



ANNUAL REPORT 2015 - 2016



CONTENTS

Inside

Corporate Information	3
Notice	5
Directors' Report	10
Management Discussion and Analysis	22
Corporate Governance Report	23
Certificate on Corporate Governance	31
Secretarial Audit Report	34

Standalone Financial Statements

Independent Auditors' Report	37
Balance Sheet	42
Statement of Profit and Loss	43
Cash Flow Statement	44
Schedules forming part of Accounts	45

Consolidated Financial Statements

Independent Auditors' Report	52
Balance Sheet	56
Statement of Profit and Loss	57
Cash Flow Statement	58
Schedules forming part of Accounts	59

Annual General Meeting will be held on Thursday, 29th September 2016 at 10.00 a.m. at Samudaya Nala Koodam, Vallanur, Ambattur Chennai-600 062.

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

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr.S. Pannalal Jain Tatia
Mr.S.P.Bharat Jain Tatia
Mr. Arun Kumar Bafna
Ms. D. Hemamalini

DIN Nos:

01208913
00800056
00900505
02914395

DESIGNATION

Chairman
Managing Director
Independent Director
Independent Director

STATUTORY 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,
No.19, Rutland Gate,
4th Street, Nungambakkam, Chennai -600 006
Ph: 044-64585921, Fax: 044-43084750
E-mail:tatia@vsnl.com, Website: www.tatia.co.in
CIN: L18101TN1994PLCO26546

COMPANY SECRETARY

&

COMPLAINE OFFICER

: Mr. G. Raghavan
Email Id: tatia@vsnl.com
Ph: 044 - 65155920

BANKERS

: State Bank of Travancore
Commercial Branch, Teynampet, Chennai - 600 018

HDFC Bank Limited
No.40, Nungambakkam High Road, Chennai - 600 034

**REGISTRAR & SHARE
TRANSFER AGENT**

: M/s Purva Sharegistry (India) Pvt Ltd
No.9, Shiv Shakti Ind.Estate, J.R.Boricha Marg,
Lower Parel(E), MUMBAI 400 011
Ph: 022-23018261/022-23016761,
Fax: 022-2301 2517
E-mail: purvashr@mtnl.net.in/busicomp@vsnl.com

SECRETARIAL AUDITOR

: P.S. Srinivasan,
M/s. Lakshmmi Subramanian & Associates,
#81, Murugesu Naicker Complex,
Greaves Road, Thousand Lights, Chennai – 600 006.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the Company will be held on Thursday, the 29th September, 2016 at 10.00 a.m., at Samudaya Nala Koodam, Vallanur, Ambattur, Chennai 600 062 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2016 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 the place of Mr.S.Pannalal Jain Tatia (DIN: 01208913) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, in terms of the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the 20th Annual General Meeting held on 29th September, 2014, the appointment of M/s K.Subramanyam & Co., Chartered Accountants, (Registration No. 004146S), as statutory auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of the 23rd Annual General Meeting (AGM) of the Company, be ratified by the Members on a remuneration inclusive of service tax and such other tax(es) (as may be applicable) and reimbursement of all out- of pocket expenses in connection with the audit of the accounts of the Company (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee.”

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

Place : Chennai

Date : 1st September 2016

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 22nd Annual General Meeting of the company.
3. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights.
4. Members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company provided not less than three days written notice is given to the Company in advance.

5. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.
6. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
7. With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.
Profile of directors seeking re-appointment as stipulated under item No. 2 above, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the report on corporate governance, which forms an integral part of this annual report.
8. The equity shares of the Company are listed in The Bombay Stock Exchange Limited.
9. **The Register of Members and Share Transfer books of the Company will remain closed from 19th September, 2016 to 29th September, 2016 (both days inclusive).**
10. 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.
11. 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 advise any change in their address immediately to the Company/ Registrar and Transfer Agent, M/s. Purva Shareregistry (India) Pvt Ltd.
12. 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 Shareregistry (India) Pvt Ltd. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
13. 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 Shareregistry (India) Pvt Ltd.

14. Voting through Electronic Means

In compliance with provisions of Section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer members facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting (AGM) by electronic means through e-voting services. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services (India) Limited. E-Voting is optional. The procedure and instructions for the same are as follows:

In case of members receiving e-mail:

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

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

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from s. no. (i) to s. no. (xvii) Above to cast vote.
- (B) The voting period begins on 26/09/2016 (9:00 am) and ends on 28/09/2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22/09/2016, 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 www.tatia.co.in.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22nd September 2016.

A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 22nd September 2016 only shall be entitled to avail the facility of remote e-voting.

- 15. Mrs.Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries (C.P.No.3534, FCS 1087) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tatia.co.in. The results shall also be immediately forwarded to BSE Limited, Mumbai.

**By Order of the Board
For TATIA GLOBAL VENNTURE LIMITED
Sd/-**

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

Place: Chennai

Date: 1st September 2016

**Details of Directors seeking re-appointment at the Forthcoming Annual General Meeting
{Pursuant to Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements)
Regulations 2015}**

Name of the Director	Mr.S.Pannalal Jain Tatia
Date of Birth	25/11/1949
DIN	01208913
Date of Appointment	13/01/1994
Relationship With Other Directors	Father of Mr. S. P.Bharat Jain Tatia
Expertise in Specific Function Area	With Chartered Accountancy as profession and later turned into corporate expert by being into manufacturing industry, financial and project based sectors and gain rich experience in advertising and structuring financial closures.
Qualification	FCA
Board Membership of the Other Companies as on 31.3.2016	
Public Limited Companies	Designation
1.M/s. Kreon Financial Services Limited	Whole Time Director
2.M/s. Ashram Online.Com Limited	Director
Private Limited Companies	Designation
1. Tatia Estates Pvt Ltd	Director
2. Navyug Developers Pvt Ltd	Director
3. Sakareme Developers Pvt Ltd	Director
4. Opti Products Pvt Ltd	Director
5. Jinpaad Developers Pvt Ltd	Director
6. Sarvamangal Estates & Holdings Pvt Ltd	Director
7. Tatia Global Renewable Energy Resources Pvt Ltd	Director
8. Make my Innerwear India Pvt Ltd	Director
9. Krios Business Services Pvt Ltd	Director
Chairmanship/Membership of the Committees of the Board of Directors of the Company as on March 31,2016	
Audit Committee	Member
Stake Holders Relationship Committee	Nil
Nomination & Remuneration Committee	Member
Chairmanship/Membership of the Committees of Directors of other Companies in which he is a Director as on March 31, 2016	
Audit Committee	Member In M/s Ashram Online.com Ltd Member in M/s Kreon Financial Services Ltd
Stake Holders Relationship Committee	Nil
Nomination & Remuneration Committee	Member in M/s Ashram Online.Com Ltd
Share Holding in the Company	100