



Annual Report 2009-2010



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TATIA GLOBAL VENNTURE LIMITED

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BOARD OF DIRECTORS

Chairman	:	Shri S. Pannalal Tatia
Managing Director	:	Shri. S. P . Bharat Jain Tatia
Director	:	Shri. E. Subbarayan Shri. Arun Kumar Bafna Shri P . Kamlesh Shri. Jetender Surchander Rao
Auditors	:	M/s. K. Subramanyam & Co. Chartered Accountants No. 252, Mugapair ERI Scheme Third Main Road, Chennai – 600 037
Registered Office	:	“Aroshree Towers” 3rd Floor, 19, Rutland Gate, 4th Street, Nungambakkam, Chennai – 600 006, Email: tatia@vsnl.com
Bankers	:	State Bank of Travancore Commercial Branch Teynampet, Chennai – 600 018 HDFC Bank Ltd., Anna Nagar West, Chennai – 600 040
Share Transfer Agent (For Demat Mode)	:	Cameo Corporate Services Ltd., No. 1 Club House Road, “Subramanian Building” Chennai -600 002
Share Transfer System (for Physical Mode)	:	In house

NOTICE TO THE SHARE HOLDERS

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Share Holders of Tatia Global Vennture Limited will be held at Samuganala Kudam, Vallanur, Ambattur, Chennai – 600 062 on 27th September 2010 at 9.00 A.M. to transact the following Business

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at 31st March 2010 and Profit and Loss for the year ended on that date together with the Directors, and Auditors Report thereon.
2. To appoint a Director in place of Jetender Surchander Rao, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of E.Subbarayan, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors for the current year and fix their remuneration. M/s. K. Subramanyam & Co., Chartered Accountant, Chennai retire and eligible for re-appointment.

SPECIAL RESOLUTION

5. To consider and if thought fit to pass with or without modification(s) the following resolutions are intended to be passed as an Special resolutions:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 310, 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the company be and is hereby ratifies and approves the appointment of Mr. S.P. Bharat Jain Tatia as Managing Director, made by the Board of Directors at their meeting held on 12-04-2010 for the period for five years with effect from 12th April 2010 subject to rotational basis, on the terms and conditions as mentioned in the explanatory statement annexed hereto.

“RESOLVED FURTHER THAT the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits payable to , in such manner as may be agreed to between the Board of Directors and Mr. S. P. Bharat Jain Tatia provided, however, that the remuneration payable to him shall not exceed the limits specified in the said resolution as also the limits prescribed under Schedule XIII to the Companies Act, 1956, including any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of 5 years, the remuneration payable to him by way of salary, allowances, commission and perquisites shall not, without the approval of Central Government (if required), exceed the limits prescribed under the Companies Act, 1956, or any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any committee of directors or director(s) to give effect to the aforesaid resolutions.”

BY THE ORDER OF THE BOARD
For TATIA GLOBAL VENNTURE LIMITED

-sd-

Place: Chennai
Date : 30.08.2010

S. Pannalal Jain Tatia
Chairman

NOTES:

- i) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The Proxy form duly completed must reach the Registered Office of the Company not later than forty eight hours before the time appointed for holding the meeting.
- ii) The Register of Members and the Share Transfer books shall remain closed from 23-09-2010 to 30-09-2010 (both days inclusive)
- iii) Members are requested to notify immediately any change in the address
 - To the respective Depository Participants (DP's) in respect of their electronic share account.
 - To the registered office at "Aroshree Towers, 3rd Floor, No. 19, Rutland Gate, 4th Street, Nungambakam, Chennai - 600 006 in respect to their physical share folios.
- iv) For the convenience of the share holder's attendance slip is annexed to the proxy form. The members are requested to bring the attendance slips duly filled in along with their copies of the annual reports to the meeting. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easy identification of attendance at the meeting.
- v) The Securities and Exchange Board of India notified your company's equity share for compulsory trading in dematerialized form. Share holders may avail such facility.
- vi) The equity shares of the Company are listed on Bombay Stock Exchange Limited and Madras Stock Exchange Limited.
- vii) Members having any specific query on the financial statement of the company are requested to mail their queries directly to the company.
- viii) Share holders are requested to furnish the email ID's to enable the company to forward information in relation to the company.
- ix) The Company has designated a email ID called tatia@vsnl.com for redressal of shareholder's complaints/grievances. In case you have any queries / complaints or grievance then please write to us at our mail ID provided above. The company has its own website called www.tatia.co.in. All the information's are available on the website.
- x) Member who hold shares in physical form in multiple folios in identical names or joint account in the same order or names are requested to send the share certificates to the company's Registrar and Transfer agent, M/s Cameo Corporate Services Limited for consolidation into single folio.
- xi) The shares of the Company are tradable compulsorily in electronic form and your company has established connectivity with both the depositories i.e., National Securities Depositories Limited (NSDL) and Central Securities Depositories Limited (CDSL). In view of the enormous advantages offered by the Depository Systems, Members are requested to avail the facilities of dematerialization of the company's shares on either of the depositories as aforesaid.

