORPORATE AFFAIRS WITH RESPECT TO SECTION 212(8) OF THE COMPANIES ACT, 1956

S.No	Name of Subsidiary Company	Capital	Reserve & Surplus	Total Assets	Total Liabilities	Details of Investments	Turnover/ Total income	Profit Before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend
1	Dever Betta lands Pvt ltd	100000	-259190	20220664	20379854	-	-	-26166	-	-26166	-
2	Kalyanang Developers Pvt Ltd	100000	-221732	21957483	22079215	-	-	-26166	-	-26166	-
3	Pajjuvasami Developers Pvt Ltd	100000	-237658	19320516	19458175	-	-	-26222	-	-26222	-
4	Sagarvar Gambhira Developers Pvt ltd	100000	-241377	18460526	18601903	-	-	-31339	-	-31339	-
5	Sundervans Infrastructure & Developers Pvt Ltd	100000	-226365	17577240	17703605	-	-	-26762	-	-26762	-
6	Thali Estates Pvt Ltd	100000	-217773	17279254	17397027	-	-	-26722	-	-26722	-

STATEMENT PURSUANT TO SECTION 212 (3) OF THE COMPANIES ACT, 1956

Name of Subsidiary Company	Extent of Holding Company's interest in the Subsidiary at the end of the Financial year of the Subsidiary		Net aggregate amount of profit / (loss) of the Subsidiary so far as it concerns the members of the Holding Company and is not dealt with in the accounts of the Holding Company		Net aggregate amount of profit / (loss) of the subsidiary so far as it concerns the members of the Holding Company and is dealt with in the accounts of the Holding Company		
	Subsidiary's Financial Year ended	No of Shares Hold	% of Total paid-up Capital	For the Financial year of the Subsidiary (Rs)	For the previous Financial years since it became the company's Subsidiary	For the Financial year of the Subsidiary (Rs)	For the previous Financial years since it became the Holding company's subsidiary
1. Devarbeta Lands Pvt Ltd	31.03.2014	10000	100%	-26166	-233024	-26166	-233024
2. Kalyanang Developers Pvt Ltd	31.03.2014	10000	100%	-26166	-195566	-26166	-195566
3. Pajjuvasami Developers Pvt Ltd	31.03.2014	10000	100%	-26222	-211436	-26222	-211436
4. Sagarvar Gambhira Developers Pvt tld	31.03.2014	10000	100%	-31339	-210038	-31339	-210038
5. Sundervans Infrastructure & Developers Pvt ltd	31.03.2014	10000	100%	-26762	-199603	-26762	-199603
6. Thali Estates Pvt tld	31.03.2014	10000	100%	-26722	-191051	-26722	-191051

FOR TATIA GLOBAL VENNTURE LIMITED

30

Sd/-

Sd/-

Place: Chennai
Date : 30.05.2014

S.Pannalal Tatia
Director
DIN-01208913

S.P. Bharat Jain Tatia
Managing Director
DIN-00800056

Independent Auditors' Report
TO THE MEMBERS OF TATIA GLOBAL VENNTURE LIMITED
REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

I have audited the accompanying consolidated financial statements of Tatia Global Vennture Limited (the Company), its subsidiaries and jointly controlled entities (collectively referred to as the Company) which comprise the Balance Sheet as at March 31, 2014, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the financial position, consolidated financial performance and consolidated cash flows of the group in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 . This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

My responsibility is to express an opinion on these consolidated financial statements based on my audit. I conducted my audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

OPINION

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014.
- (b) In the case of the consolidated Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) In the case of the consolidated b Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For K.Subramanyam & co
 Chartered Accountants
 (Firm Registration No. 004146S)
 Sd/

