



ANNUAL REPORT 2018 - 2019



CONTENTS

Inside

Corporate Information	3
Notice	5
Directors' Report	16
Management Discussion and Analysis	30
Corporate Governance Report	31
Certificate on Corporate Governance	41
Secretarial Audit Report	44

Standalone Financial Statements

Independent Auditors' Report	47
Balance Sheet	54
Statement of Profit and Loss	55
Cash Flow Statement	56
Schedules forming part of Accounts	57

Consolidated Financial Statements

Independent Auditors' Report	69
Balance Sheet	74
Statement of Profit and Loss	75
Cash Flow Statement	76
Schedules forming part of Accounts	77

Annual General Meeting will be held on Thursday, 26th September 2019 at 10.00 a.m. at New No.29 ,Old No.12, Mookathal Street, III Floor, Purasawalkam, Chennai – 600 007.

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.

Visit us at www.tatia.co.in

CORPORATE INFORMATION

BOARD OF DIRECTORS:	DIN Nos:	DESIGNATION
Mr.S.P.Bharat Jain Tatia	00800056	Managing Director
Mr.S. Pannalal Jain Tatia	01208913	Additional Director (Appointed on 12.02.2019)
Mr. Arun Kumar Bafna	00900505	Independent Director
Mrs. S. Shobha	07666001	Independent Director
Mrs. Chandrakantha Tatia	00625648	Director (Resigned on 01.02.2019)

COMMITTEES

- : 1) Audit Committee
- | | |
|----------------------------|------------|
| Mrs. S. Shobha | : Chairman |
| Mr. S.P. Bharat Jain Tatia | : Member |
| Mr. Arun Kumar Bafna | : Member |
- 2) Stakeholders Relationship Committee
- | | |
|----------------------------|------------|
| Mr. Arun Kumar Bafna | : Chairman |
| Mrs. S. Shobha | : Member |
| Mr. S. Pannalal Jain Tatia | : Member |
- (Appointed on 12.02.19)
- 3) Nomination and Remuneration Committee
- | | |
|--------------------------|------------|
| Mrs. S. Shobha | : Chairman |
| Mrs. Chandrakantha Tatia | : Member |
- (Resigned on 01.02.19)
- | | |
|----------------------------|----------|
| Mr. Arun Kumar Bafna | : Member |
| Mr. S. Pannalal Jain Tatia | : Member |
- (Appointed on 12.02.19)

STATUTORY AUDITORS

- : M/s J.V. Ramanujam & Co.
Chartered Accountants
F1, Lakshmi New No.56, Old. No.28,
Third Main Road, Raja Annamalaipuram,
Chennai – 600 028. Ph : 044-24342325

INTERNAL AUDITORS

- : M/s. KBR & Co.,
Chartered Accountants
No.28/16,Venkatachalam Street,
West Mambalam, Chennai 600033
Ph: 044-42801717

REGISTERED OFFICE & CORPORATE OFFICE	: New No.29, Old NO.12, Mookathal Street, II Floor Purasawalkam, Chennai - 600 007. Ph: 044-486767774 E-mail: tatiainfo@vsnl.com , Website: www.tatia.co.in CIN: L18101TN1994PLCO26546
STOCK EXCHANGE	: Bombay Stock Exchange Ltd
INVESTOR GRIEVANCE COMPLIANCE OFFICER	: Mr. S.P. Bharat Jain Tatia E-mail : tatiainfo@gmail.com Ph: 044-48676774
CHIEF FINANCIAL OFFICER	: Mrs. Narmata Parekh
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 Shareregistry (India) Pvt Ltd No.9, Shiv Shakti Ind.Estate, J.R.Boricha Marg, Lower Parel(E), MUMBAI 400 011 Ph: 022-23012518/022-23016761 E-mail: support@purvashare.com
SECRETARIAL AUDITOR	: P.S. Srinivasan, M/s. Lakshmmi Subramanian & Associates, #81, Murugesu Naicker Complex, Greaves Road, Thousand Lights, Chennai – 600 006. Ph: 044-28292272/73