xii) **REQUEST TO MEMBERS**

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the meeting. They are further requested to occupy the seats at least fifteen minutes before the scheduled time for the commencement of the meeting to avoid interruption in the proceedings. The Annual Report copy shall also be available at the company's website www.tatia.co.in

- xiii) The Securities and Exchange Board of India (SEBI) vide Circular Ref. No.MRD/DOP/Cir-05/2007 dated 27-07-2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transaction and off-market/private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /RTA for registration of such transfer of shares.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no: 5

The share holders are well aware that Mr. E. Subbarayan was appointed as the Managing Director of the Company on 20-01-2003 and he explained his inability to continue as Managing Director due to his health problem. His notice was placed before the Board and it was unanimously approved by the Board of Directors. Since, the company is involved in various activities for its future growth and development, it was necessary to appoint a person in the place of Managing Director to look after the affairs and give to individual attention to the business.

In view of the above and as per Clause 113 of the Articles of Association of the company the Board of directors appointed Mr. S. P. Bharat Jain Tatia, as Managing Director of the company for a tenure not exceeding 5 years. After considering his rich experience and his contribution to the company during his tenure, Board of Directors unanimously accepted and approved the appointment of S.P. Bharat Jain Tatia as Managing Director of the company with effect from 12-04-2010. However it was decided by the Board that the appointment of Mr. S.P. Bharat Jain Tatia will be subject to the ratification and approval of shareholders in the forthcoming Annual General Meeting.

Mr. S. P. Bharat Jain Tatia, aged about 40 years, the promoter director holds 5.91% of the paid-up share capital, who devoted the whole of his time and attention to the business and affairs of the company and shall perform and discharges all such duties and responsibilities as may from time to time be assigned and entrusted to him. Considering his vigorous efforts, the Board of Directors at their meeting held on 12-04-2010 had appointed Mr. S. P. Bharat Jain Tatia, as the Managing Director, of the Company for a period of five years commencing from 12-04-2010.

The Remuneration Committee and Audit Committee at their meeting held on 12th April 2010 determined the salary payable to Managing Director as given in the resolution. The appointment and remuneration is as per Schedule XIII of the Companies Act, 1956.

However, the company has proposed to make the payment of above remuneration w.e.f. 12-04-2010 only after obtaining the approval of the share holders at the ensuing Annual General Meeting. This information given above may be taken as a statement given under section 302 of the Companies Act, 1956.

None of the Directors is concerned or interested in the resolution except Mr. S. P. Bharat Jain Tatia and Mr. S. Pannalal Jain Tatia.

Now this resolution is put forth before the share holders for their approval.

DIRECTORS' REPORT

Dear Stockholders,

Your Directors have great pleasure in presenting the Sixteenth Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2010.

1. OPERATIONS

The financial results of the Company for the year ended 31st March 2010 is summarized below:

(Rs in Lacs)

Particulars	Year ended 31st March 2010	Year ended 31st March 2009
Income from Operations	-	95.00
Non-operating Income	62.63	17.82
Total Income	62.63	112.82
Total Expenditure	42.79	87.27
Profit before Depreciation Interest and Taxation	19.84	25.55
Interest & Finance Charges	-	0.07
Depreciation	3.74	4.37
Profit before Tax	16.10	21.11
Provision for Current Taxes	0.02	0.16
Provision for Deferred Taxes	-	-
Profit after Tax	16.08	20.94
Balance in Profit & Loss Account	(66.87)	88.58
Balance carried to Balance Sheet	(50.79)	- 67.64

Your Company has made a net profit of Rs.16.08 Lakhs for the financial year 2009-2010 as compared to a loss of Rs. 20.94 lacs in the previous year 2008-2009.

Note: The Equity share of Rs.10/- each were subdivided into equity shares of Rs. 1/- each with effect from 24th April 2010.

2. DIVIDEND

In order to strengthen the Financial position of the company, the Directors want to plough back the profits for development of the company and therefore the dividend during the year has not been recommended.

3. FUTURE PROSPECTS

The 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 more profit.

4. CHALLENGES

Your company is pursuing growth opportunities, which are strategic to its intents and operations.

5. FIXED DEPOSITS

The company has not accepted or invited any Fixed Deposit from the Public in terms of section 58A of the Companies Act, 1956 during the financial year ended 31st March 2010.

6. DIRECTORS

Mr. Jetender Surchander Rao and Mr. E. Subbarayan, Directors retire by rotation and being eligible offer themselves for re-appointment

During the year under review, Mr. E. Subbarayan, has resigned from the post of Managing Director and continued to be a Non Executive Director.

7. DIRECTORS RESPONSIBILITY STATEMENT

The Directors confirm:

- i) that in the preparation of final accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial period and of the profit or loss of the company for that period;
- iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that they had prepared the annual accounts on a going concern basis.

