

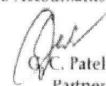



**FORM A AS PER CLAUSE 31 OF THE LISTING AGREEMENT**

Sl. No.	Descriptions	Details
1	Name of the Company	<b>Vaarat Ventures Limited</b>
2	Annual Financial Statement for the Year ended	<b>31<sup>st</sup> March, 2014</b>
3	Type of Audit Observation	Unqualified. There is no matter of emphasis.
4	Frequency of observations	NIL
5	To be Signed by	
	1. CEO/MANAGING DIRECTOR	Mr. Vickram Dosshi 
	2. CFO/Finance Head	NA
	3. Auditor of the Company	Mr. G.C.Patel  For G. C. Patel & Co. Chartered Accountants   G.C. Patel Partner (M. No. 47327)
	4. Audit Committee Chairman	 Mr. Nitin Datanwala



# **Vaarad Ventures Limited**

## **20<sup>th</sup> ANNUAL REPORT**

### **2013-2014**

**BOARD OF DIRECTORS**

Mr. Vikram Doshi  
Managing Director

Mr.Piyush Vora  
Director

Mr.Dilip Mehta  
Director

Mrs Leena Doshi  
Director  
ICICI BANK  
Mr Nitin Datanwala  
Director

Compliance Officer  
Mr.Omprakash Talreja

Auditor  
G.C.Patel & Co  
Chartered Accountants

**BANKERS**  
HDFC BANK LTD

**REGISTERED & CORPORATE OFFICE    REGISTRAR & SHARE TRANSFER AGENT**

**Vaarad Ventures Limited**  
6, Lalwani Industrial Estate,  
14 G.D Ambekar Road,  
Wadala, Mumbai-400 031  
Tel No.022-24117080  
Fax No. 022-24117085  
Email: [cs.dept@vaaradventures.com](mailto:cs.dept@vaaradventures.com)

**Bigshares Services Pvt. Ltd.**  
E-2/3, Ansa Industrial Estate  
Sakivihar Road , Sakinaka,  
Andheri (E), Mumbai-400 072  
Tel No. 022-40430200  
Fax No. 022-28525207  
Email : [info@bigshareonline.com](mailto:info@bigshareonline.com)

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**NOTICE**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of Vaarad Ventures LTD. will held at 6 Lalwani Industrial Estate, 14 G.D. Ambekar Road, Wadala, Mumbai 400031 on Monday, the 29th day of September, 2014 at 9.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Leena Doshi, who retires by rotation and being eligible, offers her for reappointment.
3. Appointment of Mr. Piyush Vora as an Independent Director of the Company.  
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed hereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Piyush Vora (DIN 00018995), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

4. Appointment of Mr. Dilip Mehta as an Independent Director of the Company.  
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed hereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Dilip Mehta (DIN 00991101), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

5. **Appointment of Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. K.M. Tapuriah & Co., Chartered Accountants (Firm Registration No.314043E), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Fifth AGM of the Company to be held in the year 2019 (subject to

ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

## SPECIAL BUSINESS

### 6. Appointment of Independent Director: Mr. Nitin Datanwala.

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed hereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Nitin Datanwala (DIN 00047544), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

### 7. Power to borrow money:

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

“**RESOLVED THAT** in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ”board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of paid-up Capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company’s Banker and financiers in the ordinary course of business, shall not be in excess of Rs.100 crore.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

For and on behalf of the Board

Sd/-

Mr. Vickram Dosshi

Place: Mumbai

Date: 11<sup>th</sup> August, 2014

Managing Director

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to appoint and vote instead of himself and the proxy need not be a member of the Company. Proxy to be effective should be deposited at the registered office of the company at least 48 hours before the time of the meeting.
2. The Register of Members and share transfer books will remain closed from Monday 22<sup>nd</sup> September, 2014 to Friday, 26<sup>th</sup> September, 2014 (both days inclusive).
3. Members desiring to seek any information on the annual Accounts/ operations are requested to write to the Company at least Seven days before the date of the meeting so as to enable the management to keep the information ready.
4. Members /Proxies attending the meeting are requested to bring copy of their Annual Report with them in meeting.
5. All communications relating to shares are to be addressed to the Company or the Company's Share Transfer Agent/ Bigshare Services Pvt. Ltd ,E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072.
6. Information required to be furnished under the Listing Agreement.

As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/ reappointed are given below:

<b>Name of Director</b>	Mrs. Leena Doshi	Mr. Piyush Vora	Mr. Dilip Mehta	Mr. Nitin Datanwala
<b>Date of Birth</b>	01/05/1965	30/12/1961	20/10/1953	29/11/1951
<b>Date of Appointment</b>	17/12/2007	19/02/2010	19/02/2010	01/10/2012
<b>Qualification</b>	B.Com	Chartered Accountant	B.com	C.A, C.S
<b>Expertise in Specific Functional Area</b>	She has vast experience in the field of Human Resource background. Her experience in understanding human behavior in corporate world vis a vis team and skill pool building, she is non-executive none independent director	He is a Chartered Accountant by profession with over 25 years of thorough experience. He started practicing chartered accountants in	He is a President of Jain Jagruti Centre, Gem Jagdusha for last 10 years and Committee Member of All India Federations of Jains, Mumbai	He is Chartered Accountant and Company Secretary by profession with over 30 years of experience. He is presently working as Vice President Corporate & Company Secretary with The Bombay Burmah

		1982.He is presently working as CEO of Rohan Developers Private Limited	and Advisory Board Member of PharmaBiz – Weekly Pharma Publication and Editor of PWA Communane – A Quarterly Publication of PWA. He is also a president of all India druggist and Chemist Association	Trading Corporation, Limited, a Wadia Group Company and one of the oldest companies in India
<b>Executive &amp; Non Executive Director</b>	Non-Executive	Non-executive	Non-executive	Non-executive
<b>Independent Director</b>	N	Y	Y	Y
<b>Other Directorship</b>	<b>1.</b> Doshi Enterprises Private Limited <b>2.</b> Covet Securities And Leasing Private Limited <b>3.</b> Print Superb Printers Private Limited <b>4.</b> Anew Electronic Industries Private Limited <b>5.</b> Kimaya Shoppe Limited <b>6.</b> Atco Water Technologies Limited <b>7.</b> Kimaya Wellness Limited <b>8.</b> Knowledgeworks Management Services Private Limited <b>9.</b> Ham Services Private Limited <b>10.</b> Atcomaart Lead	<b>1.</b> Mindset Estates Private Limited <b>2.</b> Shivalik Ventures Private Limited	<b>1.</b> The Pharmaceutical Wholesalers Association (Bombay) <b>2.</b> Jalaram New Media Private Limited <b>3.</b> Pharmacare Logistics Private Limited <b>4.</b> M N M Omnico Power And Energy Private Limited <b>5.</b> Geo Aquatech Limited <b>6.</b> Atcom Technologies Limited <b>7.</b> Geosyndicate Power	<b>1.</b> Lexicon Infotech Limited <b>2.</b> Kamdhenu Welfare Association <b>3.</b> Afco Industrial And Chemicals Limited <b>4.</b> Electromags Automotive Products Private Limited <b>5.</b> Varnilam Investments And Trading Company Limited <b>6.</b> Cincinnati

	Services Private Limited 11.Voffice Technologies Private Limited		(Gujarat) Private Limited	Investment And Trading Company Private Limited  7. Msil Investments Private Limited  8.Roshnara Investment And Trading Company Private Limited  9. Sea Wind Investment And Trading Company Limited  10. Shadhak Investments And Trading Private Limited  11. Lima Investment And Trading Company Private Limited  12. Epsilon Medico Equipment Company Private Limited  13. Inor Medical Products Limited  14. Lotus Viniyog Private Limited  15. Neville Wadia Private Limited  16. Macrofil
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				Investments Limited 17. N W Exports Limited 18. Perman Project Supports Limited 19. Harvard Plantations Limited 20. Placid Plantations Limited 21. B R T Limited 22. Scal Services Limited 23. Havenkores Real Estates Private Limited 24. Springflower Investments Private Limited
<b>Other Committee Membership/Chairman</b>	-	Audit Committee-	Audit Committee-Member, Investor Grievance Committee-Member	Audit Committee-Chairman, Investor grievances committee Remuneration Committee-Member

**NOTES:**

In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.

The procedure and instructions for voting through electronic means are as follows:-

1. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (i) Now, select the “VAARAD VENTURES LTD” from the drop down menu and click on “SUBMIT”
  - (ii) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iii) Next enter the Image Verification as displayed and Click on Login.
  - (iv) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (v) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details</li> </ul>

	are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <VAARAD VENTURES LTD> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - 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.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to 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 sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 26<sup>th</sup> September, 2014 at 9.00 a.m. and ends at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29<sup>th</sup> August, 2014 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For and on behalf of the Board

Place: Mumbai

Date: 11/08/2014

Sd/-

Mr. Vickram Dosshi

Managing Director

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**

**ITEM NO. 6**

Mr. Nitin Datanwala was appointed as an Additional Director of the Company by the Board of Directors. Pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company Mr. Nitin Datanwala holds office upto this Annual General Meeting. The Company has received a notice from a Member signifying his intention to propose Mr. Nitin Datanwala as Director of the Company in the ensuing Annual General Meeting. The Company will be benefited from his continuing association. It is recommended by the Directors that the resolution as proposed be passed by the shareholders in the ensuing Annual General Meeting as an Ordinary Resolution. He will act as Independent Director of the Company.

None of the directors except Mr. Nitin Datanwala is interested in the above resolution.

**ITEM NO. 7.**

The company earlier obtained permission from members to take loan in due and normal course of business to meet with the new regulations of section 185 of the Companies Act, 2013, the Board hereby seeks an enabling resolution so that they can meet with the growing demands and business requirement.

Section 180(1) (c) of the Companies Act, 2013 effective from September 12, 2013 require that the Board of Directors shall not borrow monies in excess of the Company's paid up share Capital and free reserves, apart

from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, except with consent of the Company accorded by way of a special resolution

It is, therefore, necessary for the member to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013, as set out at Item No.7 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs 100 crore.

None of the Directors and key Managerial Personnel of the Company and their relative is concerned or interested, financial or otherwise, in the resolution set out at Item No.7

**DIRECTOR'S REPORT**

To,

The Members,

Your Directors have pleasure in presenting the 20<sup>th</sup> Annual Report of the Company together with Audited Accounts for the Financial Year ended March 31, 2014.

**FINANCIAL RESULTS**

	<b>(Rupees in Lacs)</b>	
<b>Particulars</b>	<b>2013-14</b>	<b>2012-13</b>
Sales & Other Income	16.88	63.79
Profit/(Loss) before Depreciation & Tax	1.43	9.84
Less: Depreciation	(5.79)	7.78
Profit Before tax	(4.36)	2.06
Less: Provision for Taxation	0	(1.92)
Add/(Less): Provision for deferred tax	(0.16)	(0.02)
Add/(Less): Prior Year Expenses	-	--
Profit after depreciation & tax	(4.88)	0.12
Add: Excess provision for Income Tax written Back	--	--
Profit for the year	(4.88)	0.12
Debit/Credit balance of profit & loss account brought forward	210.55	239.48
Amount Available for Appropriation	234.71	239.60
Less: Proposed dividend		24.99
Less: Tax on Dividend		4.05
Balance Carried Forward to Balance Sheet	<b>234.71</b>	<b>210.56</b>

**BUSINESS REVIEW:****FY 2013 – Key Financial Highlights:**

During the year under report, The Total Revenue of the Company is Rs. 16.88 Lacs in Financial Year 2013-14 as compared to Rs. 63.79 Lacs in the previous Financial Year 2012-13. The Profit before Depreciation and Tax of the Company is at Rs. 1.43 Lacs in Financial Year 2013-14, as compared to Profit of Rs. 9.84 lacs in Financial Year 2012-13. The Loss after Tax (PAT) and Depreciation is at Rs.4.88Lacs during the Financial Year 2013-14, as against profit of Rs. 0.12 Lacs in the Financial Year 2012-13. Earnings Per share (basic) are Rs. (0.002) per share in Financial Year 2013-14, as compared to Rs. (0.000) per share in Financial Year 2012-13. The results however are strictly not comparable with the previous year.

**DIVIDEND:**

Your Directors wish to inform you that in the absence of Profit, the Board of Directors have not recommended any dividend.

**SUBSIDIARY COMPANIES:**

Your company has thirteen subsidiaries as follows as on 31<sup>st</sup> March, 2014 which is engaged into different specific and distinct verticals of the business:

Sr.No.	Subsidiaries	Business
1.	M/s Atco Limited and its wholly owned Subsidiary M/s Atcomaart Services Limited ,M/s Innovamedia Publications Limited & M/s Atcomaart Lead Services Pvt. Limited	Industrial Supply Store Business & Publication Business
2.	M/s Edesk Services Limited	Software Development
3.	M/s Varuna Drinking Water Solutions Limited and its wholly owned subsidiaries M/s Geo Aquatech Limited and M/s Geo Thermal Water Limited.	Packaged Drinking Water Business

4.	Mentor Capitalist Chambers Private Limited and its wholly owned subsidiaries. M/s. HAM services Pvt. Limited & M/s. Knowledgeworks Management services Pvt. Limited & M/s Voffice Technologies Private limited & M/s Asset Resolution Services Private Limited	Consultancy and Advisory Services
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## CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-23 on Accounting for Investments in Subsidiaries and the audited Consolidated Financial Statements are provided in the Annual Report.

In accordance with the General Circular No: 2/2011 dated 8<sup>th</sup> February, 2011 issued by the Ministry of Corporate Affairs, Government of India, 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. 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 the financial results of its subsidiary companies.

## DIRECTORS

Mrs. Leena Doshi Director is retiring by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment & she has offered herself for re-appointment.

Mr. Dilip Mehta and Mr. Piyush Vora, Independent Directors of the Company retiring by rotation offers themselves for re-appointment for the period of 5 years starting from 29<sup>th</sup> September, 2014.

Mr. Nitin Datanwala is re appointed as an Independent Director of the Company.