K.Subramanyam
 Proprietor
 Membership No.: 023663

Chennai
 Date : 30.05.2014

TATIA GLOBAL VENNTURE LIMITED

CONSOLIDATED BALANCE SHEET AS AT		31.03.2014	31.03.2013
EQUITY AND LIABILITIES		Rs.	Rs.
	Sch		
Shareholder's funds:			
a. Share Capital	1	151,620,000	151,620,000
b. Reserves & Surplus	2	114,844,824	139,529,170
		266,464,824	291,149,170
Non- current liabilities			
Long - term borrowings		25,882	317,956
Deferred tax liabilities (net)		490,992	490,992
Other long -term liabilities	10	136,407,271	186,868,729
Long - term provisions		-	-
		136,924,145	187,677,677
Current liabilities			
Short - term borrowings		-	-
Trade payables		-	-
Other current liabilities		-	-
Short - term provisions	11	84,000	555,740
		84,000	555,740
		403,472,969	479,382,587
Assets			
<u>Non- current assets</u>			
<u>Fixed assets</u>			
Tangible assets	3	2,635,076	3,143,705
Intangible assets		-	-
Capital work - In Progress		-	-
Non- current Investments	4	38,125,000	38,125,000
Long -term loans and advances	5	161,128,132	70,734,685
Other Non- current assets	6	-	90,224
		201,888,208	112,093,614
Current assets			
Current investments		-	-
Inventories		87,769,727	88,665,522
Trade receivable	7	109,740,617	271,299,389
Cash and cash equivalents	8	1,038,959	5,070,663
Short -term laons and advances		-	-
Other current assets	9	3,035,458	2,253,399
		201,584,761	367,288,973
		403,472,969	479,382,587
Notes Annexed to Forming Part of Accounts	16	0	0

As per my report on even date
for K Subramanyam & Co.,
Chartered Accountants.,

Sd/

K Subramanyam
Proprietor

Membership No. 23663

Regn No .004146S

for and on behalf of the board

Sd/

S.Pannalal Tatia
Director

DIN-01208913

Sd/

S.P. Bharat Jain Tatia
Managing Director

DIN-00800056

Place: Chennai

Date : 30.05.2014

TATIA GLOBAL VENNTURE LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON

		31.03.2014	31.03.2013
Sch		Rs.	Rs.
INCOME			
Sale		29,540,680	255,442,320
Other Income		12,911,625	6,248,997
		42,452,305	261,691,317
EXPENSES			
Cost of material consumed			-
Purchase of stock - in - trade		27,147,510	213,568,712
Changes in Inventories of Finished goods, work- in- Progress and stock - in - trade			-
Employee benefits expenses	12	1,308,969	4,514,232
Finance cost	13	1,396,377	1,775,993
Depreciation and amortisation expenses	14	568,464	1,749,851
Other expenses	15	7,245,666	27,529,420
		37,666,986	249,138,208
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX			
Exceptional items			
PROFIT BEFORE TAX		4,785,319	12,553,109
Less; Tax expenses			
Current Tax		-	432,240
Deferred Tax		-	-91,324
PROFIT FOR THE YEAR		4,785,319	12,212,193
Earning per Equity share of Rs 1/- each			
Basic		0.03	0.08
Diluted		0.03	0.08

As per my report on even date
for K Subramanyam & Co.,
Chartered Accountants.,

Sd/

K Subramanyam
Proprietor

Membership No. 23663
Regn No .004146S

Place: Chennai
Date : 30.05.2014

for and on behalf of the board

Sd/

S.Pannalal Tatia
Director

DIN-01208913

Sd/

S.P. Bharat Jain Tatia
Managing Director

DIN-00800056

TATIA GLOBAL VENNTURE LIMITED

CONSOLIDATED CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2014

A. CASH FLOW FROM OPERATING ACTIVITIES	31.03.2014	31.03.2013
Net Profit after tax and extraordinary items	4,785,319	12,212,138
Adjustments for :		
Add : Depreciation	568,464	696,809
Add: Goodwill w/ off	-	1,053,042
Add: other Adjustments	-	432,240
	5,353,783	14,394,229
Less: Adjusments for deferred Tax	-	91,324
	5,353,783	14,302,905
Operating Before working Capital Changes		
Adjustment for :		
Less : Increase in current assets	-	70,882,510
Add: Decrease in current assets	71,369,285	-
Less: Decrease in current Liabilities	51,225,272	60,020,351
Add:Increase in Current Liabilities	-	-
Add/-less: other adjustments	-29,469,665	-
Net Cash Flow form Operating activities	(A) -3,971,869	3,440,746
B. CASH FLOW FROM INVESTING ACTIVITIES		
Investments during the year	-34,670	-2,050,000
Cash Flow from Investment Activities	(B) -34,670	-2,050,000
C. CASH FLOW FROM FINANCE ACTIVITIES		
Purchased of Fixed Assets	-59,835	-55,648
Issue of preferential warrant money	-	-
Cash flow from finance Activities	(C) -59,835	-55,648
Increase/(Decrease) in Cash and Cash Equivalents	(A+B+C) -4,066,374	1,335,098
Cash and cash Equivalents as on 31.03.2013	5,105,333	3,770,235
Cash and cash Equivalents as on 31.03.2014	1,038,959	5,105,333
Net Increase/(Decrease) in Cash Balances	-4,066,374	1,335,098
	0	0

AUDITOR'S STATEMENT

I have examined the above Consolidated Cash Flow Statement of M/S. Tatia Global Vennture ltd for the year ended March 31st 2014. The statement has been prepared by the company In accordance with the requirments 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 30 th May 2014 to the members of the company.

