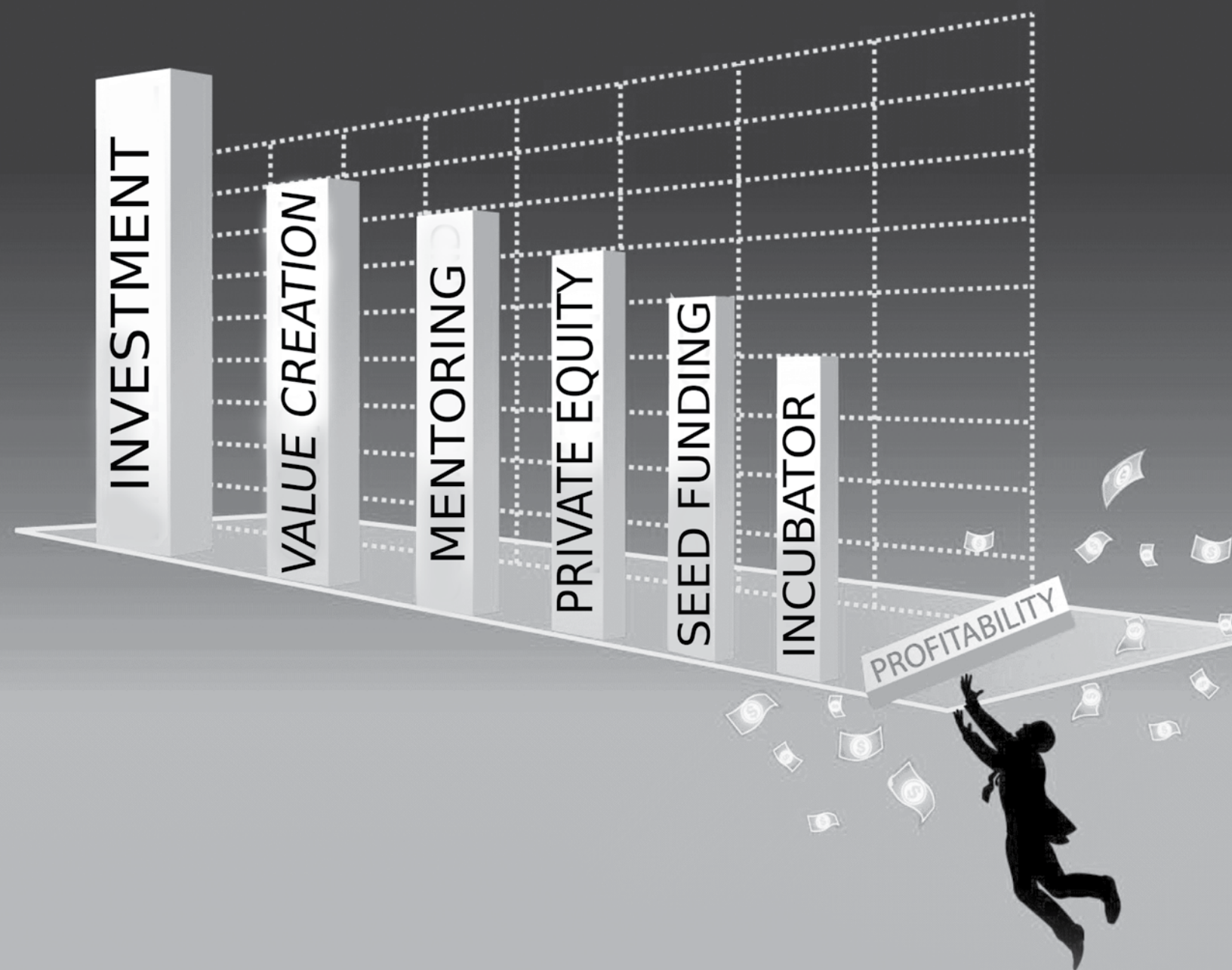


vaarad ventures



BOARD OF DIRECTORS

Mr. Vickram A. Dosshi
Managing Director

Mr. Piyush Vora
Director

Mr. Dilip Mehta
Director

Mrs. Leena Doshi
Director

COMPANY SECRETARY

Ms. Juili Bhuskute

AUDITOR

G.C. Patel & Co.
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate
Sakivihar Road, Sakinaka,
Andheri (E), Mumbai – 400 072
Tel. No. +91 22 2847 0652/4043 0600
Fax No. +91 22 2852 5207
Email: info@bigshareonline.com