## GROUP FOR THE INTERSE TRANSFER OF THE SHARES

As required under clause 3(1)(e) of the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011, persons constituting “group” as defined under the Monopolies and Restrictive Trade Practices (“MRTP”) Act, 1969, for availing exemption from applicability of provisions of Regulations 10 to 12 of the aforesaid SEBI regulations are disclosed as annexure to this Report.

## AUDITORS

M/s .G. C. Patel & Co., Chartered Accountants, Statutory Auditors of the Company, retires at the conclusion of this Annual General Meeting. M/s K M Tapuria & Co. is been appointed as the Auditors of the Company for the period of 5 years starting from 29<sup>th</sup> September, 2014. A written certificate from them have been obtained by the Company to the effect of their appointment in accordance with the limits specified under section 139 and



section 140 and other applicable provisions of the Companies Act, 2013. The Board recommends their appointment for your approval.

## **AUDITORS REPORT**

The Auditors have not made any qualification to the financial statement, in their reports or relevant notes on accounts, which are self explanatory and do not call for any comments under section 217(3) of the Companies Act, 1956.

## **RBI GUIDELINES**

Your Company is complying with all the requirements of Reserve Bank of India for Non Banking Finance Company. In terms of paragraph 9BB of the NBFC Regulations, the particulars as applicable to the company are appended to the Balance Sheet.

## **STATUTORY INFORMATION**

### **(a) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo and Export Market Developments:**

The details as required by Companies (Disclosures of Particulars in the report of the Board of Directors) Rules, 1988 in relation to the conservation of Energy, Technology Absorption and Research and Development are annexed and form part of the Director's Report. The company has no foreign exchange earnings and outgo and export market developments.

### **(b) Particulars of Employees:**

Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, is not annexed hereto as none of the employees have drawn remuneration exceeding Rs. 5,00,000/- p.m. or Rs. 60,00,000/- p.a. However, the Report and Accounts are being sent to the members excluding the aforesaid Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company.

### **(c) Corporate Governance:**

Your Company believes in coherent and self-regulatory approach in the conduct of its business to achieve better standard of Corporate Governance. As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate Section on Corporate Governance, together with a Certificate from the Company's Auditors confirming Compliance by the Company with the requirements of Corporate Governance, is set out separately forming part of this Report.

## **FIXED DEPOSITS:**

The company has not accepted any "deposits" falling within the purview of section 58A of the Companies act, 1956 and as such no principal or interest amount was outstanding as on that date of the balance sheet

## TRADE RELATIONS

Your Company continued to receive unstinted support and co-operation from its business associates and clienteles of services and all others associated with it. Your Board wishes to record its appreciation for the service rendered by them. Your Company would continue to build and maintain strong links with its business partners.

## HUMAN RESOURCES

The objective of your Company's Management is to build competencies, commitment and culture in the organization. This objective enables the Human Resource to enhance performance and retain its leadership position. The Balanced Scorecard performance management system has been introduced across the organization. This methodology translates strategy in operational terms and aligns the objectives of each and every individual with the Company objectives.

Employees are motivated to bring out their best Performance is recognized with an appropriate compensation package. A Profit incentive plan was announced to ensure that a part of the incremental Profit is shared with the employees.

Your Company's human resources have played a vital role in achieving the improved results. Your Directors express their appreciation for the dedication and hard work put in by the employees throughout the year.

## DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31<sup>st</sup> March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 year and of the profit of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31<sup>st</sup> March, 2014 on a 'going concern' basis;
- (v) That the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively;
- (vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**INSURANCE**

All assets of the company are adequately insured.

**EXTRACT OF ANNUAL RETURNS**

1. The Paid up capital of the Company: Rs. 249,903,000 consisting of 249,903,000 equity shares of face value of Rs.1/- each.
2. The Board of Directors of the company consists of 5 Directors. Out of which 2 promoter directors are namely Mr. Vikram Doshi and Mrs. Leena Doshi; and 3 Independent Directors namely Mr. Piyush Vora Mr. Dilip Mehta and Mr.Nitin Datanwala.
3. The secured debt of the company is of Rs 571,587
4. The Promoters holding consists of 177,913,690 equity shares of Rs 1 each amounting to 71.19 %
5. During the years, the unclaimed dividend was Rs22,430

**INDEPENDENT DIRECTORS DECLARATIONS**

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income of fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives--

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of--

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) Holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

6. Independent director possesses such qualifications as may be directed by the Board.
7. The Company & the Independent Directors shall abide by the provisions specified in schedule IV of the Companies Act, 2013.

## **NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE**

Pursuant to section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee consisting of Two (2) of Independent Directors Mr. Nitin Datanwala and Mr Dilip Mehta

Mr. Nitin Datanwala being the Chairman of the Committee.

The Gist of the Policy of the said committee:

1. For Appointment of Independent Director (ID):
  - a. Any person who is between the age of 25 years and below 75 years eligible to become ID;
  - b. He has to fulfill the requirements as per section 149 of the Companies Act, 1956 read with cl. 49 of the Listing Agreement;
  - c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
  - d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
  - e. ID should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
  - f. ID should be able to devote time for the Board and other meetings of the company;
  - g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
  - h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual Meeting.

**PERFORMANCE OF THE BOARD AND COMMITTEE:**

During the year under review, the performance of the Board & Committee and Individual Director(s) based on the below parameters satisfactory:

1. Most of the Directors attended the Board meeting;
2. The remunerations paid to executive Directors strictly as per the company and industry policy. The Independent Directors only received sitting fees.
3. The Independent Directors contributed a lot based on their experience and knowledge and Independent views.
4. The Credit Policy, Loan Policy and compliances were reviewed;
5. Implementation of Risk Management Policy

**RELATED PARTY TRANSACTIONS**

Details of related party transactions as per section 188 of the Companies Act, 2013 are given in the Auditor's report and annexures thereto.

**ACKNOWLEDGEMENTS**

Your directors wish to place on record and acknowledge their appreciation for the continued support & co-operation received from Government Authorities, lending institutions, and esteemed shareholders of the company. Directors also record their appreciation for the total dedication of the employees.

For and on behalf of the Board

Sd/-

Mr. Vickram Dosshi

Managing Director

Place: Mumbai

Date: 11<sup>th</sup> August, 2014

**ANNEXURE TO THE DIRECTORS REPORT**

1. Particulars required under Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988.

**(A) CONSERVATION OF ENERGY**

- a. Energy conservation measures taken:
  - Use of natural light through bigger windows, skylights, etc.
  - Increase in power factor by using additional capacitors and automation in control panel.
  - Monitoring and control of running time of compressors of air conditioners.
  - Replacement of conventional copper chokes with energy-efficient electronic ballast.
- b. Additional investment and proposals:
  - It is planned to extend the measures taken during the current year, which yield good results, to other areas/equipment/offices.
  - Electronizer equipment is actively being considered for optimizing energy consumption in lighting loads.
  - It is planned to undertake Energy Audit through competent authorities.
  - Impact of measurement at a. and b. above for reduction of energy consumption and consequent impact on the cost of production of goods:
  - The measures taken above have resulted in reduction of power consumption.

**(B) TECHNOLOGY ABSORPTION**

- a. Research and Development (R&D)  
Company being in financial services business conventional research and development activity does not exist.. However, the company wishes to become listed private equity player and doing newer innovation for the proposed business.
- b. Technology absorption, adaptation and innovation: Not applicable
  1. The plants were audited by technical personnel for process efficiency, quality improvisation and innovation.
  2. Benefits derived: Not applicable
    - Improvement in output rate
    - Reduction in wastage
    - Reduction in cost of production

Information regarding technology imported during the last five years:

- a. Technology imported : No
- b. Year of Import : Not applicable
- c. Has technology been fully absorbed : Not applicable
- d. If not fully absorbed, areas where  
this has not been taken place, reasons : Not applicable  
therefore and future plans of actions

**(C) FOREIGN EXCHANGE EARNING/OUTGO**

	2013-2014	2012-2013
Earning	-	-
Outgo	-	-

2. For the purpose of inter se transfer of shares under regulation 3(1)(e) of the Securities Exchange Board of India(Substantial Acquisition and Takeovers) Regulations, 1997, the following persons constitute “Group” as defined in the Monopolistic & Restrictive Trade practices, 1969:

Sr. No.	Particulars
1	Atcomaart Services Limited
2	E Desk Services Limited
3	Innovamedia Publications Limited
4	Geo Thermal Water Limited
5	Atco Limited (Formerly known as Geo Water Technologies Limited)
6	Geo Aquatech Limited
7	Varuna Drinking Water Solutions Limited
8	Kimaya Shoppe Limited
9	Covet Securities & Leasing Pvt. Ltd.
10	Vikram A. Doshi
11	Leena V. Doshi
12	Tanvi Doshi
13	Harsh Doshi
14	Varprada Traders LLP
15	Atco Water Technologies Limited
16	Mentor Capitalist Chambers Private Limited
17	Atcomaart Lead Services Pvt. Ltd.
18	Hams Services Pvt. Ltd.
19	Knowledge Work Management Services Pvt. Ltd.

For and on behalf of the Board

Sd/-

Mr. Vickram Doshi

Managing Director

Place: Mumbai

Date: 11<sup>th</sup> August, 2014

## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY STRUCTURE AND DEVELOPMENTS.

#### **BUSINESS SCENARIO.**

Non- Banking Finance Companies (NBFC) are integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. As a result of consolidation and restructuring in the financial sector and liberalization and globalization of markets only few strong NBFCs now remain in business. However, competition continues to be intense, as the Indian and foreign banks have entered the retail lending business in a big way, thereby exerting pressure on margins. The erstwhile providers of funds have now become competitors. NBFCs can sustain in this competitive environment only through optimization of funding costs, identification of potential business areas, widening geographical reach, and use of technology, cost efficiencies, strict credit monitoring and raising the level of customers service.

**VAARAD VENTURES LIMITED** is the holding company of diverse business activities which are being carried on through its wholly owned subsidiaries. It has been set up by entrepreneurs and professionals having four decades of experience in strategizing, building, managing, internationalizing and understanding toughest growth challenges aspiring to reach to the top and multiplying value for their businesses.

#### **Investment and Finance:**

The Company propose to undertake investment in businesses across all sectors and different segment including Business & Financial Services, Consumer, Distribution & Logistics, Healthcare & Life Sciences, Industrial Technology, Information & Media Technology, Surveillance and Security Technologies, Fast Moving Consumer Goods (FMCG), power project, packaged drinking water, Innovative ideas, technology, service model, business model and management etc., with a view to help investee companies in the mentoring and supporting their business plans., The Company will function as an Investment company with a primary objective of long term appreciation in the value of its portfolios. The profits of the Company will derive from a mix of dividend and disinvestments.

#### **Opportunities and Risks**

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY 2014-2015 appear reasonable, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. There is lot of opportunities for investment in capital market. Your Company is having separate research department, which analyze the market and advice the management in building good portfolio. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attribution of employees. With growing presence of players offering advisory service coupled with provision of funds for clients needs, we would face competition of unequal proportion. We continuously tackle this situation by providing increasingly superior customized services.

In financial services business, effective risk management has become very crucial. As an NBFC, your Company is exposed to credit risk, liquidity risk & interest rate risks. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.



The Company is having excellent Research Department. The Company is having team of Expert advisors, who is helping the Company in making good investment. The Company is exposed to all risks & threat which Financial Market & Non Banking Finance Company faces. The Company is also facing risk of heavy ups and down in stock market which can be minimize due to risk management system of our Company.

While the current year started with lot of optimism & hope-both globally & in the Indian Market- there have been fears of second recession since the credit rating of US was downgraded. Global stock markets a barometer of sentiments have not done that well.

The current challenging market scenario has brought many risks with it. The company focuses on the systematic risk assessment by understanding the risk, optimum mitigating the risk and monitoring the risk. Sound risk management is very much essential for the company. Few of the risks are as follows:

➤ **Global economic environment:** The global economic environment even though coming out of the worst possible times, is still faced with the crisis in certain Countries and the uncertainty continues to remain. The credit risks across corporate and customers have to be carefully examined while doing business. We will need to engage more in diversifying our business model and extending our reach. We will need to offer value proposition to the new customers to develop and grow this business further.

➤ **Pricing Risks:** The pricing across our publishing and water business is under risk due to competition and uncertain economic environment. We have been providing and offering value added services and benefits to the customers to retain them. We are also investing towards brand building and awareness programme across our publishing verticals to ensure adequate product differentiation.

➤ **Hiring and Retention Risk:** During the last two years, we have been restructuring our businesses and working on retaining the best talent in the industry to work with us. While, the restructuring process has weeded out the low performers, it will be a constant challenge to retain the good talent. There is imminent short term risk from new entrants and domestic players to hire talent from our Company. We have implemented a number of employee initiatives like variablizing compensation structures, innovative training programs, job rotations etc., to retain and grow talent.

➤ **Customers Risk:** The credit rating and credit worthiness of a number of entities have been impacted due to the economic slowdown. We have been very careful in extending credit to some of the high risk customers. We have also set up a collection cell in our Company to follow up with all the credit customers to ensure that dues are collected in a reasonable period of time and proper credit checks are completed on new customers.

➤ **Asset Risk:** We have been conducting periodic maintenance activity at our water plant to ensure seamless and continuous production. Technological changes and continuous usage will lead to obsolescence; this is being constantly watched and monitored.

➤ **Financial performance:**

Financial Performance' which has been highlighted in the Director's Report, need to be viewed in the context of the bold initiative by the management under the difficult market as well as financial constraints.

➤ **Human Resources**

Your company continues to lay emphasis on people. It considers human resource as its most valuable resource. Your company strives to focus on attracting and retaining the right talent. Your Company is taking various steps to develop the skills and enhance the knowledge of the Human Resources. Human brain is one of the key elements of sustainable competitive advantage and stakeholder value creation. Your Company's human resource philosophy aims at nurturing an organizational culture that respects people empower and enable them to deliver high-quality performance and reward talent with competitively superior compensation and accelerated career growth opportunities. Your Company values its people's integrity, excellence and the entrepreneurial passion to achieve.

**Fulfillment of RBI Norms and Standard:**

The Company has fulfilled all RBI Norms and complied with it.