for K Subramanyam & Co.,
Chartered Accountants.,
sd/
K Subramanyam
Proprietor
Membership No. 23663
Regn No .004146S

Chennai
30 th May 2014

M/s. TATIA GLOBAL VENNTURE LIMITED

Schedules forming part of Accounts

		31.03.2014	31.03.2013
Sch	No. of Shares	Rs.	Rs.
EQUITY SHARE CAPITAL			
Authorised Capital	1		
500000000 Equity shares of Rs 1/- each with voting rights	500000000	500000000	500000000
Issued Capital			
151620000 Equity shares of Rs 1/- each	151620000	151,620,000	151,620,000
Subscribed and paidup Capital			
151620000 equity shares of Rs 1/- each fully paid up		151,620,000	151,620,000
		151,620,000	151,620,000
Details of shareholders holding more than 5% of the company		Qty	Qty
Bharat Tatia	5.74%	8,704,280	8,704,280
Chandranantha Tatia	5.46%	8,280,920	8,280,920
Kreon FInnancial Services Ltd	8.17%	12,381,985	12,381,985
Gummalapuram estates Pvt ltd	11.67%	17,699,540	17,700,000
Carus Trading Pvt ltd	6.13%	9,287,400	9,287,400
Clarus Commercial Pvt ltd	6.07%	9,202,600	9,202,600
		65,556,725	65,557,185
RESERVES & SURPLUS			
General Reserves	2		
a.Capital reserve		125,130,000	125,130,000
		125,130,000	125,130,000
Profit & Loss Account (opening balance)		-15,070,493	2,186,969
Add: Profit/(Loss) during the year		4,785,317	12,212,193
		-10,285,176	14,399,162
		114,844,824	139,529,162
Tangible Asset			
Land / Building/Plant & Equipment / Furniture & Fixture	3		
Vehicle / Office Equipent / Others (Individually)			
Gross Block			
Opening balance		6,446,770	6,408,121
Other Adjustments		63,506	55,648
Sub Total		6,510,276	6,463,769
Less			
Disposal			
Gross Block at year end	(a)	6,510,276	6,463,769
Less : Depreciation			
Opening balance		3,306,736	2,323,256
Depreciation for the year		568,464	696,808
Total accumulated Depreciation	(b)	3,875,200	320,064
Net Block	(a - b)	2,635,076	3,143,705
INVESTMENTS			
Non - current Investments un Quoted	4	Qty	
Clarus commercial Pvt ltd		-	-
Stallion Brands India Pvt ltd - share	62500	625,000	625,000
Dreams Unlimited- Share Appliction Money		750,000	750,000
Quoted			
Kreon FInnancial Services Ltd - share	2450000	36,750,000	36,750,000
(Market Value Rs 29351000)		38,125,000	38,125,000
Loans Advances & Deposit			
Loans & Advances (above Six months considered good)	5		
Rental advance		161,053,206	70,673,605
Deposit			
MES Deposit		19,910	19,910
Sale Tax Deposit		5,000	5,000
Internet Deposit		5,016	1,000
HDFC Bank- Nungambakam Branch (Fixed Deposit)		45,000	34,670
		161,128,132	70,734,685