ADVISORY BOARD MEMBERS

Mr. Stuart Sundlun

Mr. Rooshikumar Pandya

Mr. Shailesh Haribhakti

Mr. Prakash Shah

Mr. Narendra Ambwani

Mr. D. Sivanandhan

BANKERS

HDFC BANK LTD
AXIS BANK LTD
ICICI BANK LTD

REGISTERED & CORPORATE OFFICE

Vaarad Ventures Limited,
6A, Lalwani Industrial Estate,
14, G.D. Ambekar Road,
Wadala, Mumbai – 400 031
Tel. No. +91 22 40375600
Email: info@vaaradventures.com

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From the Chairman's Desk



In the past year, the world economy has seen a wave of changing sentiments. The healthy upward movement seen at the beginning of the year turned around in the second half. The global markets and the Euro zone were stressed. Global Private equity buy outs touched down to \$ 11 billion in the second half of the year from \$184 billion in the first.

India, too, witnessed slow growth due to both domestic inflation and the impact of the global gloom. India's investment climate was further dampened by controversial policy changes by the government. But with recent endeavors by the government to attract investment, markets have been positive and sentiment is returning.

The South East Asian market, especially India and China, have been seen as hotbeds of opportunity over the last few years. Despite the turnaround, the private equity markets in these regions have and are forecasted to continue to find favor among investors.

Your company has a unique position in the private equity market in India. It is one of the three listed private equities in the country. Having started five years ago with an investment size of Rs 40 crores, its market capitalization has now touched Rs.600 crores on the stock exchange. However, the intrinsic worth to be derived from possibilities of disinvestment by inducting private equity partners or listing may turn out to be much more.

It gives me immense pleasure to share that your company has received an NBFC license from Reserve Bank of India on 11th June, 2012. This allows us to have our main business in both financial services as well as investments. Your company is also preparing for its first global footprint with its activities directed towards an international listing. This has opened up several opportunities for global investment and investment partners.

Business overview of the subsidiary companies are as follows:

- **Atco Limited**



Atco is an internet technology and industrial product retailing company focused on the provision of data, leads and procurement services for industrial and business supplies. Atco has designed India's first supply chain management network of industrial and business supplies stores.

A 100% subsidiary of Vaarad, it is the holding company of two companies each engaged in lead generation and procurement respectively. It has been proposed to include two more companies under the same banner over the next two years. These companies will engage in brand building and supermarket activities.



Atcomaart lead generation services has a B2B portal which offers 40 product categories, 41,000 products and 510,000 SKUs under one roof. This provides manufacturers with excellent opportunities to showcase their products.

Atcomaart procurement services seamlessly connect and aid buyers in finding the right products at the best prices for their MRO and capital needs.

- **eDesk Services Limited**



A 100 % subsidiary of Vaarad, Edesk serves as an incubator for internet projects. It undertakes concept-to- development work for projects as well as execution of outsourced project development work .EDesk provides a wide array of solutions which enable enterprises to solve complex business hurdles with its user friendly but sophisticated applications. It has developed Myoffice and DMS in house.

Myoffice a unique product that allows you to contribute to your work from any corner of the world. It is a handy internet tool that improves productivity and streamlines activities, helping you cope with an ever-increasing amount of email, documents and reports that come across your desk each day. It virtualizes the office space.

DMS is a database management web solution for companies endeavoring to target the right audience at the right time through automisation.

- Innovamedia Publications Limited

INNOMEDIA

Innovamedia Publications Limited is a media publication house. It is the brand building arm of Vaarad and is wholly owned by it. It is a pioneer in publishing niche industrial magazines to 14 industrial sectors. It reaches out to the specific target audiences for each sector-dealers, traders, small & medium size firms and even engineering students at university libraries. Each of its magazines are RNI registered and it plans to register a few more titles in the next two years.

Varuna Drinking Water Solutions

Varuna Drinking Water Solutions Limited is engaged in the business of providing packaged drinking water. It houses two brands under it i.e. Brilliant and Geo. They are operated through Geo Thermal Water Limited and Geo Aquatech Limited respectively which are wholly owned subsidiaries of Varuna Drinking Water Solutions Limited.

- Brilliant – Wholesome Water



Brilliant is a mass market product which is available on the western line from Mumbai to Ahmedabad. Its factory is located in Daman.

- Geo – Pura Pure Water



Geo is a new life-style urban product which will be available in metros and mini metros very soon.

- Mentor Capitalists Chambers Private Limited



Mentor Capitalists Chambers Private Limited is engaged in providing consultancy, advisory and support services for companies who wish to outsource their back office functions. A wide range of services are offered by experienced and expert personnel in the areas of accounting, finance, human resources, taxation, legal and secretarial practices etc.