**Risk Management**

While current year started with lot of optimism both globally and in the Indian market. There have been fears of a second recession since the credit rating of US was downgraded. The stock market the barometer of Economy is not done well. Further it seems that retail investors are not investing in capital market. In today's complex business environment, almost every business decision requires executives and managers to balance risk complex business environment demands a rigorous and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. Increased competition and market volatility has enhanced the importance of risk management in share trading business. The sustainability of business is derived from the following:

- Identification of the diverse risks faced by the Company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to appropriate managerial levels.

There is the risk of loss from inadequate or failed systems, process or procedures. These may be attributed to human failure or technical problems given the increased use of technology and staff turnover.

**Internal Control System and Their Adequacy**

As part of the effort to evaluate the effectiveness of the internal control system, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal control is managed by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as the an information Security Assurance Service is also provided by independent external professionals. Based on their recommendations, the company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

**Cautionary statement:**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward-looking within the meaning of applicable securities, laws and regulations. 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 actual results may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence, the Company assumes no responsibility in respect of forward –looking statements that may be amended or modified in future on the basis of subsequent developments, information or events. Important factors that could influence the Company's operation and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

**CORPORATE GOVERNANCE – CLAUSE 49 OF THE LISTING AGREEMENT****Company's Philosophy**

Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, and fairness in all the transactions in every sense and meet its stakeholder's aspirations and expectations. Good governance practices stem from the culture and the mindset of the organization and at Vaarad we are committed to meet all our aspirations of the stakeholders of the company.

The philosophy of the Company in relation to Corporate Governance is to ensure transparency, disclosures and reporting that confirm fully with laws, regulations and guidelines, and to promote ethical conduct throughout the organization, with the primary objective of enhancing shareholders value while being a responsible corporate citizen. The Company is committed to conforming to the highest standards of Corporate Governance in the Country. It recognizes that the Board is accountable to all shareholders and that each member of the Board owes his first duty to protecting and furthering the interest of the Company.

**1. Board of Directors**

The Board of Directors of your company comprises of five (5) Directors as on 31<sup>st</sup> March, 2014 representing the optimum combination of professionalism, knowledge and experience. Out of these five, two directors form part of the promoters group of the company and the other three are independent non-executive directors. There is no Nominee Director on the Board of the Company.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Category</b>
1	Mr. Vikram Doshi	Chairman & Managing Director	Executive, Non Independent Director
2.	Mrs. Leena Doshi	Director	Non Executive, Non Independent Director
3.	Mr. Piyush Vora	Director	Non-executive, Independent Director
4.	Mr. Dilip Mehta	Director	Non-executive, Independent Director
5.	Mr. Nitin Datanwala	Director	Non executive, Independent Director

All the independent directors of the company furnish a declaration at the time of appointment and also annually that they qualify the conditions of their being independent as laid down under clause 49 of the listing agreement.

None of the Director of the Company is either member in more than ten Committees and/or Chairman of more than five committees as specified in clause 49 of listing agreement. Necessary disclosures to this effect have been received by the Company from all Directors.

Board meetings are normally held at the Registered Office of the company. The dates of the Board Meeting are fixed well in advance. During the year, in all 4 Board Meetings were held, i.e. 1<sup>st</sup> June, 2013; August 10<sup>th</sup>, 2013; November 9<sup>th</sup>, 2013; and February 2<sup>nd</sup>, 2014. The time interval between any two meetings was not more than 4 months.

## Composition of Category of Directors

The details of Directors and their attendance record at Board Meetings, last Annual General Meeting and number of other Directorships/Memberships of committees of each Director in various Companies:

\* Other Directorships does not include Private Companies and associations, Alternate Directorships and foreign Companies.

\*\* In accordance with Clause 49 of the Listing Agreement, Memberships/Chairmanships of only the Audit Committees and Shareholders/Investor Grievance Committees of all Public Limited Companies have been considered.

## Re-Appointment of Director

Brief resume of the Directors whose re-appointment is being considered at the ensuing Annual General Meeting; along with their expertise in specific functional areas and names of the companies in which they hold directorship and chairmanships/memberships of Committees of the Board are provided in the notice of the ensuing Annual General Meeting.

## Code of Conduct

The Board has laid down a code of Conduct for all Board Members and senior management personnel of the Company, which has been posted on the website of the Company [www.vaarad.com](http://www.vaarad.com)

All Board Members and senior management personnel have affirmed compliance with the code for the year ended on March 31, 2014. Declaration to this effect signed by the Chief Executive Officer for the year ended on March 31, 2014 is annexed to this report.

## 2. Audit Committee

### Composition

As required under Section 177 of the Companies Act, 2013 and the Listing Agreement, an Audit Committee was formed and the Composition of the Audit Committees is as under:

Sr No	Name of Members	Held	Attended
1.	Mr Nitin Datanwala (Chairman Independent Director)	4	4
2.	Mr Dilip Mehta (Member Independent Director)	4	4
3.	Mr Vikram Doshi (Member)	4	4

The Committee is vested, inter alia the following powers and terms of references as prescribed under relevant provisions of the Companies Act, 2013 and Stock Exchange Listing Agreement.

### Objectives

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the company and its compliances with legal and regulatory requirements.

**Powers**

The committee has vested with following powers:

- a. To investigate any activity within its terms of reference
- b. To seek information from any employee
- c. To obtain outside legal or other professional advice
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary
- e. Other powers as may be mandated by any Law for time being force or as per Listing Agreement.

**Terms of reference**

The Audit Committee reviews the reports of the Statutory Auditors periodically and discusses their findings, and suggests corrective measures. The role of the Audit Committee is as follows:

- i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report

**Meetings:**

During the year, in all four meetings of the committee were held, i.e. on May 30, 2013; August 10, 2013; ; November 9, 2013 and February 12, 2014.

The time intervals between two meetings of the committee were not more than four months. All three members were present in every Audit Committee Meetings.

**3.Remuneration Committee****Composition**

The remuneration committee comprises of 3 Directors as detailed below:

<b>Name of the Committee Member</b>	<b>Designation in Committee</b>
Dilip Mehta	Chairman
Vickram Doshi	Member
Nitin Datanwala	Member

**Terms of reference**

It includes the role, powers and duties as vested under Schedule V to the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges. It mainly contains decisions about remuneration payable to managerial personnel from time to time, deciding remuneration policy of the Company, etc.

**Meetings**

In the financial year under review no remuneration committee meeting was held as there was no related business.

**Shareholders Committee (Share Transfer & Investor Grievance)****Composition**

Share Transfer and Investor Grievances Committee comprises of 3 Directors. The members are:

<b>Name of the Committee Member</b>	<b>Designation in Committee</b>
Mr. Dilip Mehta	Chairman
Mr. Nitin Datanwala	Member
Mr. Vikram Doshi	Member

**Compliance Officer**

During the year, Mr.Omprakash Talreja acted as Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreements with the Stock Exchanges.

**Terms of reference**

The Terms of reference, inter alia, are as follows:

- a) To approve or otherwise deal with applications for transfer, transmission and mutation of shares and Certificates including duplicate, spilt, sub-division or consolidation of Certificates and to

deal with all related matters; and also to deal with all the matters related to de-materialization or re-materialization of shares, change in beneficial holders of de-mat shares and granting of necessary approvals wherever required.

- b) To look into and redress shareholders/investors grievances relating to:
- i. Transfer of Shares
  - ii. Non-receipt of declared dividends
  - iii. Non-receipt of Annual Reports
  - iv. All such Complaints directly concerning the Shareholders/investors as stakeholders of the Company and
  - v. Any such matters that may be considered necessary in relation to Shareholders and investors of the Company

### Meetings

The Share Transfer and Investors' Grievance Committee focused on share holders grievances and strengthen investors' relations. The function of the committee includes specifically looking into redressal of investor's grievances pertaining to transfer of shares, dematerialization of shares, replacement of lost/stolen/mutilated shares certificates and other related issue.

The committee had met Four times during the year, i.e. on July 14 2013 ; October 13, 2013; January 12, 2014; April 9, 2014.

During the year, the Company has received 1 complaint from the Shareholder, all of which were duly resolved. There was no pending complaint as at March 31, 2014.

### 3. Sitting Fees

The remuneration by way of sitting fees for attending Board and Audit Committee Meetings are paid to Non-Executive Directors are as follows:

Name of the Director	Board Meeting	Audit Committee
Mrs. Leena Doshi	20000	-
Mr. Piyush Vora	10000	-
Mr. Nitin Datanwala (appointed as Additional Director on 05/09/2014)	10000	20000
Mr. Dilip Mehta	20000	20000

#### 4. SUBSIDIARY COMPANIES

As at March 31, 2014, the Company had following subsidiaries:

Sr. No.	Subsidiary
1.	M/s Atco Limited and its wholly owned Subsidiary viz. M/s Atcomaart Services Limited, M/s Innovamedia Publications Limited and Atcomaart lead Services Pvt. Limited
2.	M/s Edesk Services Limited
3.	M/s Varuna Drinking Water Solutions Limited and its wholly owned subsidiaries viz. M/s Geo Aquatech Limited and M/s Geo Thermal Water Limited and M/s Voffice Technologies Private Limited
4.	M/s Mentor Capitalist Chambers Private Limited and its wholly owned Subsidiary viz. M/s. HAM services Pvt. Limited and M/s. Knowledgeworks Management services Pvt. Limited & M/s Asset Resolution Services India Pvt. Ltd.

The Audit Committee reviews the financial statements of all the subsidiary Companies including investment made by the Company.

The Minutes/resolutions of the Board Meetings of all the subsidiary Companies are placed before the Board periodically.

The Management periodically reviews a statement of all significant transactions, if any entered into by all the subsidiary Companies.

#### 5. INVESTOR INFORMATION

##### a. General Body Meetings

Details of General Meetings held during last three years are given below:

Financial Year	Type of Meeting	Date of Meeting	Place of Meeting	Time	Items of Special Resolution Passed
2012-13	Annual General Meeting	28/09/2013	6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai- 400031	11 a.m.	Re-appointment of Mr Vickram Dosshi as Managing Director of Vaarad Ventures Limited for a period of 5 years commencing from 17.12.2012 to 16.12.2017.
2011-12	Annual General Meeting	29/09/2012	6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai- 400031	8.30am	NIL
2010-11	Annual General	12/08/2011	Sunville Banquets, 9 Dr Anne Beasant	4.00 p.m.	1) Sub division of 18,25,00,000 Equity shares of the nominal value of



	Meeting		Road, Worli, Mumbai-400018		Rs.2/- each in the Authorized share capital of the Company into two equity shares i.e 36,50,00,000 Equity shares of nominal value of Re.1/- each.  2) To issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the securities such that the total amount including premium raised through the aforesaid securities should not exceed 1000 crores (One thousand crores only) in one or more currencies and in one or more offerings or tranches.
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**b. Disclosures:**

- a. Disclosure on materially significant related party transactions that may have potential conflict with the interests of the Company at Large.  
During the year, there were no transactions of materially significant nature with the Promoters or Directors or the Management or the Subsidiaries or relatives etc. that had potential conflict with the interests of the Company at large. The related party transactions are duly disclosed in the Notes to the accounts.
- b. Disclosure of accounting treatment  
No treatment different from the accounting standards, prescribed by the Institute of Chartered Accountants of India, has been followed in the preparation of financial statements.
- c. Risk management  
In view of various business risks associated with the Company in general and certain risks specific to the Company and the nature of the business of the Company and its subsidiaries, risk management policy of the Company is framed for implementation by executive management, so as to minimize such risks. The same is periodically placed before the Board for its guidance and is modified from time to time to meet the changing business scenario.
- d. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.  
The Company complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.

- e. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements. The Company complied with all mandatory requirements as stipulated under Clause 49 of the Listing Agreement. The Company adopted the non-mandatory requirement relating to Remuneration Committee comprising the Directors as stated above in this Report.
- f. Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee. At present, the Company has not adopted any Whistle Blower Policy. However, the Company has not denied access to any personnel to approach the Audit Committee on any issue.

### **Auditors' Certificate**

A Certificate from its Statutory Auditors certifying compliance by the Company with the provisions relating to Corporate Governance as laid down in the revised Clause 49 of the Listing Agreement, is annexed to this Report

### **Certificate by CEO and CFO**

In terms of the requirements of Clause 49 (V) of the Listing Agreement, the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) certified to the Board about the financial reporting and internal controls in the Company. The said certificate was reviewed by the Audit Committee and taken on record by the Board of Directors at the respective meetings held on August, 11 2014.

### **g. Means of Communication**

Quarterly/half yearly/yearly Results	Published in Free press Journal(English)/Business Standard and Navshakti (Marathi)/Mumbai Tarun Bharat Newspaper
Publication of result on website	<a href="http://www.vaarad.com">www.vaarad.com</a>
Whether official Media/news releases are displayed on website and sent to Stock Exchanges	Yes
Presentations made to institutional investor or to analysts	No

## **8 General Shareholder Information**

### **a) ANNUAL GENERAL MEETING**

The Annual general Meeting will be held on 29<sup>th</sup> September, 2014 at 6A, Lalwani Industrial Estate, 14, G.D. Ambekar Road, Wadala, Mumbai – 400031

### **b) FINANCIAL CALENDER 2014-2015**

First Quarter Results	: By 11 <sup>th</sup> August, 2014
Second Quarter Results	: By Mid November, 2014
Third Quarter Results	: By Mid February, 2015
Annual Results for the year ending on 31 <sup>st</sup> March, 2015	: By end of May, 2015

### **c) DATES OF BOOK CLOSURE**

Financial year is from 01/04/2013 to 31/03/2014, the Register of Members and the Share Transfer Books of the Company will remain closed from 22/09/2014 to 26/09/2014, both days inclusive.

**d) DIVIDEND:**

In the absence of Profit, the Board of Directors have not recommended any dividend for the financial year 2013-14.

