

Jatalia Global Ventures Limited

(Formerly known as Aashee Infotech Limited)

31st Annual Report

2017-18

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Corporate Overview

IATALIA GLOBAL VENTURES LIMITED

(Formerly known as Aashee Infotech Limited)

BOARD OF DIRECTORS	Ms. Prachi Sachdeva Managing Director Mr. Anil Kumar Jain Director Ms. Anshu Jain Director Mr. Umesh Garg Director Mr. Amrit Kumar Agrawal Director Mr. Rajesh Girotra Director
STATUTORY AUDITORS	M/s. UBS & Company Chartered Accountants 203, Shree Ganesh Complex, 32B, Vir Sawarker Block, Shakarpur, Delhi-110092
COMPANY SECRETARY	Ms. Meenakshi Mittal
CHIEF FINANCIAL OFFICER	Mr. Samar Gupta
REGISTERED OFFICE	Plot No.2, Daulatabad Road, Gurgaon, Haryana-122006.
CORPORATE OFFICE	307, Lusa Tower, Azadpur, Delhi-110033.
CONTACT NO.	011-40424242
FAX NO.	011- 40424200
REGISTRAR AND TRANSFER AGENT	RCMC Share Registry Private Limited B-25/1, First Floor, Okhla Industrial Area, Phase – 2, New Delhi – 110 020
E- MAIL ID	info@jatalia.in
STOCK EXCHANGE	<ul style="list-style-type: none"> Bombay Stock Exchange
BANKER	Allahabad Bank (Parliament Street) Kotak Mahindra Bank (Model Town)

ABOUT US:

Aashee Infotech Limited was incorporated in the year 1987 as S.R. Oils and Fats Limited. The Company has issued Shares to Public in 1994. The shares of the company are listed with Bombay Stock Exchange.


Initially the company was incorporated with main object of manufacturing of edible oil, later on in year 2007 the name of the company was changed from S.R. Oils and Fats Limited to "Aashee Infotech Limited". The Main Objects of the Company was to carry out all activities related to buying selling of Computer Hardware and to develop various software and market them.

The Management of the Company in the year 2013 decided to merge the Company with Jatalia Global Ventures Limited (JGVL), Jatalia Industrial Park Pvt. Ltd. (JIPPL), Lusa Private Limited (LUSA) and Surya Soft-Tech Limited (SURYA). The Scheme of Merger was duly filed with the SEBI and Hon'ble High Court/NCLT and has been approved by the Hon'ble NCLT after five years in the year 2018 vide its order dated 08.06.2018.

Pursuant to the Scheme, all the four Companies viz. JGVL, JIPPL, LUSA and SURYA merged with the Company and the Company stands to be a single merged entity after the merger of four separate entities.

The Name of the Company Stands changed from Aashee Infotech Limited to Jatalia Global Ventures Limited.

Further, the main objects of the Company has been amended to include among others trading of Polymers, Glass, Metals, Bitumen Dry Fruits etc. **VISION:**



To be a Leading World Class Organization, Continuously diversifying and delivering excellence in all areas of its operation thereby Enhancing Stakeholder's Value

JATALIA GLOBAL VENTURES LIMITED
(Formerly known as Aashee Infotech Limited)

Regd. Office: Plot No. 2, Daulatabad Road, Gurgaon, Haryana-122006.

CIN: L15142HR1987PLC049459 **Email:** info@jatalia.in

NOTICE

Notice is hereby given that the 31st Annual General Meeting of **Jatalia Global Ventures Limited (formerly known as Aashee Infotech Limited)** will be held on 29th September, 2018 at 11:30 A.M., at the Registered Office of the Company at Plot No. 2, Daulatabad Road, Gurgaon, Haryana-122006 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet of the Company as at March 31, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint M/s. UBS & Co, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s. UBS & Co, Chartered Accountants, (Firm Registration No.012351N) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company to be held in the calendar year 2023, on such remuneration as may be decided by the Audit Committee of the Board.”

3. To Take Approval of Appointment of Ms. Prachi Sachdeva (DIN: 07242052) Managing Director, liable to retire by rotation at this AGM and being eligible, offers herself for re-appointment.

Ms. Prachi Sachdeva, Managing Director is liable to retire by rotation subject to the consent of the members on the necessary amendments required to be made in the Articles of Association, as detailed under Item No. 4.

SPECIAL BUSINESS

4. Amendment to the Articles of Association of the Company

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder (including any statutory modification(s) or amendment, re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to insert the sub clause (iii) to the Clause 64 of the Articles of Association of the Company.

(iii) Subject to the provisions of the Act, a Managing Director shall be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, but (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

A Managing Director reappointed as a Director immediately on retirement by rotation, shall continue to hold his office of Managing Director, and such reappointment as Managing Director shall not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and to sign all such other documents, as it may deem necessary, proper or desirable (including the appropriate filings to be made with the Registrar of Companies, NCT of Delhi and Haryana, Ministry of Corporate Affairs), in connection with the approval of the revised Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolution.”

5. To take approval for the shifting of Registered office of the company from the state of Haryana to the State of Delhi and to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 12, 13(4) and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Regional Director and other regulatory authorities, consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Haryana to the State of Delhi.

“RESOLVED FURTHER THAT subject to the aforementioned approval and pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013, the

existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

The Registered Office of the Company will be situated in the State of Delhi.

By Order of the Board of Directors
For **Jatalia Global Ventures Limited**
(Formerly known as Aashee Infotech Limited)

Company Secretary

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ON BEHALFOF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
2. The Board of Directors of the Company in its meeting held on 30.05.2018 has approved the Standalone Balance Sheet of the Company as at 31stMarch, 2018. Subsequently, the Hon'ble National Company Law Tribunal (NCLT) vide its order No. NCLT/REG/CHD/793 dated 08.06.2018 received by the Company on 13.06.2018 has approved the Composite Scheme of Compromise and Arrangement between Jatalia Global Ventures Limited (JGVL), Lusa Private Limited (LUSA), Jatalia Industrial Park Private Limited (JIPPL), Surya Soft-Tech Limited (SURYA) (Transferor Companies) and Aashee Infotech Limited (the Company itself) (Transferee Company). Further, the appointed date of the Scheme is 01.04.2014.

In order to give effect to the approved Scheme, the Standalone Financial Statements of the Company are prepared after taking into account the Scheme of Compromise and Arrangement as resolved by the Board of Directors of the Company in its meeting held on 03.08.2018.

As a result of Scheme Jatalia Singapore PTE Limited (JSPL) a wholly owned subsidiary of Transferor Company i.e. JGVL becomes subsidiary of the Company. therefore, the

Consolidated Financial Statements of the Company are prepared after taking into effect the Scheme of Compromise and Arrangement as resolved by the Board of Directors of the Company in its meeting held on 03.08.2018.

In view of above the Board of Directors of the Company Proposes the Shareholders of the Company to Adopt the Post Merger Standalone & Consolidated Financial Statements of the Company for the year ended 31.03.2018.

3. A blank proxy form (MGT-11) is attached herewith.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
6. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is given hereunder.
7. All documents referred to in the accompanying Notice and the Explanatory Statement is open for the inspection by the members at the registered office of the Company on all working days up to the date of Annual General Meeting between 10:00 AM and 12:00 PM.
8. Members are requested to notify change in their addresses (if any) immediately, at the Registered Office of the Company.
9. The Register of members and Share Transfer books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive), for the purpose of Annual General Meeting.

VOTING THROUGH ELECTRONICS MEANS

a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

b. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper

c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

d. The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018 (5:00 pm). During this period members of the Company, holding

shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

	12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.