Business overview of investments

- Kimaya Shoppe



Kimaya shoppe is focused in E-commerce of lifestyle products. Kimaya has developed a unique synergistic model that brings the fruits of business to all associates and generates tremendous value for customers. This project is under incubation.

- Kimaya Healthcare



Kimaya healthcare provides total health solutions through Kimaya therapy. A project conceived and nourished by doctors and professionals from the healthcare field, it aims to achieve remarkable heights in the current health scenario. This project is under incubation.

.....

- Kimaya Wellness



Kimaya wellness provides services for total transformation of mind, body and soul. It is a service aimed at improving the lifestyle and well being of the individual. This project is under incubation.

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- Asset Resolution Services



Asset Resolution Services

ARS is in the business of providing appropriate solutions for Non Performing Assets/ Bad Debts / Distressed cases with corporate, Banks, NBFCs, Financial Institutions, ARCs. It also aids manufacturing and trading companies with their commercial transactions. ARS is strongly supported by a highly experienced team of professionals from Banking, Finance, Management and Legal field. This project is under incubation.

I express my sincere gratitude to all the stakeholders who have reposed trust in us and always extended their support .

Yours Sincerely,

Mr. Vickram Dosshi
Managing Director



NOTICE

NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VAARAD VENTURES LIMITED (FORMERLY KNOWN AS ATCO CORPORATION LIMITED) WILL BE HELD ON SATURDAY, SEPTEMBER 29, 2012 AT 08.30 A.M. AT 6A, LALWANI INDUSTRIAL ESTATE, 14, G. D. AMBEKAR ROAD, WADALA, MUMBAI – 400 031 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, the Audited Profit and Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company.
3. To appoint a Director in place of Mr. Piyush Vora, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint M/s. G. C. Patel & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Registered Office:

6A, Lalwani Industrial Estate,
14, G. D. Ambekar Road,
Wadala, Mumbai – 400 031

Place: Mumbai

Date: 3rd September, 2012

For and on behalf of the Board

Vickram Dosshi
(Managing Director)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY SHALL NOT VOTE EXCEPT ON A POLL
2. The Instruments appointing Proxies, in order to be effective, should be duly stamped, completed, signed and lodged at the Registered Office of the Company not less than 48 hours before the time appointed for the meeting.
3. Corporate Members are requested to send duly certified copy of the Board Resolution authorising their representative to attend and vote at the Meeting.
4. The Register of Members and Transfer Books of the Company will remain closed from Saturday, the 22nd September, 2012 to Saturday, the 29th September, 2012(both days inclusive) for the purpose of payment of dividend. If the dividend, as recommended by the Board is approved at the Annual General Meeting, payment of such dividend will be made as under:
 - (i) To all beneficial owners in respect of shares in electronic form, as per the data made available by the National Securities Depository Limited and the Central Depository Services (India) Limited, as of the close of business hours on Friday, the 21st September, 2012
 - (ii) To all members in respect of shares in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, the 21st September, 2012.
5. Please quote your DP & client ID / Folio Number and our Company's name in all your correspondence / communications with Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072. who are acting as Registrar & Share Transfer Agents (Registrars) of the Company. Members are requested to communicate at the above address.
6. Members holding shares in physical form are requested to immediately intimate changes, if any, in their registered addresses along with the PIN CODE to the Company or the Registrars so as to enable the Company to address future communication to their correct addresses.
7. The Company prefers use of ECS / NECS for payment of dividend. Considering the advantages, members are requested to enroll for ECS / NECS facility. In order to avoid loss of dividend warrants in transit, undue delay in receiving the warrants and to protect against fraudulent encashment of dividend warrants, members are requested to provide ECS / NECS Mandate, if not provided earlier. In respect of the Members who have given mandate for payment of dividend through ECS / NECS, the dividend will be paid through ECS / NECS and their bank account details will be printed on their ECS advices.

In light of the above, Members are requested to furnish the new bank account number, if any, allotted to them by their bank after implementation of the Core Banking Solutions (CBS), together with name of the bank, branch, 9 digit MICR bank / branch code and account type by quoting their folio number and a photocopy of a cheque pertaining to their bank account, so that the dividends can be credited to the said bank account. Those Members holding shares in demat form are requested to provide the same details to their Depository Participant (DP).

Please note that in case the Members do not provide the said details as aforesaid, credit of dividends through NECS to their old bank account number may be rejected or returned by the banking system at the ECS centre level itself in terms of Reserve Bank of India (RBI) circular no. DPSS (CO) EPPD No.191-04.01.01/2009-2010 dated 29th July, 2009. However, in such cases, the Company would issue physical dividend warrants to the concerned Members post such rejection. After credit of dividend, a confirmation will be sent to the concerned Members.

8. Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. In terms of section 109A of the Companies Act, 1956, Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in form 2B in duplicate to the registered office of the Company or the Registrars. The nomination forms will be made available to the members on request.
10. Members holding shares in multiple folios in the same name or in the same order of names are requested to consolidate their holding into a single Folio.
11. A brief profile of the Directors retiring by rotation and eligible for re-appointment, as stipulated under clause 49(IV) (G) of the Listing Agreement are provided as an annexure to the Notice. The Company has received the requisite Form DD-A from the said Directors in terms of Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules 2003 confirming their eligibility for re-appointment.
12. For security reasons and for proper conduct of the Meeting, entry to the venue of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / proxies attending the Meeting are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and handover it over at the entrance. Members holding shares in dematerialized form are requested to carry their depository account number along with the depository participant identification number. Members / Proxies are also requested to bring their copy of the Annual Report to the Meeting.
13. Please note that in terms of SEBI Circulars No.MRD/DoP/Cir-05/2009 dated May 20, 2009 and No.SEBI/MRD/DoP/SE/RTA/Cir-03/2010 dated 7th January, 2010, it is mandatory for the shareholders holding shares in physical form to submit self-attested copy of PAN card for transfer / transmission / deletion / transposition of securities. In compliance with the aforesaid circulars, requests without attaching copies of PAN card, for transfer/deletion/transmission and transposition of shares of the Company in physical form will be returned under objection.
14. The Company has uploaded on its web-site an "Investor Information Kit" for the general information and guidance to the investors of the Company. Further, the Company has designated an exclusive email ID viz. investors@vaaradventures.com to enable the investors to post their grievances, if any, and monitor its redressal. Members are advised to refer to Section titled "General Shareholder Information" provided in the annual report.
15. Non-resident Indian Members are requested to inform the Registrar Bigshare Services Private Limited, immediately on change in residence status on return to India for permanent settlement.
16. Members desiring any relevant information or clarifications on the Accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance of the meeting, so as to enable the Management to compile the information and provide replies at the meeting.
17. The Company has implemented the "Green Initiative" as per circular nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/ documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website www.vaaradventures.com of the Company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer agent of the Company at the address mentioned in (6) above quoting their folio number(s).

18. Pursuant to the requirement of Clause 49 of the Listing Agreement the required information pertaining Director, Mr. Piyush Vora, is furnished below.

19.

Name of Director	Mr. Piyush Vora
Date of Birth	30/12/1961
Date of Appointment	19/02/2010
Expertise in specific functional area	He is Chartered Accountant by profession with over 25 years of thorough experience. He started practicing Chartered Accountants in 1982. He is presently working as a CEO of Rohan Developers Private Limited.
Qualification	Chartered Accountant
No. Equity Shares held	---
List of outside Company Directorship held	<p><u>Public Companies</u></p> <ol style="list-style-type: none"> 1. Ashapura Minechem Ltd <p><u>Private Companies</u></p> <ol style="list-style-type: none"> 1. Rohan Developers Private Limited 2. Anvesh Real Estate Private Limited 3. Mindset Estates Private Limited 4. Shivalik Ventures Private Limited 5. Flashpoint Developers Private Limited 6. Rohan Dream Homes Private Limited 7. Sila Solutions Private Limited 8. Hemachandra Properties Private Limited 9. Eclair Realities Private Limited 10. Jayine Realities Private Limited 11. Zuben Realities Private Limited 12. Liwet Realities Private Limited 13. Jajvalya Realities Private Limited 14. Ugraya Real Estate Private Limited 15. Watson Realities Private Limited 16. Vidhyavihar Estates Private Limited 17. Krona Realities Private Limited 18. Khanak Properties Private Limited 19. Lisan Real Estate Private Limited 20. Unmesh Real Estate Private Limited 21. Durjoy Properties Private Limited 22. Vagmine Real Estate Private Limited 23. Obalesh Properties Private Limited 24. Dictum Developers Private Limited
Chairman/Member of committee of the Board of Directors of the Company	Chairman of Audit Committee, Member of Shareholders Committee.
Chairman/Member of Committees of Director of other Companies in which he/she is a Director	-
a) Audit Committee	
b) Remuneration Committee	
c) Shareholders/Investors Grievance Committee/Share Transfer Committee	-

For and on behalf of the Board of Directors

Place: Mumbai
Date: 3rd September, 2012

Vickram Dosshi
(Managing Director)