**MARKET PRICE DATA**

The monthly high – low quotations of the equity shares of the Company during the financial year 2013-2014 of Bombay Stock Exchange is given below:

Month	High Price	Low Price
Apr-13	13.65	8.18
May-13	13.65	13.65
Jun-13	14.00	14.00
Jul-13	-	-
Aug-13	16.00	14.70
Sep-13	16.80	16.00
Oct-13	17.05	16.25
Nov-13	26.05	17.90
Dec-13	28.50	25.15
Jan-14	23.90	17.20
Feb-14	22.40	15.65
Mar-14	22.75	10.50

**REGISTRAR AND SHARE TRANSFER AGENT****Bigshare Services Private Limited**

E-2/3, Ansa Industrial Estate, Saki Vihar Road,

Saki Naka, Andheri (E), Mumbai – 400 072.

Tel: 022 40430306, Fax: 022 – 28475207

Email: [info@bigshareonline.com](mailto:info@bigshareonline.com)

**9. Distribution of Shareholding as on March 31, 2014 is as follows**

BIGSHARE SERVICES PVT LTD.

UNIT : VAARAD VENTURES LIMITED

(NSDL-CDSL-Physical)

DISTRIBUTION SHARE HOLDING (IN SHARES)

As on Date : 31/03/2014

SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARES	PERCENTAGE OF TOTAL
1	500	984	61.0422	232767	0.0931
501	1000	380	23.5732	313774	0.1256
1001	2000	75	4.6526	118931	0.0476
2001	3000	35	2.1712	91404	0.0366
3001	4000	21	1.3027	76098	0.0305
4001	5000	13	0.8065	59947	0.0240
5001	10000	28	1.7370	205716	0.0823
10001	99999999	76	4.7146	248804363	99.5604
Total :		1612		249903000	100.0000

As on 31<sup>st</sup> March, 2014, 24, 96, 14,750 equity shares constituting 99.88% of the share capital have been dematerialized.

Issued, subscribed and fully paid up equity share capital of the company is Rs. 24, 99,03,000/- as on March 31, 2014

**10. Promoter and Promoter Group**

Promoters include Mr. Vikram Doshi, Mrs. Leena Doshi, Harsh Doshi, Tanvi Doshi and Vikram Anantrai Doshi HUF.

Promoters group include Covet Securities & Leasing Pvt. Limited, Kimaya Shoppe Limited, Varprada Traders LLP.

Category	Number of Shareholders	No. of shares	% of total capital
<b>Promoters</b>	8	177913690	71.19
Institutional investors	0	0	0.00
Financial Institutions/Banks	0	0	0.00
<b>Private Corporate Bodies</b>	43	60963830	24.40
<b>Indian Public</b>	1547	3544555	1.41
<b>NRI/OCBs</b>	9	410694	0.16
<b>Trust</b>	2	7001000	2.80
Any other(Clearing Member)	3	69231	0.03
<b>Total</b>	<b>1612</b>	<b>249903000</b>	<b>100.00</b>

**11. Shareholding pattern as on March 31, 2013****Dematerialisation of shares and liquidity as on March 31, 2014**

Particulars	No.of Shares
Physical Shares	2,88,250
De-materialisation Shares	24,96,14,750
Total Shares	24,99,03,000

Out of the above demat shares, 24,74,56,661 are held through National Securities Depository Limited and 21,58,089 are held through Central Depository Services Limited.

**Outstanding ADR/GDR**

During the year under review, the Company has not issued any ADRs/GDRs/other instruments, which is convertible into equity Shares of the Company.

**Registered Office Address**

6/A, Lalwani Industrial Estate, 14, G.D. Ambekar Road, Wadala, Mumbai – 400031.

**Address for correspondence**

6/A, Lalwani Industrial Estate, 14, G.D. Ambekar Road, Wadala, Mumbai – 400031.

Tel No:022-24117080

Fax No:022-24117085

Email:cs.dept@vaaradventures.com/compliance@vaaradventures.com

For and on behalf of the Board

Sd/-

Place: Mumbai

Date: 11<sup>th</sup> August ,2014

Mr. Vickram Dosshi

Managing Director

### DECLARATION

As per Clause 49 of the Listing Agreement with the Stock Exchange, this is to confirm that all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2013-14.

Place: Mumbai

Date: 11<sup>th</sup> August, 2014

For and on behalf of the Board

Sd/-

Mr. Vickram Dosshi

Managing Director

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
**VAARAD VENTURES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **VAARAD VENTURES LIMITED** for the year ended 31<sup>st</sup> March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March 2014, no investor grievances are pending against the Company as on date as per the records maintained by the Company and presented to the Shareholders'/ Investors' Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For G. C. Patel & Co.**  
**Chartered Accountants**

Place : Mumbai  
Date : 30th May, 2014

Sd/-  
**G. C. Patel**  
**Partner**  
**(M. No. 47327)**

## AUDIT REPORT TO THE SHAREHOLDERS OF VAARAD VENTURES LIMITED

We have audited the attached Balance Sheet of Vaarad Ventures Limited as on 31st March, 2014 and also the Profit & Loss Account of the Company for the year ended on that date annexed hereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes

- a. examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements.
- b. assessing the accounting principles used and significant estimates made by Management.
- c. evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis of our opinion.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 143 of the Companies Act, 2013 of India (the act) and on the basis of such checks as we considered appropriate and according to the information and explanation given to us, we set out in the Annexure a statement on the matters specified in paragraphs.

Further to our comments in the Annexure referred to in paragraph one above, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of these books;
- c. The Balance Sheet, Profit & Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement have been prepared in compliance with the accounting standards as prescribed under the provisions of Section 129 of the Act.
- e. On the basis of the written confirmation received from the Directors and taken on record by, the Board of Directors we report that none of the Directors of the Company is disqualified as on 31st March, 2014 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 164 of the Companies Act, 2013;
- f. The company is not a sick company within the meaning of section 3(1)(o) of the SICA Act, 1985. Hence there is no question of payment of cess as required under section 441A of Companies Act, 1956
- g. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto, give in the prescribed manner, the information required by the Act and also give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) In so far it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014 and
  - (ii) In so far it relates to the Profit and Loss Account, of the loss of the Company for the year ended on that date; and



(iii) In so far it relates to the Cash flow Statement, of the cash flow of the Company for the each on that date.

**For G. C. Patel & Co.  
Chartered Accountants**

Place : Mumbai  
Date : 30th May, 2014

**Sd/-  
G. C. Patel  
Partner  
(M. No. 47327)**

### **ANNEXURE TO AUDITOR'S REPORT**

(This is the Annexure referred to in our Report of even date)

- 1 (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the Fixed Assets.
- (b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies noticed by the management during the course of physical verification.
- (c) Other than above Company has not disposed of substantial part of fixed assets during the year.
- 2) Physical Verification of Inventory are not applicable to the company as company's primary business is investment.
- 3) (a) The Company has given interest free unsecured loan amounting to Rs. 479.43 lacs to wholly owned subsidiary and associate Company. In respect of the said loan, the maximum amount outstanding during the year is Rs 479.43 lacs other than this the Company has not granted any loans during the year to any parties covered in the register maintained under section 301 of the Companies Act, 1956
- (b) The rate of interest and other terms and conditions of the loan given were prima facie not prejudicial to the interest of the Company.
- (c) The payment of principal and interest was regular during the tenure of the loan.
- (d) The Company has taken unsecured loan amounting to Rs. 533.28 lacs from various Parties. In respect of the said loan, the maximum amount outstanding during the year is Rs 118.18 lacs. from parties covered in the register maintained under section 301 of the Companies Act, 1956
- (e) The rate of interest and other terms and conditions of the loan taken were prima facie not prejudicial to the interest of the Company.
- 4) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and with regard to sale of goods and services. We have not observed any major weakness in the internal control system during the course of our audit.
- 5) All the transactions with parties covered under section 189 of the Companies Act, 2013 have been properly entered in the register maintained under section 189 of the Act.
- 6) In our opinion, and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of sections Section 73 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, to the extent applicable, have been complied with.

We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

- 7) We are informed that the maintenance of cost records has not been prescribed by Central Government under Sec. 197 of the Companies Act, 2013.
- 8) (a) The Company is regular in depositing undisputed statutory dues with the appropriate authority.  
(b) According to the information and explanations given to us and the records of the company examined by us there are no undisputed statutory dues payable in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales tax, Custom Duty, Excise Duty Cess which are outstanding as at 31st March, 2014 for a period of more than six months other than Service Tax which is given below:

Name of the statute	Nature of Dues	Rs.	Period to which amount relates	Status
Service Tax	Rent Income	6.76	2011-12	Not yet paid
	Rent Income	3.78	2012-13	Not yet paid

- 9) The Company has not incurred cash losses during the financial year covered by our audit and immediately preceding financial year
- 10) The Company has not defaulted during the year in repayment of dues to any financial Institutions or banks. The Company has not obtained any borrowings by way of debenture.
- 11) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 12) The Company is not a chit fund, nidhi, mutual benefit fund or society.
- 13) The Company has not given any guarantees for loans taken by others from Banks or Financial institutions during the year.
- 14) The Company has not taken any terms loans during the year.
- 15) According to the information and explanations given to us, the Company has not applied short-term borrowings for long-term investment.
- 16) The Company has not issued any debentures during the year.
- 17) The Company has not raised any capital during the year and hence the question whether the management has disclosed the end use of money raised by public issues and whether the same has been verified by us or not does not arise.
- 18) As per the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For G. C. Patel & Co.**  
**Chartered Accountants**

Sd/-  
**G. C. Patel**  
**Partner**  
**(M. No. 47327)**

Place : Mumbai  
Date : 30th May, 2014

**STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2014**

		Notes No.	AS AT 31.3.2014	AS AT 31.3.2013
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	2.1	249,903,000	249,903,000
	(b) Reserves and surplus	2.2	51,038,133	48,622,108
<b>2</b>	<b>Share application money pending allotment</b>			
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	2.3	50,142,414	54,159,891
	(b) Deferred tax liabilities (net)			
	(c) Other long-term liabilities			
	(d) Long-term provisions			
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings			
	(b) Trade payables	2.4	7,307,178	10,248,993
	(c) Other current liabilities	2.5	10,535,154	9,905,123
	(d) Short-term provisions	2.6	714,280	3,618,716
	<b>TOTAL</b>		<b>369,640,159</b>	<b>376,457,831</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	2.7	3,648,835	4,228,447
	(ii) Intangible assets			
	(iii) Capital work-in-progress			
	(iv) Intangible assets under development			
	(v) Fixed assets held for sale			
	(b) Non-current investments	2.8	279,554,935	279,554,935
	(c) Deferred tax assets (net)	2.9	76,573	128,389
	(d) Long-term loans and advances	2.10	80,205,920	83,420,084
	(e) Other non-current assets			
<b>2</b>	<b>Current assets</b>			
	(a) Current investments			
	(b) Inventories			
	(c) Trade receivables	2.11	4,274,734	7,049,395
	(d) Cash and cash equivalents	2.12	195,001	115,348
	(e) Short-term loans and advances			
	(f) Other current assets	2.13	1,684,161	1,961,233
	<b>TOTAL</b>		<b>369,640,159</b>	<b>376,457,831</b>

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

**For G.C.Patel & Co.**

**Chartered Accountants**

sd/-

**G.C.Patel**

**Partner**

**M. No.047327**

Place : Mumbai

Date :30th May,2014

**For and on behalf of the Board of Directors**

sd/-

**Vickram Dosshi**

sd/-

**Nitin Datanwala**

**STANDALONE STATEMENT OF PROFIT AND LOSS AS AT 31<sup>ST</sup> MARCH 2014**

	Notes No.	AS AT 31.3.2014	AS AT 31.3.2013
<b>1</b> Revenue from operations (gross)		-	-
Less: Excise duty		-	-
Revenue from operations (net)		-	-
<b>2</b> Other income	2.14	1,688,185	6,378,851
<b>3 Total revenue (1+2)</b>		<b>1,688,185</b>	<b>6,378,851</b>
<b>4 Expenses</b>			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade		-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
(d) Employee benefits expense	2.15	274,149	1,804,143
(e) Finance costs	2.16	49,488	1,143,161
(f) Depreciation and amortisation expense	2.8	579,612	778,132
(g) Other expenses	2.17	1,221,531	2,446,580
<b>Total expenses</b>		<b>2,124,780</b>	<b>6,172,016</b>
<b>5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>-436,595</b>	<b>206,835</b>
<b>6</b> Exceptional items		-	-
<b>7 Profit / (Loss) before extraordinary items and tax (5 + 6)</b>		<b>-436,595</b>	<b>206,835</b>
<b>8</b> Extraordinary items		-	-
<b>9 Profit / (Loss) before tax (7 + 8)</b>		<b>-436,595</b>	<b>206,835</b>
<b>10 Tax expense:</b>			
(a) Current Tax		-	-191,683
(b) MAT credit		-	-
(c) Income Tax Adjustments earlier years (Net)		-35,286	-
(d) Prior Years Expenses		-	-
(e) Deferred Tax	2.9	-16,530	-2,943
<b>Total(10)</b>		<b>-51,816</b>	<b>-194,626</b>
<b>PROFIT OR LOSS FOR THE YEAR</b>		<b>-488,411</b>	<b>12,209</b>
<b>11 Earnings per share (of ` Rs.1/- each)</b>			
(a) Basic		<b>-0.0002</b>	<b>-0.0008</b>
(i) Continuing operations			
(b) Diluted		<b>-0.0002</b>	<b>-0.0008</b>
(i) Continuing operations			

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

**For G.C.Patel & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

sd/-  
**G.C.Patel**  
Partner  
M. No.047327  
Place : Mumbai  
Date :30th May,2014

sd/-  
**Vickram Dosshi**

sd/-  
**Nitin Datanwala**

## NOTES TO FINANCIAL STATEMENTS

### 1 SIGNIFICANT ACCOUNTING POLICIES YEAR ENDED 31<sup>ST</sup> MARCH, 2014

#### 1.1 Basis of Accounting:

The accounts have been prepared under the historical cost on an accrual basis as a going concern. Revenue recognition and expenses incurred are accounted on accrual basis and applicable mandatory standards and in accordance with the requirements of the Companies Act, 1956.

#### 1.2 Revenue Recognition:

Sales:

Income from Product Sales/Services Charges is recognized upon completion of sales and rendering of the services respectively. Sales are inclusive of excise duty but accounted net of sales tax, whenever applicable.