M/s. TATIA GLOBAL VENNTURE LIMITED

Regd. Office: New No.29, Old No.12, Mookathal Street,

II Floor, Purasawalkam, Chennai 600 007

WEBSITE: www.tatia.co.in; e-mail: tatiainfo@gmail.com

CIN: L18101TN1994PLC026546

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the Company will be held on Thursday, the 26th September, 2019 at 10.00 a.m, at New No.29, Old No.12, Mookathal Street, III Floor, Purasawalkam, Chennai 600 007 to transact the following business:

ORDINARY BUSINESS

1. Item No.1 – Adoption of financial statements

To receive, consider and adopt the audited Balance Sheet as at 31st March 2019 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. Item No: 2- Appointment of Mr. S.P. Bharat Jain Tatia as a Director liable to retire by rotation

To appoint a Director in the place of Mr.S.P.Bharat Jain Tatia (DIN: 00800056) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No.3 – Appointment of Mr. S. Pannalal Jain Tatia as the Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. S. Pannalal Jain Tatia (DIN : 01208913), of 70 years of age who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 12.02.2019 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a recommendation under Section 160 of the Act from the Nomination and Remuneration Committee proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non executive, Promoter Director of the Company.”

Item No.4 – Appointment of Mr.S.P.Bharat Jain Tatia as the Managing Director of the Company.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint ,Mr.S.P.Bharat Jain Tatia , as the Managing Director (DIN: 00800056) designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, i.e March 31,2020, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

"RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. S P Bharat Jain Tatia, Managing Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits as per Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT, any Directors of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No.5 – Borrowing Powers of The Company:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow such sum or sums of money from time to time and on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company, subject to the condition that such borrowing shall not exceed Rs.25,00,00,000/- (Rupees Twenty Five Crores only) at any point in time, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained by the Company from its bankers in the ordinary course of its business) may exceed the aggregate of the paid-up capital and free reserves of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto".

**By Order of the Board
For TATIA GLOBAL VENNTURE LIMITED**

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

Place : Chennai
Date : 28.08.2019

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 25TH 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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, 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.
8. The equity shares of the Company are listed in The Bombay Stock Exchange Limited.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the **Register of Members and Share Transfer books of the Company will remain closed from 20th September, 2019 to 26th September, 2019 (both days inclusive).**
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM
11. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors as per the SEBI notification No.SEBI/LAD/NRO/GN/2018/24 dated 8th June 2018 and further notification dated 3rd December 2018 that transfer of physical shares will not be processed by the Company after 31st of March 2019. Members are therefore , requested to dematerialise their shareholding to avoid inconvenience.
12. Members holding shares in physical form are requested to immediately notify change in their address if any to the Registrar and Share Transfer Agents of the Company ie M/s. Purva Shareregistry (India) Pvt Ltd , No.9,Shiv Shakti Ind.Estate,J.R.Boricha Marg, Lower Parel(E),MUMBAI 400 011, quoting their Folio Number(s).
13. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details ,ECS mandates, email addresses ,nominations, power of attorney, change of address/ name etc to their Depository Participant (DP) only and not to the Company or its Registrar and Transfer agent. Any such changes effected by the DP's will automatically reflect in the Companys subsequent records.
14. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email addresses with your depository participants.
15. Members may also note that the notice to the 25th Annual General Meeting and the Annual Report of the Company will be available at the Company's website www.tatia.co.in.
16. Regulation 44(2) of SEBI (LODR) Regulations 2015 permits sending of soft copies of Annual Reports to all those members who have registered their e-mail addresses for the purpose.
17. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
18. Members desirous of obtaining any information concerning the accounts of the Company are

requested to address their queries to the Compliance Officer at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.

19. All documents referred to in the accompanying Notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.
20. 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.
21. Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.
22. Information in respect of unclaimed dividend when due for transfer to the Investor Education and Protection Fund.
The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2019.
23. The route map showing directions to reach the venue of the 25th Annual General Meeting is annexed.

24. 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 25th 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 23/09/2019 (9:00 am) and ends on 25/09/2019 (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 19/09/2019, 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. 19th September 2019.

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. 19th September 2019 only shall be entitled to avail the facility of remote e-voting.

25. Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates., Practicing Company Secretaries (C.P.No.1087, FCS 3534) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION

28. 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.