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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. Arun Kumar Bafna Shri P . Kamlesh
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., No. 40, Nungambakkam High Road, Chennai - 600 034.
Share Transfer Agent (For Demat Mode - CDSL)	:	Cameo Corporate Services Ltd., No. 1 Club House Road, “Subramanian Building” Chennai -600 002
Share Transfer Agent (For a Demat Mode - NSDL)	:	Knack Corporate Services Pvt. Limited No. 6/18, 1st Floor, Poes Road, 1st Street, Teynampet, Chennai-600 018.
Share Transfer System (for Physical Mode)	:	In house

NOTICE TO THE SHARE HOLDERS

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Share Holders of Tatia Global Vennture Limited will be held at Samudaya Koodam Hall, Moraianjal, Chennai – 600 055 on 27th September 2012 at 9.30 A.M. to transact the following Business

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at 31st March 2012 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 Mr. S.P. Bharat Jain Tatia, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. P. Kamlesh, 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.

BY THE ORDER OF THE BOARD
For TATIA GLOBAL VENNTURE LIMITED

-sd-

S.P. Bharat Jain Tatia
Managing Director

Place: Chennai
Date : 30.08.2012

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 22-09-2012 to 27-09-2012 (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 an 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 Registered Office of the Company.
- 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.

**INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT
 FOR RE-APPOINTMENT OF DIRECTOR**

S.No.	Name of the Director	S.P. BHARAT JAIN TATIA	KAMLESH PARASMAL
a.	Age	42 years	32 years
b.	Date of Appointment	05.03.2008	30-09-2002
c.	Qualification	B.Com.,	B.Com.,
d.	Experince	20 years	10 years
e.	No. of Shares held in the Company	8704280	440
f.	Expertise	Export Industry, Investment Consultancy and Capital Markets	Accounts & Finance
g.	Directorship held in other Limited Companies *	Kreon Finnancial Services Ltd. (Resigned w.e.f. 04.04.2012) Ashram Online Com Ltd., (Resigned w.e.f. 06.04.2012)	M.S. Investments Ltd.,
h.	Chairman/Member of Committees of other Companies *	Nil	Nil

DIRECTORS' REPORT

Dear Stockholders,

Your Directors have great pleasure in presenting the Eighteenth Annual Report together with the Audited Accounts of your Company for the financial year ended 31st March 2012.

1. OPERATIONS

The financial results of the Company for the year ended 31st March 2012 is summarized below:

(Rs in Lacs)

Particulars	Year ended 31st March 2012 Standalone	Year ended 31st March 2011 Standalone	Year ended 31st March 2012 Consolidated	Year ended 31st March 2011 Consolidated
Income from Operations	NIL	NIL	100.64	5528.19
Non-operating Income	3.25	4.83	3.27	4.82
Total Income	3.25	4.83	103.91	5533.01
Total Expenditure	49.71	56.48	145.01	5527.14
Profit / (Loss) before Depreciation Interest and Taxation	-46.46	-51.65	-41.1	5.87
Interest & Finance Charges	-0.66	0.76	0.66	0.76
Depreciation	8.33	4.53	8.37	4.60
Profit / (Loss) before Tax	-55.45	-56.94	-50.13	0.51
Provision for Current Taxes	0.03	NIL	0.07	NIL
Provision for Deferred Taxes	1.88	0.82	1.88	0.83
Profit / Loss after Tax	-53.60	-56.13	-48.32	1.34
Balance in Profit & Loss Account	-106.92	-50.79	70.19	70.11
Balance carried to Balance Sheet	-160.52	-106.92	21.87	71.45

Your Company has incurred a Standalone loss of Rs.53.60 lacs for the financial year 2011-12 as compared to Standalone loss of Rs.56.13 in the previous year 2010-11. Your Company has incurred a Consolidated loss of Rs.48.32 lacs for the financial year 2011-12 as compared to Consolidated profit of Rs.1.34 in the previous year 2010-11.

2. DIVIDEND

Since the Company has incurred Loss, no dividend is recommended for the current financial year by Board of Directors.

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 profitable.

4. CHALLENGES

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

5. PREFERENTIAL WARRANTS

The Company had issued 5,00,00,000 Preferential warrant to the person other than Promoter on March 08, 2010 @ Rs. 6/- each (including premium of Rs. 5/- each) having a face Value of Re. 1/- each. Till date only 43,20,000 of warrants were converted into equity shares.

The warrant holder have not paid up the balance amount due till September 07, 2011 being final due date as per terms of issue and also have expressed their inability to subscribe and convert the balance outstanding warrants.