#### 1.3 Dividend and Interest:

Dividend income from investments is recognized when right to receive to payment is established. Interest income is accounted on its accrual on a time proportion.

#### 1.4 Employees' Remuneration:

The Company's contributions to the Provident Fund are charged to Profit & Loss for the period.

#### 1.5 Depreciation:

Depreciation is charged on Fixed Assets on Straight Line Method and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

#### 1.6 Fixed Assets:

Fixed Assets are stated at cost of acquisition or construction, less accumulated depreciation. All costs relating to the acquisition and installation of fixed assets are capitalized and include financing costs relating to the borrowed funds attributable to construction or acquisition of fixed assets up to the date the assets are put to use.

#### 1.7 Impairment of Assets:

An asset is treated as impaired when the carrying cost of Assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

#### 1.8 Investments:

Investments are classified as long term Investment and carried at cost. Provision for diminution in value of long term investments is made only, if such a decline is not temporary, in the opinion of the management.

**1.9 Foreign Currency Transaction:**

Any income or expenses on account of exchange the difference is either in settlement or on transaction is recognized as per revenue gain/loss.

**1.10 Income Tax:**

Current Tax: Provision for income Tax is determined in accordance with the provisions of Income Tax Act, 1961.

**1.11 Deferred Tax Assets I Liabilities:**

Deferred Tax assets or liability for timing difference between the profits per financial statements and the profit offered for income tax, based on tax rates that have been enacted or substantively enacted as at the Balance sheet date. Deferred tax assets are recognized only if there is reasonable certainty that sufficient future taxable income will be available, against which it can be realized. The carrying amount of deferred tax assets is reviewed at each Balance Sheet Date and reduced if sufficient taxable profits are not like to be available to realize all or part of the deferred tax assets.

**1.12** The Company has obtained the registration as a Non- Banking Finance Company from Reserve Bank of India duly approved through its letter dated 11<sup>th</sup> June, 2012 having registration number as N-13.02016

<b>1.13</b> Managerial Remuneration to Directors	2013-2014	For 2012-2013
Salary	NIL	NIL
Profit/(loss)computed in accordance with section 349 & 350 of the Companies Act		
Net profit/(loss)before Tax	Rs.( 436595)	Rs. 2,06,835
Less: Directors Remuneration	NIL	NIL
Less: Expenses on repairs	NIL	NIL
Profit/(Loss)	Rs. .( 436595)	Rs. 2,06.835

**1.14Prior Period Expenses/ Income:**

All identifiable items of income and expenditure pertaining to prior period are accounts as per "Prior Period Adjustment".

**1.15Retirement Benefits:**

Liability in respect of retirement benefits is provided and/or charged to profit & loss account as follows:

- Gratuity: No provision is made in the accounts in respect of Gratuity payable to staff. These are charged in the accounts as and when paid.
- Provident Fund: Annual contribution to Provident Fund is charged to the Profit and Loss Account.

- c) Leave Encashment: Provision for leave encashment has not been made in Accounts, as per the present service rules the leave is required to be enjoyed or utilized. Hence no leave entitlement is permissible.

#### 1.16 Leases:

Assets taken on lease, under which lessor effectively retain all the risks and rewards of ownership, are classified as operating lease. Operating lease payments are recognized as expenses in the profit and loss account on a straight line basis over the lease term.

#### 1.17 Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

#### 1.18 Other Accounting Policies

These are consistent with generally accepted accounting practice

#### 1.19 Statement under section 217(2A) of the Companies Act, 1956

There was no employee in receipt of remuneration at a rate of Rs.24,00,000/- per annum for the whole year, nor there was an employee in receipt of remuneration of Rs.2,00,000/- or more per month for any part of the year.

#### 1.20 NOTES ON FINANCIAL STATEMENTS

1. Managerial remuneration under section 198 of the companies Act 1956, paid or payable during the financial year as under :

During the year no remuneration has been paid to the whole time directors as the remuneration has been waived by the whole time director.

2. Earning per share (EPS):

	2013-14	2012-13
(a) Profit/ (Loss) after Extra ordinary Item & Taxation	(4,88,411)	12209
(b) Weighted Average Number of Equity Shares of Rs. 1/- each (P.Y.Rs.1/- each) outstanding during the year	24,99,03,000	24,99,03,000
(c) Nominal Value of Equity Shares (Rs.)	1/-	1/-
(d) Basic/ Diluted Earnings Per share Rs. (a / b)	(0.000)	(0.000)

3. As per the information available with the company, there is no small scale (SSI) undertakings to whom the company owes a sum which is outstanding for more than 30 days. The company has not received any information from the supplier regarding their status under the Micro Small & Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the end together with interest paid/ payable as required under the said Act have not been given.

4. Disclosure as per Accounting Standard 15 (Revised)

Gratuity: There are no define benefit plan for gratuity as there are only three employee entitle to gratuity and the amount of gratuity payable is in not material.

Leave Encashment: Provision for leave encashment has not been made in Accounts, as per the present service rules the leave is required to be enjoyed or utilized. Hence no leave entitlement is permissible.

5. Auditors' Remuneration:

	2013-14	2012-13
For Audit Fees	20,000/-	20,000/-
For Tax Audit	12,000/-	12,000/-
For Sales Tax Audit	-	-
For other services (including certification etc)	4,000	4,000
For Expenses	-	-
Total	36,000/-	36,000/-
Services Taxes	4,450/-	4,450/-
Grand Total	40,450/-	40,450/-

6. Out of 5,07,913 Equity shares of Atcom Technologies Ltd, 50,000 Equity shares held by the company are lying with the Income Tax authority in connection with long pending income tax matter.

7. **Contingent Liabilities:**

Pursuant of the Accounting Standard (AS 29) – Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31st March 2013 is as follows:

- Income tax Demand aggregating to Rs.2.31 lacs which had been disputed by company and appeal has been filed by company. (Previous year Rs.2.31 Lacs)
- Sales Tax liability in respect of disputed cases amounting to Rs.25,94,078/- (Previous year Rs.25,94,078/-)
- Central Excise liability in respect of disputed case amounting to Rs.50,00,000/- (Previous year Rs.50,00,000/-)
- Punjab Small Industries & export Corporation Limited in respect of disputed case amounting to Rs.58,70,877/- (Previous year Rs.58,70,877/-).
- Sales Tax Demand aggregating to Rs.49,33,992/- lacs relate to the year 2009-10 which had been disputed by company and appeal has been filed by company.
- Income tax Demand aggregating to Rs.8,55,26,540 /- relate to the year 2011-12 which had been disputed by company and appeal has been filed by company.



8. The Company has only one business segment wise Investment as its primary segment and hence disclosure of segment-wise information is not required under Accounting Standard -17 'Segment information' notified pursuant to the companies (Accounting Standard) Rules, 2006 (as amended).
9. The balance of certain Creditors, other liabilities and loans and advances are subject to confirmation /reconciliation.
10. No Provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, and investees' assets and expected future cash flows from such investments.
11. In accordance with the provision of sec.205A (5) of the Companies Act, 1956, the dividend unclaimed for a period of seven years from the date of transfers to the unpaid dividend account shall be credited to Investor Protection and Education Fund.
12. Disclosure of details required by Revised Para 13 of Non Banking Financial Companies Prudential Norms (Reserve Bank)Directions ,2007, earlier Para 9BB of Non Banking Financial Companies Prudential Norms(Reserve Bank)Directions,1998.: as per Annexure Attached.

**14. Disclosure of Loans/ Advances to subsidiaries ,associate companies etc.**

(As required by clause 32 of Listing Agreement of the Stock Exchange)

		AS AT 31.3.2014		AS AT 31.3.2013	
I.	Subsidiary Companies	Amount Outstanding	Max. Amount Outstanding	Amount Outstanding	Max. Amount Outstanding
1	Varuna Drinking Water Solution Ltd.	38,832	38,832	47,912	47,912
2	Geo Thermal water Ltd				
3	Geo Aquatech Limited	-	-		-
4	Atco Limited	4,32,88,272	4,32,88,272	4,60,87,172	4,60,87,172
5	Atcomaart Services Ltd.	46,16,203	59,43,374	5,10,8427	5,10,8427
6	Innovamedia Publications Ltd				
7	Atcomaart Lead Services Pvt.Ltd				
8	E-Desk Services Ltd	-	-	7,19,159	11,82,438
9	Mentor Capitalist Chambers Private Limited			3,16,628	3,16,628
10	HAM Services Limited	-	-	-	-
11	.Knowledgeworks Management Services Pvt.Ltd	-	-	-	-

12	Voffice Technologies private limited				
<b>II. Associate Companies</b>					
	Kimaya Shoppe Ltd.	-	-	-	-
	Anewera Marketing Pvt Ltd	-	-	-	-
	Smart Sensors & Tranducers Ltd.	-	-	-	-
	<b>TOTAL</b>	47,943,307	49,270,478	52279298	53622036

## STANDALONE NOTES TO FINANCIAL STATEMENTS

## Notes No. "2.1":- SHARE CAPITAL

	AS AT 31.3.2014		AS AT 31.3.2013	
	No.of Shares	Amount	No.of Shares	Amount
<b>(a) Authorised</b>				
36,50,00,000 Equity shares of Re.1 each with voting rights (P.Y.36,50,00,000 Equity Share of Re.1/- each)	365,000,000	365,000,000	365,000,000	365,000,000
5,00,000 Unclassified Share of Rs.100/-each (P.Y.5,00,000 Share of Rs 100/- each)	500,000	50,000,000	500,000	50,000,000
<b>(b) Issued</b>				
(i) 24,99,03,000 Equity shares of `Re.1/- each with voting rights (P.Y.24,99,03,300 Equity Share of Re.1/-each)	249,903,000	249,903,000	249,903,000	249,903,000
<b>(c) Subscribed and Fully Paid Up</b>				
(i) 24,99,03,000 Equity shares of `Re.1/- each with voting rights (P.Y.24,99,03,000 Equity Share of Re.1/-each)	249,903,000	249,903,000	249,903,000	249,903,000
<b>Total</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>

## Reconciliation of number of Share outstanding and the amount of Share Capital

	AS AT 31.3.2014		AS AT 31.3.2013	
	No.of Shares	Amount	No.of Shares	Amount
Number of Shares at the beginning at Re.1 each	249,903,000	249,903,000	249,903,000	249,903,000
Addition/Cancellation/Buyback	-	-	-	-
Number of Shares at the end at Re.1 each	249,903,000	249,903,000	249,903,000	249,903,000
<b>Total</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>

## Shares in the Company held by each Shareholder holding more than 5 Percent

Name of Shareholder	AS AT 31.3.2014		AS AT 31.3.2013	
	%	Qty	%	Qty
Leena Doshi	15.18	37,929,270	15.18	37,929,270
Harsh Doshi	12.19	30,471,038	12.19	30,471,038
Tanvi Doshi	42.09	105,188,982	42.09	105,188,982
Kimaya Wellness Limited	15.12	37,789,180	15.12	37,789,180
<b>Total</b>	<b>84.58</b>	<b>211,378,470</b>	<b>84.58</b>	<b>211,378,470</b>

## STANDALONE NOTES TO FINANCIAL STATEMENTS

<b>Notes No. "2.2":- RESERVES AND SURPLUS</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Opening Balance of Share Premium	19,542,000	19,542,000
Add:- During the year	-	-
Closing Balance of Share Premium	<b>19,542,000</b>	<b>19,542,000</b>
Opening Balance of General Reserve	8,025,000	8,025,000
Add:- During the year	-	-
Closing Balance of General Reserve	<b>8,025,000</b>	<b>8,025,000</b>
Opening Balance of Profit and Loss	21,055,108	23,947,335
Add/(Less):- Profit/(Loss) for the year	(488,411)	12,209
Amount Available for Appropriation	<b>20,566,697</b>	<b>23,959,544</b>
<b>Appropriation:-</b>		
Proposed Dividend	2,499,030	-2,499,030
Tax on Dividend	405,406	-405,406
Closing Balance of Profit and loss	<b>23,471,133</b>	<b>21,055,108</b>
<b>Total</b>	<b>51,038,133</b>	<b>48,622,108</b>
<b>Notes No. "2.3":-LONG TERM BORROWINGS</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
(1) From banks		
Secured Loan from HDFC Bank	382,359	642,130
Secured Loan from icici Bank	189,228	189,229
(2) Unsecured Loans & Advance from Related Parties (Interest Free)		
(3) Unsecured Loans & Advance from others	49,570,827	53,328,532
<b>Total</b>	<b>50,142,414</b>	<b>54,159,891</b>
<b>Notes:</b>		
1. Loan from HDFC are a Car loan and it is secured by way of hypothecation of Car, the same is repayable in 28 .Instalments of Rs.25363 each with interest payable at monthly rests.		
2. Loan from ICICI are a Car loan and it is secured by way of hypothecation of Car, the same is repayable.		
3. Loans & Advance from others unsecured represents loans for rent discount facility from Reliance Capital Limited. of Rs.221.02 lacs is repayable.		
<b>Notes No. "2.4":-TRADE PAYABLE</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Trade payable	7,307,178	10,248,993
<b>Total</b>	<b>7,307,178</b>	<b>10,248,993</b>
<b>Notes No. "2.5":- OTHER CURRENT LIABILITIES</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Withholding and other taxes payable	1,698,544	1,762,755
Deposit from Customers(Reliance Capital Limited)	7,800,000	7,800,000
Other Liabilities	1,036,610	342,368
<b>Total</b>	<b>10,535,154</b>	<b>9,905,123</b>
<b>Notes No. "2.6":- SHORT TERM PROVISION</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Bonus Payable	-	-
Provision for Income Tax	714,280	328,683
Proposed Dividend	-	2,499,030
Tax on Dividend	-	791,003
<b>Total</b>	<b>714,280</b>	<b>3,618,716</b>