8. AUDITORS

The auditors of the company M/s. K. Subramanyam & Co., Chartered Accountants, Chennai, retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Auditor furnished a certificate under section 224 (1B) regarding their eligibility for re-appointment.

9. 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. While your company continues to grow, it also contributes to the development of the society, economy and the nation at large.

10. PARTICULARS OF EMPLOYEES

None of the employees fall under the category specified under Sec.217 (2A) of the Companies Act, 1956 and the Rules there under.

The relations with the employees during the year had been smooth and cordial.

11. PARTICULARS AS REQUIRED UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

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 Inflow & Outgo:-

Foreign Exchange inflow during the year: - 5.70 crores.

Foreign Exchange outgo during the year: - Nil

Note:

Company has received the above money in Indian Rupees from Foreign Institutional Investors and directly remitted in the Bank Account.

12. SUBSIDIARIES

Ministry of Corporate Affairs, Government of India has granted approval that the requirement to attach various documents in respect of subsidiary companies, as set out in sub-section (1) of Section 212 of the Companies Act, 1956, shall not apply to the company. Accordingly, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. Financial information of the subsidiary companies, as required by the said approval is disclosed in the Annual Report. The company will make available the Annual Accounts of the Subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary Companies. The Consolidated Financial Statements presented by the Company include financial results of its subsidiary companies.

13. INCREASE IN SHARE CAPITAL

During the year under review and as per the approval of the share holders at the Extra Ordinary General Meeting held on 18th December, 2009, the authorised share capital of your Company is increased from Rs.15,00,00,000 (Rupees Fifteen Crores Only) to Rs.20,00,00,000 (Rupees Twenty Crores only) Equity Share Rs.10/- each and on 12th April 2010, the Authorized Share Capital of your company is increased from Rs. 20,00,00,000 (Rupees Twenty Crores Only) to Rs. 50,00,00,000 (Rupees Fifty Crores Only) Equity Shares of Rs. 1/- each.

14. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Tatia Global Vennture Limited is an infrastructure and real estate developer, building a reputation of quality, craftsmanship and expertise through its special purpose vehicles. World economy has shown initial indications of recovery after a severe spell of recession. The world economy is expected to grow by 4.2 percent in 2010 and projected to maintain the growth momentum in the next 5 years. However, the consumer confidence in major importing countries like USA and EU has been lagging behind economic growth projections and may take some more time before showing any convincing revival.

Along-with recovery, the textile industry is also facing increase in input prices in sync with the global trends. In addition to appreciating rupee, free export of cotton followed by withdrawal of export incentives on cotton yarn are also causing concerns for the sustained recovery in the textile industry. In our view, there is need for an integrated approach to be adopted for the development of the textile and clothing industry in the country. Such an approach is required to ward off any such situation where the strengths of one segment of the textile industry is being undermined for passing temporary relief to another segment of the industry leading to permanent damage to the complete textile value chain. In our views, if any segment suffers from some systemic disadvantages affecting its global competitiveness, it should be overcome through suitable incentives mechanism without affecting any other segment of the industry.

Robust growth in the economic activity in various sectors of the economy as well as all segments of infrastructure and Real Estate Industry turned in an impressive performance in recent time. International Outsource Phenomenon has given boost to the real estate business especially in southern region of the country due to the enabled infrastructure by the Government.

The company will continue its business strategy of building and creating value for all its stake holders in both its existing and new business.

OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK

In a dynamic industry like Export oriented business as well as Infrastructure and Real Estate where the company intends foray has added opportunities and risks and are inherent aspect of business. The opportunities which the company is looking to harness are as mentioned below:

- ✍ 100% FDI permitted into Infrastructure projects in India.
- ✍ Entry of Institutional Investor in Real Estate Investment. Real estate is growing as a preferred asset class of HNI's
- ✍ Rapid urbanization driven by increased Rail, Road, Air Connectivity make development in suburban and Tier II cities feasible.
- ✍ Burgeoning middle class and higher disposable income creating demand for Malls and Entertainment centers.
- ✍ Inculcating Internationally accepted standards in construction and infrastructure.
- ✍ Fast growing requirement for Industrial clusters.

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 proactive 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, geographies and revenue model. All key functions and divisions are independently responsible for monitoring risk associated within their prospective areas of operation. These are the following factors affecting Export oriented business as well as company's contemplated new line of business of infrastructure and Real Estate sectors.

- ✍ Increase in the competition in the infrastructure/construction/ real estate industry.
- ✍ Volatility in the currently markets coupled with the increase in inflation.
- ✍ Slowdown in the global economic scenario.
- ✍ High increase in the property prices, labour costs and raw material prices in India.
- ✍ Increases in prices of plant & Machineries and insurance premium.
- ✍ Changes in laws and regulations having implication on infrastructure and Real Estate industry.

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.