M/s. TATIA GLOBAL VENNTURE LIMITED
Schedules forming part of Accounts

		31.03.2014	31.03.2013
	Sch	Rs.	Rs.
Other Non Current Asset	6		
Unamortized Expenditure- Defferred revenue Expenses			
Opening balance		-	1,143,266
Less: writren off during the Year		-	1,053,042
Closing balance at the year end		-	90,224
Trade Receivable	7		
Trade Debtors (above Six months considered good)		109,740,617	271,299,389
		109,740,617	271,299,389
CASH AND EQUIVALENTS	8		
Cash in hand		1,073,717	4,745,394
Balance with Banks			
Indian Bank EDI a/c		6,542	6,542
IOB EDI a/c		6,246	6,246
SBI EDI a/c		10,334	10,334
SBT - Commercial Branch		4,989	5,597
		28,111	28,719
HDFC Bank Ltd - Nungambakam		-62,869	296,550
		-34,758	325,269
		1,038,959	5,070,663
Other Current Assets	9		
Other assets		3,035,458	2,253,399
		3,035,458	2,253,399
Other Current Liabilites	10		
Non current liabilities- (unsecured)		135,207,461	20,911,776
Current Liabilities		1,199,810	165,956,953
		136,407,271	186,868,729
Provisions	11		
Provision for Audit Fees		60,000	123,500
Provision for Salary		24,000	
Provision for Income Tax		-	432,240
		84,000	555,740
EMPLOYEE BENEFITS EXPENSES	12		
Salaries, Wages and Incentives		1229,306	4,477,507
Contributions to provident Fund and others			
Staff welfare Expenses		79,663	36,725
		1,308,969	4,514,232
Finance cost	13		
Interest Expenses		1,392,948	1,772,179
Bank Charge		3,429	3,814
		1,396,377	1,775,993
Depreciation & Amortisation of Expenses	14		
Depreciation of Tangible Assets		568,464	696,809
Amortisation of deferred revenue Expenses			1,053,042
		568,464	1,749,851
Other Expenses	15		
Advertisement Expenses		15,472	38,151
Audit fees		60,000	123,500
Bad Debts		4,547,848	-
Consultancy fees		12,110	69,996
Conveyance expenses		339,200	30,265
Electricity Charge		113,937	118,247
Listing fees		44,944	45,344
Loss on sale of shares		-	1,875,000
General expenses		451,417	23,524,110
Postage,Telegram & Courier		359,981	304,642
Printing & Stationery		231,898	282,505
Rent, Rate & Taxes Expenses		650,858	540,000
Travelling Expenses		300,421	518,449
Vehicle Expenses		17,580	59,211
		7,245,666	27,529,420

Note -16**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS (CFS) AS AT 31ST MARCH 2014.****Brief description of the Company and its Business**

TATIA GLOBAL VENNTURE LIMITED “ TGVL “ was incorporated in India, and is engaged in the Business of Textiles & Infrastructure developers . The company is listed at Bombay Stock Exchange (BSE) and Madras Stock Exchange (MSE).

The compay has Six Wholly owned Subsidiaries namely , Devarbetta lands pvt ltd, Sagarvar Gambhira Developers Pvt ltd, Sundarvans Infrastructure and Developers pvt ltd, Thali Estates pvt ltd, Kalyanang developers Pvt Ltd, Pajjuvasami Developers Pvt ltd.

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

1. The Consolidated financial statements have been prepared to comply in all material respects with the Notified accounting standard by the companies Accounting standards Rules,2006 and the relevant provisions of the companies Act'1956 (the Act)and the company Act 2013 whichever applicable to reflect the financial position of TGVL together with its subsidiaries, Devarbetta lands pvt ltd, Sagarvar Gambhira Developers Pvt ltd, Sundarvans Infrastructure and Developers pvt ltd, Thali Estates pvt ltd, Kalyanang developers Pvt Ltd, Pajjuvasami Developers Pvt Ltd, its associates referred to in the preceding paragraph.

Further , the consolidated financial statements are presented in the general format specified in the Scheduled VI of the Companies Act, 1956 and the company Act 2013, whichever applicable. However, as these consolidated financial statements are not statutory financial statements, full compliance with the above Act are not required and so they do not reflect all the disclosure requirements of the Act.

2. 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 2014 and Profit & Loss a/c and cash flow statement of TGVL and subsidiaries for the year ended March 31'2014.

The financial statements of the subsidiaries used for consolidation are drawn for the same reporting period as that of the company.

All material inter- company transaction and balances between the entities included in the consolidated financial statements have been eliminated.

The investment in the subsidiary companies have been accounted under the equity method as per the Accounting Standard 23 ' Accounting for Investments in Associates in Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India (ICAI) . The company's share in profits / losses of an subsidiary company is accounted for to the extent of the Company's Direct and indirect percentage holding in its share capital of the respective subsidiaries.

An excess / shortage of cost to the company of its investment in the subsidiaries over its proportionate share in the equity of such subsidiaries (if any) as at the date of the Investment are recognised as goodwill / capital reserve in the CFS.

During the year the Company has diluted stake in six subsidiaries and accordingly the consolidate financial statements along with cash flow have been adjusted and reclassified wherever applicable.

The CFS have been prepared using uniform accounting policies , except stated otherwise, for like transaction and are presented to the extent possible, in the same manner as the Company's separate financial statements.

C. USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based up on managements best knowledge of current events and actions, actual results could differ from these estimates.

D. FIXED ASSETS, DEPRECIATION & IMPAIRMENT

1. The Fixed Assets are stated at cost of their acquisition less depreciation.
2. Depreciation is provided on fixed assets, on written down value method,
3. as per the rates specified in Schedule XIV of the Companies Act, 1956

E. 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 held by its Subsidiaries. The company have valued the inventories (Lands) at cost price or market price whichever is less.