## Notes No. "2.7": TANGIBLE ASSETS AND INTANGIBLE ASSETS

Particulars	Gross block			Depreciation			Net Block		
	As at 1 April, 2013	Additions/Ad justment during the period	Deductions/ Retirement during the period	As at 31 March, 2014	As at 1 April, 2013	For the period	Additions/ Adjustment during the period	As at 31 March, 2014	As at 31 March, 2013
Tangible assets:-									
Air Conditioner	122,038	-	-	122,038	65,779	5,796	-	71,575	56,259
Furniture and Fixture	2,853,573	-	-	2,853,573	1,079,919	180,632	-	1,260,551	1,773,654
Office Equipment	2,285,789	-	-	2,285,789	1,093,643	108,576	-	1,202,219	1,192,146
Computer and Printing	1,267,907	-	-	1,267,907	1,267,907	-	-	1,267,907	-
Motor Car	5,078,904	-	3,803,883	1,275,021	3,883,288	283,976	3,803,883	363,381	1,195,616
Tools and Equipments	13,300	-	-	13,300	2,528	632	-	3,160	10,772
Total	11,621,511	-	3,803,883	7,817,628	7,393,064	579,612	3,803,883	4,168,793	4,228,447
Previous Year	11,621,511	-	-	11,621,511	6,614,932	778,132	0	7,393,064	18,106,579

Note:

1. The company has examined carrying cost of its identified cash generating units by comparing present value of estimated future cash flows in terms of Accounting standard-28 on impairment of Assets, according to which no provision for impairment is required as assets of none of cash generating units are impaired during the financial year ended 31st March, 2014

## Notes No. "2.8":- NON-CURRENT INVESTMENTS

Particulars	AS AT 31.3.2014			AS AT 31.3.2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
<b>Investment(at Cost)</b>						
<b>(a) Investment in Subsidiary companies(Unquoted)</b>						
Edesk Services Limited	-	74,700,000	74,700,000	-	74,700,000	74,700,000
42,10,000(500000) equity shares of Rs.1/- each						
Varuna Drinking Water Solutions Limited	-	17,800,000	17,800,000	-	17,800,000	17,800,000
9,32,500 (932500) equity shares of Rs.1/- each						
Atco Limited	-	169,525,000	169,525,000	-	169,525,000	169,525,000
21,90,250(2190250) equity shares of Rs.1/-each						
Mentor Capitalist Chambers Private Limited	-	105,000	105,000	-	105,000	105,000
52,500 (52,500) equity shares of Rs.2/-each						
<b>(b) Other Investments</b>						
Shares of other Company (Quoted Investment)						
Atcom Technologies Limited	1,648,487	-	1,648,487	1,648,487	-	1,648,487
5,07,913(507913) equity shares of Rs.10/- each						
Shares of other Company (Unquoted Investment)						
Kimaya Shoppe Limited	-	3,969,000	3,969,000	-	3,969,000	3,969,000
3,96,900(396900) equity shares of Rs.10/- each						
Kimaya Wellness Limited	-	776,880	776,880	-	776,880	776,880
66,400(66400) equity shares of Rs.10/-each						
Smart Sensors & Tranducers Limited	-	10,070,568	10,070,568	-	10,070,568	10,070,568
25,17,642(2517642) equity shares of Rs.10/- each						
Anewera Marketing private Limited	-	950,000	950,000	-	950,000	950,000
25,17,642(2517642) equity shareas of Rs.10/- each						
Saraswat Co-op Bank Limited	-	10,000	10,000	-	10,000	10,000
1000 (1000) equity shares of Rs.10/- each						
<b>TOTAL</b>	<b>1,648,487</b>	<b>277,906,448</b>	<b>279,554,935</b>	<b>1,648,487</b>	<b>277,906,448</b>	<b>279,554,935</b>

<b>Notes No. "2.9":- DEFERRERED TAX ASSETS (NET)</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Depreciation As Per Companies Act	579612	778132
Depreciation As Per Income Tax Act	217608	362633
Difference	362004	415499
Tax On Difference	111859	128389
<b>Closing Balance</b>	<b>111859</b>	<b>128389</b>
<b>Opening Balance</b>	<b>128389</b>	<b>131332</b>
Adjustment from previous year	-35286	
<b>Transferred to Profit And Loss Account</b>	<b>-16530</b>	<b>-2943</b>
<b>Notes No. "2.10":- LONG TERM LOANS AND ADVANCE</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
(a) Security deposits	-	3,000
(b) Advance income tax and TDS(Including MAT)	2,085,795	2,468,837
Amount paid towards purchase of debt (Pending execution of documentation)	17,358,949	17,358,949
Amount paid towards purchase of Actionable Claims	5,000,000	5,000,000
(c) Other loans and advances		
Unsecured, considered good to others	55,761,176	58,589,298
<b>Total</b>	<b>80,205,920</b>	<b>83,420,084</b>
<b>Notes No. "2.11":- TRADE RECEIVABLES</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Trade Receivables		
Older than six months, held and considered good	4,274,734	7,049,395
<b>Total</b>	<b>4,274,734</b>	<b>7,049,395</b>
<b>Notes No. "2.12":- CASH &amp; CASH EQUIVALENTS</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
(a) Cash on hand	129,918	-
(b) Balances with banks		
(i) In current accounts	1,814	52,079
(ii) Fixed Deposits	40,839	40,839
(iii)unpaid dividend account	22,430	22,430
<b>Total</b>	<b>195,001</b>	<b>115,348</b>

<b>Notes No. "2.13":- OTHER CURRENT ASSETS</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Prepaid Expenses	1,684,161	1,961,233
<b>Total</b>	<b>1,684,161</b>	<b>1,961,233</b>
<b>Notes No. "2.14":- OTHER INCOME</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Dividend Received	1000	2,000
Misc.income	1487185	3,026,784
Antenna Rent	-	121,552
Business Service Provided	-	2,990,000
Light & Water Charges	-	20,000
Interest on Income Tax Refund	-	208,593
Sundry Balance Written Off	-	9,922
Profit on Sale of asset	200000	-
<b>Total</b>	<b>1,688,185</b>	<b>6,378,851</b>
<b>Notes No. "2.15":- EMPLOYEES BENEFIT EXPENSES</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Salary & sitting fees	223,740	1,506,292
Contribution to Provident & Other funds	5,859	53,006
Staff Welfare	44,550	244,845
<b>Total</b>	<b>274,149</b>	<b>1,804,143</b>
<b>Notes No. "2.16":- FINANCE COST</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Interest paid on loan	45,335	1,077,203
Bank Charges	4,153	276
Interest to bank	-	65,682
<b>Total</b>	<b>49,488</b>	<b>1,143,161</b>
<b>Notes No. "2.17":- OTHER EXPENSES</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Advertising Expense	53,984	742,112
Audit Fees	24,000	36,000
Conveyance	2,329	12,866
Courier Charges	35,158	7,760
Depository Services	-	32,395
Directors Sitting Fees	-	137,360
Electricity Charges	135,078	108,706
Fees And Taxes	13,500	386
House Keeping Expenses	5,806	51,113
Insurance Charges	32,535	-
Internet Charges	1,734	16,002
Listing Charges	110,000	60,000
Licence Fees	1,740	-
Office Expenses	-	8,700
Misc Chgs	1,665	-
Printing And Stationery	60,931	11,676
Professional Fees	142,253	279,465
Rent Charges	144,000	280,000
Recruitment Charges	-	7,000
Repairs & Maintenance	600	-
Retainership Fees	188,326	273,014
Roc Fees	-	7,000
Security Charges	45,000	-
Subscription Charges	186,072	310,407
Telephone Charges	36,820	64,618
<b>Total</b>	<b>1,221,531</b>	<b>2,446,580</b>



**15 Related Party disclosures****(a) Name of the related parties where control exists**

Name of the related party	Nature of relationship
1 Varuna Drinking Water Solution Ltd.	Subsidiary
2 Geo Thermal Water Ltd. (100% Subsidiary of Varuna Drinking Water Solution Ltd.)	
3 Geo Aquatech Limited (100% Subsidiary of Varuna Drinking Water Solution Ltd.)	
4 Atco Limited	
5 Atcomaart Services Ltd.(100% Subsidiary OF Atco Ltd)	
6 E-Desk Services Ltd	
7 Innovamedia Publications Ltd	
8 Mentor Capitalist Chambers Private Limited	
9 Asset Resolution services India Private Limited	
10 Knowledgeworks Management Services Private Limited	
11 Atcomaart Lead Services Private Limited	
12 Voffice Technologies Private Limited	
13 HAM Services Limited	

**(b) Related parties with whom transactions have taken place during the period**

Name of the related party	Nature of relationship
1 Kimaya Shoppe Ltd.	Enterprises over which key management personnel and their relatives are able to exercise significant influence
2 Covet Securities & Leasing Pvt. Ltd.	
3 Anewera Marketing Pvt Ltd	
4 Doshi Enterprises Pvt. Ltd.	
5 Atco Water Technologies Ltd.	
6 Smart Sensors & Transducers Ltd.	
7 Varprada Traders LLP	
8 C2M Technologies India Ltd	
1 Vickram A. Dosshi	Key Management Personnel
2 Leena V. Doshi	
3 Dilip Mehta	
4 Piyush Vora	
5 Nitin Datanwala	

## Disclosure of transactions with Related Parties during the Financial Year 2013-14

Sr. No	Name Of Related Party	Description Of relationship	Nature of Transaction	Amount Of Transactions during the year	Balance as on March 31, 2014 Debit/(Credit)
1	Varuna Drinking Water Solution Ltd.	Subsidiary Company	Advance to Subsidiary Repayment by Subsidiary Outstanding amount	9,080	38,832
2	Geo Thermal Water Ltd. (100% Subsidiary of Varuna Drinking Water Solution Ltd.)	Subsidiary Company	Advance to Subsidiary Repayment by Subsidiary Outstanding amount	640,383 1,657,073	5,606,084
3	Geo Aquatech Limited (100% Subsidiary of Varuna Drinking Water Solution Ltd.)	Subsidiary Company	Advance to Subsidiary Repayment by Subsidiary Outstanding amount	- 9,087	476,877
4	Atco Limited	Subsidiary Company	Advance to Subsidiary Repayment by Subsidiary Outstanding amount	1,100 2,800,000	4,328,827,181
5	Atcomaart Services Ltd.(100% Subsidiary of Atco Ltd)	Subsidiary Company	Advance to Subsidiary Repayment by Subsidiary Outstanding amount	2,083,918 2,576,142	4,616,203
6	Innovamedia Publications Ltd (100% Subsidiary of Atco Limited)	Subsidiary Company	Advance to Subsidiary Repayment by Subsidiary Outstanding amount	57,216	2,911,371
10	Kimaya Shoppe Ltd.	Enterprises over which key management personnel and their relatives are able to exercise significant influence	Advance to Related Repayment by Related Outstanding amount	3,123	(7,039,263)
11	Covet Securities & Leasing Pvt. Ltd.	Enterprises over which key management personnel and their relatives are able to exercise significant influence	Advance to Related Repayment by Related Outstanding amount	737,020 880,278	(2,751,881)
12	Assets Resolution Services India Pvt.Ltd (100% Subsidiary of Mentor Capitalist Chambers Pvt. Ltd.)	Enterprises over which key management personnel and their relatives are able to exercise significant influence	Advance to Related Repayment by Related Outstanding amount	8,780	(71,995)
13	Leena Doshi	Key Management Personnel	Loan from Director Repaid to Director Outstanding amount	1,183,036 5,876,949	(3,386,643)

15. During the year ended 31st march 2013, the revised schedule VI notified under the companies Act, 1956, has become applicable to the company. Thus previous year figures has been reclassified/recasted suitable. The adoption of revised schedule VI does not impact recognition and measurement principles followed for preparation of financial statements except for presentation and disclosures, wherever required.

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

For G.C.Patel & Co.

Chartered Accountants

sd/-

G.C.Patel

Partner

M. No.047327

Place : Mumbai

Date :30th May,2014

For and on behalf of the Board of Directors

sd/-

Vickram Dosshi

sd/-

Nitin Datanwala

**VAARAD VENTURES LIMITED(Formerly Known as Atco Corporation Limited)**  
**STANDALONE CASH FLOW STATEMENT**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit Before Tax	(436,595)	206,835
<b>Adjustments</b>		
Depreciation	579,612	778,132
Profit on Sale of Asset	-200000	(13,100,000)
Sale of WIP		
<b>Changes in assets and liabilities</b>		
Trade & other Receivables	2,774,661	(2,911,046)
Trade payable & Provisions	(2,941,815)	(8,630,399)
Other Current Assets	328,888	314,271
Loans & Advances	3,214,164	(18,123,808)
Short Term Provisions	(2,904,436)	(2,062,970)
Other Current Liabilities	630,032	695,623
<b>Taxation for the year</b>		
Income tax and Deferred Tax	(51,816)	(194,626)
<b>Net Cash Generated from Operating Activities(A)</b>	<b>992,695</b>	<b>(43,027,988)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets	200,000	-
Capital WIP	-	13,100,000
Sale of Investments	-	-
Investment in Subsidiaries	-	15,480,000
<b>Net Cash Generated from Investing Activities(B)</b>	<b>200,000</b>	<b>28,580,000</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Loan	-259,771	
Dividend and Dividend Distribution Tax	2,904,436	(2,903,874)
Proceeds from Long Term Borrowing	-3,757,705	17,392,506
<b>Net Cash Generated from Financing Activities('C)</b>	<b>(1,113,040)</b>	<b>14,488,632</b>
<b>Net Cash flow (A+B+C)</b>	<b>79,655</b>	<b>40,644</b>
<b>Opening balance of Cash &amp; Cash Equivalents</b>	<b>115,346</b>	<b>74,704</b>
<b>Closing balance of Cash &amp; Cash Equivalents</b>	<b>195,001</b>	<b>115,348</b>
<b>Net Cash &amp; Cash Equivalents for the year</b>	<b>79,655</b>	<b>40,644</b>

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

**For G.C.Patel & Co.**  
**Chartered Accountants**

sd/-  
**G.C.Patel**  
**Partner**  
**M. No.047327**  
Place : Mumbai  
Date :30th May,2014