In lieu of the above the board has decided that as per the terms of the issue and SEBI (ICDR) Regulations, 2009 do herebycancel 4,56,80,000 outstanding pending warrants without any claim or rights due to lapse of statutory period for conversion.

Further the upfront payment of 25% received by the Company at the time of Issue of these warrant is hereby forfeited as per the terms of issue and SEBI (ICDR 2009).

A Notice regarding the cancellation and forfeiture is also sent to the respective Warrant holders. On 3rd September 2011 meeting, the Board approved the allotment of 33,20,000 equity shares of Re.1/- fully paid up, at a price of Rs.6/- (including premium of Rs. 5/-) and utilization of fund is detailed below :-

Statement of Utilisation of fund 2011-12

Particulars	Estimated Cost as per Prospectus Rs. in Lacs	Actual Amount Extended/ Invested Rs. in Lacs
Project Advance	45.00	45.00
Investment	154.20	154.20
Total	199.20	199.20

6. 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 2012.

7. DIRECTORS

Mr. S.P. Bharat Jain Tatia and Mr. P. Kamlesh Directors retire by rotation at this Annual General Meeting and being eligible offer themselves for re-appointment

8. RESIGNATION OF DIRECTOR'S

Mr. E. Subbarayan and Mr. Jentender Surchander Rao has resigned their directorship. The Board Places on record its appreciation of the invaluable contribution made by them during their tenure as a Director of the Company.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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 :-

- (i) Activities relating to Exports, Initiatives taken to increase Exports, Developments of new Export Market for products and Services and Export Plans :
The Company has not undertaken any export activities.

(ii) **Total Foreign Exchange used and earned :**

Used : NIL

Earned : NIL

14. SUBSIDIARIES**By virtue of Circular**

Ministry of Corporate Affairs, Government of India vide their General Circular No. 2/2011 dated 8th February 2011 had 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.

Details of Subsidiary Companies

S.No.	Name of Subsidiary Companies	Register 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	- do -
3.	SUNDERVANS INFRASTRUCTURE AND DEVELOPERS PRIVATE LIMITED	- do -
4.	THALI ESTATES PRIVATE LIMITED	- do -
5.	SARVA MANGAL ESTATES & HOLDINGS PRIVATE LIMITED	- do -
6.	KALYANANG DEVELOPERS PRIVATE LIMITED	- do -
7.	TATIA GLOBAL RENEWABLE ENERGY RESOURCES PRIVATE LIMITED	- do -
8.	PAJJUVASAMI DEVELOPERS PRIVATE LIMITED	- do -
9.	NAVAMI TRADING FZE	Post Box No. 16442 RAS AL KHAIMAH U.A.E.

15. MANAGEMENT DISCUSSION AND 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.

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 enterprises 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 divisions are independently responsible for monitoring risk associated within their prospective areas of operation.

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.

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.

FINANCIAL PERFORMANCE

We are confident that in Financial Year 2013, 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's has planned to diversify itself into the infra structure developmental activities. The financial performance of the company has been given in detail separately in Directors report.

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.

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.

16. CORPORATE GOVERNANCE

Your company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the requirements set out by the Securities Exchange Board of India's, Corporate Governance Practices and have implemented all the stipulations prescribed. 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 'A'.

17. REGISTRAR CUM TRANSFER AGENT

The Company appointed M/s Knack Corporate Services Pvt. Ltd. as Registrar and Transfer Agent (RTA) during the year. However M/s. Knack Corporate Services Pvt. Ltd. have not completed all required formalities and provided connectivity on full basis. Only the National Securities Depository Limited connectivity was shifted to M/s. Knack Corporate Services Pvt. Ltd. The Central Depository Services (India) Limited connectivity is still with M/s. Cameo Corporate Services Limited due non completion of formalities by M/s Knack Corporate Services Pvt. Ltd. M/s. Knack Corporate Services Pvt. Ltd. has assured the Company for completing the transfer of the Central Depository Services (India) Limited connecting to them very soon.

18. COMPANY SECRETARY

The Company is making consistent efforts for appointment of whole time Company Secretary. The Company has been availing services of practicing Company Secretary from time to time to ensure compliance of the provisions of the applicable acts and statutes. Also the Annual Return of the Company is being certified by practicing Company Secretary from year to year and the company is also taking certification from them for Stock Exchanges Compliances.

19. EXPLANATION TO AUDITORS OBSERVATION

As regards to the audit report in Point No. Annexure IX, the Company had fulfilled the export obligation and hence had disputed the claim by DGFT.

20. ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for committed and dedicated services of the workers, staff and officers of the company.

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

S.P. Bharat Jain Tatia
 Managing Director

Place: Chennai
 Date : 30.08.2012