F. INVESTMENTS

Investments are classified as long-term and current investments. Long-term investments are shown at cost, or written down value (in case of other than temporary diminution) and there are no Current Investments in the company.

Investments in subsidiaries / associates:-

Investments in subsidiaries are initially stated at cost . The carrying values of such investments are adjusted by the company's (direct and indirect) share / losses of the respective subsidiary (if any).

G. IMPAIRMENT OF ASSETS

As required by AS -28 issued by the Institute of Chartered Accounts of India , provision for Impairment loss of Assets is not required to be made as the estimated realizable value of such assets will be more or equal to the carrying amount stated in the Balance Sheet.

H. RETIREMENT BENEFITS

Contribution of Provident fund ,Gratuity and leave encashment benefits wherever applicable is being accounted on actual liability basis as currently the company does not have employees to be covered under such scheme and hence no contributions were required to be made either by company or any of its employees.

I. 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 (AS 22) laid down by the Institute of Chartered Accountants of India (ICAI) .

J. 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 0.03 as compared to the previous year of Rs 0.08. The EPS reported is basic and diluted.

K. SEGMENTAL REPORT

The company has derived its come during the year primarily in the one Segment, accordingly there are no separate reportable segment as per the Accounting Standard 17 (segmental Reporting) issue by the Institute of Chartered Accountants of India.

L. RELATED PARTY DISCLOSURES

The Company transactions with the related parties during the year under review are as under:-

<u>Name of the persons</u>	<u>Nature of Transaction</u>	<u>Amount (RS)</u>	
a. Bharat Tatia	Salary	70000/-	
b. Sundry Creditors	(Non- Interest bearing)		
Bharat Tatia	current account	27784 /-	
Pannalal Tatia	"	15273/-	
Ashram Online .com ltd	"	8068063/-	
Make My Inner Wear India Pvt ltd		480229/-	
b. Sundry Debtors (Non- Interest bearing) WOS	Advances (Rs)	Investments (Rs)	
Devarbeta Lands Pvt ltd	"	18500000/-	100000/-
Kalyanang developers Pvt ltd	"	17850000/-	100000/-
Pajjuvasami Developers Pvt Ltd	" "	3400000/-	100000/-
Sagarvar Gambhira Developers Pvt Ltd		12500000/-	100000/-
Sundarvans Infrastructure And Developers Pvt ltd		11750000/-	100000/-
Thali Estates Pvt ltd	"	12300000/-	100000/-
Kreon Financial Services Ltd			36750000/-
Stallion Brand India Pvt ltd			625000/-

M. 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 31,2014.

Earnings Per Share

The Following reflects the profit and share data used in the basic and diluted EPS Computations

	31.03.2014	31.03.2013
	Rs.	Rs.
A.CASH FLOW FROM OPERATING ACTIVITIES		
Total Operation for the year		
Profit / (Loss) after tax	4,785,319	12,212,193
Less Dividends on convertibel preference shares and tax thereon	-	-
Net Profit/ (Loss) for calculation of basic EPS	4,785,319	12,212,193
Net Profit/ (Loss) as above	4,785,319	12,212,193
Add : Dividends on convertible preference shares & tax thereon	-	-
Add : Interest on bonds convertible into equity shares (net of tax)	-	-
Net Profit/ (Loss) for calculation of diluted EPS	4,785,319	12,212,193
Continuing Operations		
Profit / (Loss) after tax	4,785,319	12,212,193
Less Dividends on convertibel preference shares and tax thereon	-	-
Net Profit for calculation of basic EPS	4,785,319	12,212,193
Net Profit as above	4,785,319	12,212,193
Add : Dividends on convertible preference shares & tax thereon	-	-
- Add : Interest on bonds convertible into equity shares (net of tax)	-	-
- Net Profit / (Loss) for calculation of diluted EPS	4,785,319	12,212,193
Weighted averate number of equity shares in calculating basic EPS	0.03	0.08
Effect of Dilution :		
Convertible Preference Shares	-	-
Convertible Bonds	-	-
Stock options granted under ESOP	-	-
Weighted averate number of equity shares in calculating basic EPS	0.03	0.08

O. GENERAL

- a. 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.
- b. The figures have been rounded off to the nearest rupee.

Signatories to Notes 1 to 16**As per my report on even date****for K Subramanyam & Co.,
Chartered Accountants.,****Sd/****K Subramanyam
Proprietor****Membership No. 23663****Regn No .004146S****for and on behalf of the board****Sd/****S.Pannalal Tatia
Director****DIN-01208913****Sd/****S.P. Bharat Jain Tatia
Managing Director****DIN-00800056**

Place: Chennai

Date : 30.05.2014