**For and on behalf of the Board of Directors**

sd/-  
**Vickram Dosshi**

sd/-  
**Nitin Datanwala**

## COMPUTATION OF AUDITED NET OWNED FUND ( NOF) AS ON 31.3.2014

Particulars		Amount	Amount
(A)	a) Paid- up Equity Capital	249,903,000	
	b) Paid -up Preference Capital which are compulsorily convertible into Equity	-	
	C) Free Reserves	51,038,133	
			300,941,133
(B)	Add:- a) Accumulated Balance of Loss	-	
	b) Deffered revenue expenditure	-	
	C) Other intangible assetes	-	
			-
(C)	Deduct (B) from (A)		300,941,133
(D)	Add:- a) Investment in shares of		
	- Subsidiaries	262,130,000	
	- Companies in the same group	17,424,935	
	- all other NBFC's	-	
(D)	b) Book Value of Debentures, bonds , outstanding loans & advances( including hire - purchase and lease finance) made to		
	- Subsidiaries	47,943,307	
	- Companies in the same group	6,310,000	
	c) Deposit with		
(C+D)	- Subsidiaries	-	
	- Companies in the same group	-	
			333,808,242
			634,749,375
(E)	If (D) is less than 10% of © , no adjustment is necessary. If ( D) exceeds 10 % of ( c), find out the excess		330,798,830
	The NOF for purposes of the Deposits Norms will be ( C+D ) minus ( E )		303,950,544

**VAARAD VENTURES LIMITED****SCHEDULE TO AUDITED BALANCESHEET AS ON 31.03.2014****Schedule to the Balancesheet of Non-Banking Financial Company**

(as required in the terms of paragraph 13 of NBFC Prudential

Norms ( Reserved Bank) Directions, 2007

	Particulars	Amount Out-Standing	Amount Out-Overdue
	<b>Liabilities Side</b>		
1	Loans and advances availed by the NBFCs <b>inclusive of interest accrued thereon but not paid</b>		
	a) Debentures : Secured	-	
	: Unsecured	-	
	( other than falling within the meaning of public deposit*)		
	b)Deferred Credits	-	
	c)Terms Loans	-	
	d)Inter- Corporate loans & borrowing	-	
	e) Commercial Paper	-	
	g)Other Loans ( Specify nature)		
	(1) From banks		
	Secured Loan from HDFC Bank	382,359	
	Secured Loan from ICICI Bank	189,229	
	(2) Unsecured Loans & Advance from Related Parties (Interest Free)	27,468,053	
	(3) Unsecured Loans & Advance from others	22,102,774	
		<b>50,142,415</b>	

	Assets Side	Amount Out-Standing
2	<b>Break- up of Loans and Advances including bills receivable (other than those included in (4) below)</b>	
	a)Secured	
	b) unsecured	<b>54,253,307</b>
3	Break- up of Leased Asstes and stock on hire and other assets counting towards AFC activities	
	i) Lease assets including lease rentals under sundry debtors:	
	(a)Financial Lease	-
	(b) Operating Lease	-
	(ii) Stock on jire including hire charges under sundry debtors:	
	(a) Assets on hire	-
	(b) Repossessed Assets	-
	(iii) other assets counting towards AFC activities	
	a) Loans where assets have been repossessed	-
	b) Loans other than (a) above	-
4	Current Investments:	
	1. Quoted	
	(i) Shares: (a) Equity Share	-
	(b) Prefernce	-
	(ii)Debentures and Bonds	-
	(iii)Units of Mutual Funds	-
	(iv)Government Securities	-
	(v)Others(Please Specify)	-
	Long Term Investment:	
	1. Quoted	
	(i) Shares: (a) Equity Share	1,648,487
	(b) Prefernce	-
	(ii)Debentures and Bonds	-
	(iii)Units of Mutual Funds	-
	(iv)Government Securities	-
	(v)Others(Please Specify)	-
	2.Unquoted	
	(i) Shares: (a) Equity Share	277,906,448
	(b) Prefernce	-
	(ii)Debentures and Bonds	-
	(iii)Units of Mutual Funds	-
	(iv)Government Securities	-

Borrowers group-wise classification of assets, financed as in (2) and (3) above:

Category	Amount net of provision		
	Secured	Unsecured	Total
1. Related Parties**			
a)Subsidiaries	-	47,943,307	47,943,307
b)Companies in the same group			
c)Other related parties	-	6,310,000	6,310,000
2.Other than related parties			
<b>Total</b>	-	54,253,307	54,253,307

Investor group-wise classification of all investments(current an long term) in shares and securities (both quoted and unquoted)

Category	Market Value/ Break or fair Value or NAV	Book Value( Net of Provision)
1. Related Parties**		
a)Subsidiaries		262,130,000
b)Companies in the same group		15,766,448
c)Other related parties		-
2.Other than related parties		1,658,487
<b>Total</b>		279,554,935

Other information

Particulars	Amount	Amount
(i) GrossNon- Performing Assets		
(a) related Parties	0	0
(b) Other than related parties	0	0
(ii)Net Non-Performing Assets		
(a) Related Parties	0	0
(b) Other than related parties	0	0
(iii) Assets acquired in satisfaction of	0	0

## **AUDIT REPORT TO THE SHARE HOLDERS OF VAARAD VENTURES LIMITED (FORMALLY KNOWN AS ATCO CORPORATION LTD.)**

We have audited the attached Consolidated Balance Sheet of Vaarad Ventures Limited group (formerly known as Atco Corporation Ltd.) as on 31<sup>st</sup> March, 2014 and also the Consolidated Profit & Loss Account of the Company for the year ended on that date annexed hereto and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes,

- a. examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements,
- b. assessing the accounting principles used in the preparation of financial statements,
- c. assessing significant estimates made by Management in preparation of the financial statements and,
- d. evaluating the overall financial statement presentation.

We believe that our audit provides a reasonable basis of our opinion.

As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956 of India (the act) and on the basis of such checks as we considered appropriate and according to the information and explanation given to us, we set out in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order. We report that the consolidated financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard (AS) 21 – Consolidated Financial statements, Accounting Standard (AS) 23 – Accounting for investments in associates in Consolidation Financial Statements, and Accounting Standard (AS) 27 – Financial Reporting of Interests in Joint Ventures notified under subsection 3C of section 211 of the Companies Act, 1956.

Further to our comments in the Annexure referred to in paragraph one above, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Consolidated Balance Sheet, Consolidated Profit & Loss Account and Consolidated Cash Flow Statement referred to in this report are in agreement with the books of account.
- d. In our opinion, the Consolidated Balance Sheet, Consolidated Profit & Loss Account and Consolidated Cash Flow Statement have been prepared in compliance with the accounting standards as prescribed under the provisions of Section 211(3C) of the Act.
- e. On the basis of the written confirmation received from the Directors and taken on record by, the Board of Directors we report that none of the Directors of the Company is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;

- f. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto, give in the prescribed manner, the information required by the Act and also give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) In so far it relates to the Consolidated Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2014 and
  - (ii) In so far it relates to the Consolidated Profit and Loss Account, of the loss of the Company for the year ended on that date and
  - (iii) In so far it relates to the Consolidated Cash Flow Statement of the cash flow of the Company for the year ended on that date.

**For G. C. Patel & Co.**  
**Chartered Accountants**

**Sd/-**  
**G. C. Patel**  
**Partner**  
**(M. No. 47327)**

Place : Mumbai  
Date : 30th May, 2014



**VAARAD VENTURES LIMITED (Formally Known as Atco Corporation Limited)**  
**CONSOLIDATED BALANCE SHEET**

		Notes No.	AS AT 31.3.2014	AS AT 31.3.2013
<b>A</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share capital	2.1	249,903,000	249,903,000
	(b) Reserves and surplus	2.2	24,274,426	43,221,659
	(c) Minority Interest		15,065	41,387
<b>2</b>	<b>Share application money pending allotment</b>			
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	2.3	151,568,000	48,632,705
	(b) Deferred tax liabilities (net)			16,708,442
	(c) Other long-term liabilities			
	(d) Long-term provisions	2.4	1,075,517	1,075,517
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowings			
	(b) Trade payables	2.5	519,837,103	1,051,884,306
	(c) Other current liabilities	2.6	27,156,000	11,420,471
	(d) Short-term provisions	2.7	744,045	3,758,880
	<b>TOTAL</b>		<b>974,573,157</b>	<b>1,426,646,367</b>
<b>B</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	2.9	177,081,353	234,073,320
	(ii) Intangible assets			
	(iii) Capital work-in-progress	2.9	45,900,000	45,900,000
	(iv) Intangible assets under development			
	(v) Fixed assets held for sale			
	(b) Non-current investments	2.10	17,424,935	17,424,935
	(c) Deferred tax assets (net)		379,394	
	(d) Long-term loans and advances	2.11	131,859,997	34,876,536
	(e) Other non-current assets			
<b>2</b>	<b>Current assets</b>			
	(a) Current investments			
	(b) Inventories	2.12	42,372,465	8,009,468
	(c) Trade receivables	2.13	463,352,925	1,080,971,384
	(d) Cash and cash equivalents	2.14	614,095	1,139,387
	(e) Short-term loans and advances			
	(f) Other current assets	2.15	95,587,992	4,251,336
	<b>TOTAL</b>		<b>974,573,157</b>	<b>1,426,646,367</b>

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

**For G.C.Patel & Co.**

**Chartered Accountants**

sd/-

**G.C.Patel**

**Partner**

**M. No.047327**

Place : Mumbai

Date :30th May,2014

**For and on behalf of the Board of Directors**

sd/-

**Vickram Dosshi**

sd/-

**Nitin Datanwala**

**VAARAD VENTURES LIMITED (Formally Known as Atco Corporation Limited)**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**

	Notes No.	AS AT 31.3.2014	AS AT 31.3.2013
<b>1</b>	Revenue from operations (gross)	871,390,473	3,591,523,433
	Less: Excise duty		
	Revenue from operations (net)	<b>871,390,473</b>	<b>3,591,523,433</b>
<b>2</b>	Other income	2,154,250	16,024,342
<b>3</b>	<b>Total revenue (1+2)</b>	<b>873,544,723</b>	<b>3,607,547,775</b>
<b>4</b>	<b>Expenses</b>		
	(a) Cost of materials consumed	272,462	3,259,691
	(b) Purchases of stock-in-trade	900,453,909	3,560,220,388
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-34,362,997	-1,643,080
	(d) Employee benefits expense	2,556,344	17,166,605
	(e) Finance costs	570,594	1,529,160
	(f) Depreciation and amortisation expense	9,968,259	19,637,942
	(g) Other expenses	33,017,033	10,025,562
	<b>Total expenses</b>	<b>912,475,604</b>	<b>3,610,196,268</b>
<b>5</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>	<b>-38,930,881</b>	<b>-2,648,493</b>
<b>6</b>	Exceptional items	-	-
<b>7</b>	<b>Profit / (Loss) before extraordinary items and tax (5 + 6)</b>	<b>-38,930,881</b>	<b>-2,648,493</b>
<b>8</b>	Extraordinary items	-	-
<b>9</b>	<b>Profit / (Loss) before tax (7 + 8)</b>	<b>-38,930,881</b>	<b>-2,648,493</b>
<b>10</b>	<b>Tax expense:</b>		
	(a) Current Tax	-	(199,448)
	(b) MAT credit	-	-
	(c) Income Tax Adjustments earlier years (Net)	-35,286	-
	(d) Prior Years Expenses	-	-
	(e) Deferred Tax	17,087,836	(7,072,986)
	<b>Total(10)</b>	<b>17,052,550</b>	<b>-7,272,434</b>
<b>11</b>	<b>Profit / (Loss) for the year(9 +10)</b>	<b>-21,878,331</b>	<b>(9,920,927)</b>
	Loss for the year attributable to Minority Interest (47.5% of 20008/-)	-9,503	(5,775)
	<b>Profit Transferred to Reserves</b>	<b>-21,868,828</b>	<b>(9,915,152)</b>
<b>12</b>	<b>Earnings per share (of ` Rs.1/- each)</b>		
	(a) Basic		
	(i) Continuing operations	(0.09)	(0.0397)
	(b) Diluted		
	(i) Continuing operations	(0.09)	(0.0397)

The accompanying notes are an integral part of the financial statements.

In terms of our report attached.

**For G.C.Patel & Co.**  
**Chartered Accountants**

sd/-  
**G.C.Patel**  
**Partner**  
**M. No.047327**  
Place : Mumbai  
Date :30th May,2014

**For and on behalf of the Board of Directors**

sd/-  
**Vickram Dosshi**

sd/-  
**Nitin Datanwala**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS AS AT 31<sup>st</sup> MARCH, 2014****1.1 Principles of Consolidation:**

The Consolidated financial statements relate to Vaarad Ventures Limited and its subsidiaries and associate companies, which together constitute the Group. The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating all material intra-group balances and intra-group transactions resulting in unrealized profits or losses in accordance with Accounting Standard (AS-21) "Consolidated Financial Statements" as notified under the Companies (Accounting Standards) Rules, 2006.
- (ii) The differences between the cost of investments in the subsidiary and the share of net assets at the time of acquisition of shares in the associates are identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- (iii) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- (iv) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- (v) The differences between the cost of investments in the associates and the share of net assets at the time of acquisition of shares in the associates are identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- (vi) In case of associates, where the Company directly or indirectly through subsidiaries holds more than 20% of equity, investments are accounted for using equity method in accordance with Accounting Standard (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" as notified under the Companies (Accounting Standards) Rules, 2006.
- (vii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and appropriate adjustments are made to the financial statements of subsidiaries when they are used in preparing the consolidated financial statements that are presented in the same manner as the Company's separate financial statements.

The Consolidated Financial Statements present the Consolidated Accounts of Vaarad Ventures Limited group (formally known as Atco Corporation Ltd.) with its following subsidiary and associated:

Name of Company	Preparation of ownership of interest	
	As on 31 <sup>st</sup>	As on 31 <sup>st</sup>
	March 2014	March 2013

**Subsidiary Companies**

a) Edesk Services Ltd	100%	100%
b) Atco Ltd	100%	100%
i) Innovamedia Publication Ltd	100%	100%
ii) Atcomaart Services Ltd.	100%	100%
iii) Atcomaart lead Generation Pvt. Ltd.	100%	100%
c) Varuna Drinking Water Solution Ltd.	100%	100%
i) Geo Thermal Water Ltd.	100%	100%
ii) Geo Aquatech Ltd.	100%	100%
d) Mentor Chambers Capitalist Pvt. Ltd	52.5%	52.5%
i) HAM Services Pvt. Ltd.	100%	100%
ii) Knowledgeworks Management Services P.Ltd	100%	100%
iii) Voffice Technologies Pvt. Ltd.	100%	100%
iv) Asset Resolution Services India Pvt. Ltd.	100%	100%

**Associated Companies**

a) Kimaya Shoppe Ltd.	48.99%	48.99%
b) Anewera Marketing Pvt. Ltd.	39.58%	39.58%
c) Smart Sensors & Tranducers Ltd.	48.98%	48.98%

Note: While Preparing Consolidated Financial Statement, the results of Kimaya Shoppe Ltd, Anewera Marketing Pvt.Ltd and Smart Sensors & Tranducers Ltd are not consider as they are not material.

**VAARAD VENTURES LIMITED (Formally Known as Atco Corporation Limited)**  
**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**

**Notes No. "2.1":- SHARE CAPITAL**

	AS AT 31.3.2014		AS AT 31.3.2013	
	No. of Shares	Amount	No. of Shares	Amount
<b>(a) Authorised</b>				
36,50,00,000 Equity shares of Re.1 each with voting rights (P.Y.36,50,00,000 Equity Share of Re.1/- each)	365,000,000	365,000,000	365,000,000	365,000,000
5,00,000 Unclassified Share of Rs.100/-each (P.Y.5,00,000 Share of Rs 100/- each)	500,000	50,000,000	500,000	50,000,000
<b>(b) Issued</b>				
(i) 24,99,03,000 Equity shares of `Re.1/- each with voting rights (P.Y.24,99,03,300 Equity Share of Re.1/-each)	249,903,000	249,903,000	249,903,000	249,903,000
<b>(c) Subscribed and Fully Paid Up</b>				
(i) 24,99,03,000 Equity shares of `Re.1/- each with voting rights (P.Y.24,99,03,000 Equity Share of Re.1/-each)	249,903,000	249,903,000	249,903,000	249,903,000
<b>Total</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>

**Reconciliation of number of Share outstanding and the amount of Share Capital**

	AS AT 31.3.2014		AS AT 31.3.2013	
	No. of Shares	Amount	No. of Shares	Amount
Number of Shares at the beginning at Re.1 each	249,903,000	249,903,000	249,903,000	249,903,000
Addition/Cancellation/Buyback	-	-	-	-
Number of Shares at the end at Re.1 each	249,903,000	249,903,000	249,903,000	249,903,000
<b>Total</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>	<b>249,903,000</b>

**Shares in the Company held by each Shareholder holding more than 5 Percent**

Name of Shareholder	AS AT 31.3.2014		AS AT 31.3.2013	
	%	Qty	%	Qty
Leena Doshi	15.18	37,929,270	15.18	37,929,270
Harsh Doshi	12.19	30,471,038	12.19	30,471,038
Tanvi Doshi	42.09	105,188,982	42.09	105,188,982
Kimaya Wellness Limited	15.12	37,789,180	15.12	37,789,180
	<b>84.58</b>	<b>211,378,470</b>	<b>84.58</b>	<b>211,378,470</b>

**VAARAD VENTURES LIMITED (Formally Known as Atco Corporation Limited)**  
**CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**

**Notes No. "2.2":- RESERVES AND SURPLUS**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
Opening Balance of Share Premium	19542000	19,542,000
Add:- During the year	-	-
Closing Balance of Share Premium	19,542,000	19,542,000
Opening Balance of General Reserve	8,025,000	8,025,000
Add:- During the year	-	-
Closing Balance of General Reserve	8,025,000	8,025,000
Opening Balance of Profit and Loss	15648886.2	28,474,247
Add/(Less):- Profit/(Loss) for the year	-21868827.91	(9,915,152)
Add: Balance from Reserve loss attributable to minority	22932	
Appropriation:-		
Proposed Dividend	2,499,030	2,499,030
Tax on Dividend	405,406	405,406
Closing Balance of Profit and loss	-3,292,574	15,654,659
<b>Total</b>	<b>24,274,426</b>	<b>43,221,659</b>

Note: The dividend amount and tax amount has been readed as it was disapproved by shareholders in the last AGM.

Note: Minority Interest for Mentor Capitalist subsidiary companies has been debitted as well in the balance sheet @ 47.5%.

**Notes No. "2.3":-LONG TERM BORROWINGS**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
(1) From banks		
Secured Loan from HDFC Bank	1060602	1,829,511
Secured Loan from ICICI Bank	189228	189,229
Unsecured Loan from KOTAK Bank	687262	1,422,331
(2) Unsecured Loans & Advance from Related Parties (Interest Free)		
(3) Unsecured Loans & Advance from others	149630908	45,191,634
<b>Total</b>	<b>151,568,000</b>	<b>48,632,705</b>

**Notes:**

1. Loan from HDFC are a Car loan and it is secured by way of hypothecation of Car, the same is repayable in 28 Instalments of Rs.25363 each with interest payable at monthly rests.
2. Loan from ICICI are a Car loan and it is secured by way of hypothecation of Car, the same is repayable.
3. Loans & Advance from others unsecured represents loans for rent discount facility from Reliance Capital Limited. of Rs.221.02 lacs is repayable.
4. Loans & Advance from others unsecured includes loans from HDFC Bank which is repayable in 24 Instalments of Rs.35157 each with interest payable at monthly basis.
5. Loans & Advance from others unsecured includes loans from HDFC Bank which is repayable in 24 Instalments of Rs.22,426 each with interest payable at monthly basis.
6. Loans & Advance from others unsecured includes loans from Kotak Mahindra Bank which is repayable in 22 Instalments of Rs.76384 each with interest payable at monthly basis.

<b>Notes No. "2.4":-LONG TERM PROVISIONS</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Gratuity	1,075,517	1,075,517
<b>Total</b>	<b>1,075,517</b>	<b>1,075,517</b>
<b>Notes No. "2.5":-TRADE PAYABLE</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Trade payable	519837103.3	1,051,884,306
<b>Total</b>	<b>519,837,103</b>	<b>1,051,884,306</b>
<b>Notes No. "2.6":- OTHER CURRENT LIABILITIES</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Withholding and other taxes payable	1998976	2,350,584
Deposit from Customers(Reliance Capital Limited)	7800000	7,800,000
Other Liabilities	17321339	1,121,419
Advance From Clients	13255	126,038
Unpaid and Unclaimed Dividend	22430	22,430
<b>Total</b>	<b>27,156,000</b>	<b>11,420,471</b>
<b>Notes No. "2.7":- SHORT TERM PROVISION</b>		
<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Bonus Payable		123,019
Provision for Income Tax	744045	336,448
Proposed Dividend		2,499,030
Tax on Dividend		791,003
Labour Welfare Fund		9,380
<b>Total</b>	<b>744,045</b>	<b>3,758,880</b>

<b>CONSOLIDATED NOTES TO FINANCIAL STATEMENTS</b>						
<b>Notes No. "2.10":- NON-CURRENT INVESTMENTS</b>						
Particulars	AS AT 31.3.2014			AS AT 31.3.2013		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investment(at Cost)						
Shares of other Company(Quoted Investment)						
Atcom Technologies Limited	1,648,487	-	1,648,487	1,648,487	-	1,648,487
5,07,913(507913) equity shares of Rs.10/- each						
Shares of other Company(Unquoted Investment)						
Kimaya Shoppe Limited	-	3,969,000	3,969,000	-	3,969,000	3,969,000
3,96,900(396900) equity shares of Rs.10/- each						
Kimaya Wellness Limited	-	776,880	776,880	-	776,880	776,880
66,400(66400) equity shares of Rs.10/-each						
Smart Sensors & Transducers Limited	-	10,070,568	10,070,568	-	10,070,568	10,070,568
25,17,642(2517642) equity shares of Rs.10/- each						
Anewera Marketing private Limited	-	950,000	950,000	-	950,000	950,000
25,17,642(2517642) equity shares of Rs.10/- each						
Saraswat Co-op Bank Limited	-	10,000	10,000	-	10,000	10,000
1000 (1000) equity shares of Rs.10/- each						
<b>Total</b>	<b>1,648,487</b>	<b>15,776,448</b>	<b>17,424,935</b>	<b>1,648,487</b>	<b>15,776,448</b>	<b>17,424,935</b>
Aggregate Market value of quoted Investment is not available as the shares are not traded.						

**Notes No. "2.11":- LONG TERM LOANS AND ADVANCE**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
(a) Security deposits		
Unsecured, considered good	1926729	1,929,729
(b) Advance income tax and TDS(Including MAT)	3460626	4,626,444
Amount paid towards purchase of debt (Pending execution of documentation)	17358949	17,358,949
Amount paid towards purchase of Actionable Claims	5000000	5,000,000
(c) Other loans and advances		
Unsecured, considered good to others		
Unsecured, considered good to subsidiary companies	104113693	5,961,414
<b>Total</b>	<b>131859997</b>	<b>34,876,536</b>

**Notes No. "2.12":- INVENTORIES**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
(At lower of cost or realisable value)		
(As Certified and valued by Management)		
(a) Raw Material	3920214	4,018,631
(b) Finished Goods	38452251	3,990,837
<b>Total</b>	<b>42372465</b>	<b>8,009,468</b>

**Notes No. "2.13":- TRADE RECEIVABLES**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
Trade receivables outstanding for payment, unsecured and considered good	463,352,925	1,080,971,384
<b>Total</b>	<b>463,352,925</b>	<b>1,080,971,384</b>

**Notes No. "2.14":- CASH & CASH EQUIVALENTS**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
(a) Cash on hand	155643	383,633
(b) Balances with banks		
(i) In current accounts	42551	339,853
(ii) Fixed Deposits	393471	393,472
(iii) Unpaid dividend account	22430	22,430
<b>Total</b>	<b>614095</b>	<b>1,139,387</b>

**Notes No. "2.15":- OTHER CURRENT ASSETS**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
Prepaid Expenses	1684161	2,070,223
Preliminary Expenses	62521.4	128,160
Mat for A.Y 2012-13		70
Notice Pay recoverable from employee	467163	1,994,483
Service Tax	31839	31,573
Vat Receivable	522307	26,827
Other Current Assets	92820001	
<b>Total</b>	<b>95,587,992</b>	<b>4,251,336</b>



**Notes No. "2.16":- OTHER INCOME**

<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Dividend Received	1000	2,000
Packing & Forwarding Charges	393	600
Misc.income	1836368	9,352,546
Antenna Rent		121,552
Business Service Provided		2,990,000
Profit on sales of asset	200000	
Light & Water Charges		20,000
Interest on Income Tax Refund		208,593
Sundry Balance Written Off	116489	296,412
Excess depreciation written back		3,032,639
<b>Total</b>	<b>2,154,250</b>	<b>16,024,342</b>

**Notes No. "2.17":- COST OF RAW MATERIAL CONSUMED**

<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
Opening Stock of Raw Material	6742834	4,450,905
Add:- Purchases		3,039,596
<b>Total(A)</b>	<b>6742834</b>	<b>7,490,501</b>
Less:- Dimishing Value of Stock		
Less:- Closing Stock of Raw Material	6,315,122	4,230,810
<b>Total(B)</b>	<b>6,315,122</b>	<b>4,230,810</b>
Net Raw Material Consumed(A-B)	0	3,259,691
<b>Total</b>	<b>272,462</b>	<b>3,259,691</b>

**Notes No. "2.18":- CHANGES IN INVENTORIES DURING THE YEAR**

<b>Particulars</b>	<b>AS AT 31.3.2014</b>	<b>AS AT 31.3.2013</b>
<u>Inventories at the end of the year:</u>		
Stock-in-trade	42372465	8,009,468
<u>Inventories at the beginning of the year:</u>		
Stock-in-trade	8009468	6,366,388
<b>Total</b>	<b>-34362997</b>	<b>-1,643,080</b>

**Notes No. "2.19":- EMPLOYEES BENEFIT EXPENSES**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
Salary , Wage & Allowance	2392161	16,384,027
Contribution to Provident & Other funds	36474	96,107
Staff Welfare	127709	686,471
<b>Total</b>	<b>2,556,344</b>	<b>17,166,605</b>

**Notes No. "2.20":- FINANCE COST**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
Interest paid on loan	407803	1,432,329
Interest paid to bank	144468	65,682
Bank Charges	18323	18,403
Interest on TDS		166
Loan processing fees		12,580
<b>Total</b>	<b>570,594</b>	<b>1,529,160</b>

**Notes No. "2.21":- OTHER EXPENSES**

Particulars	AS AT 31.3.2014	AS AT 31.3.2013
Advertising Expense	53984	2,382,965
Administrative Expenses		7,932
Audit Fees	63830	72,078
Conveyance	82838	81,863
Couriers Charges	40767	16,959
Depository Services		32,395
Directors Sitting Fees		137,360
Electricity Charges	1206114	1,826,989
Freight Charges	5450	48,678
Fees And Taxes	45501	238,959
House Keeping Expenses	18866	83,446
Insurance Charges	43295	60,384
Internet Charges	43691	91,631
Listing Charges	110000	60,000
Licence Fees	110370	107,918
Office Expenses		8,700
Misc Chgs	22270	23,456
Printing And Stationery	89297	54,580
Professional Fees	149453	280,965
Rent Charges	144,000	412,000
Recruitment Charges		70,000
Repairs & Maintenance	57063	428,741
Retainership Fees	690767	1,814,933
Roc Fees		7,000
Security Charges	45000	54,756
Software Services		5,250
Subscription Charges	186072	310,407
Telephone Charges	166269	349,154
Water Charges	13743	30,322
Website Expenses	2200	2,200
Travelling Expenses	76509	131,292
Municipal Tax		122,905
Society Maintenance		2,800
Planet Server Expenses		440,219
Interest On I.T.		6,080
Transportation Charges		12,718
Preliminary Exp. Written Off	54539	54,539
Sales Promotional Expenses		122,678
Discount Allowed		7,710
Testing Charges	25625	20,000
Handling Charges		2,600
Loss on Asset Sale	29469520	
<b>Total</b>	<b>33,017,033</b>	<b>10,025,562</b>

VAARAD VENTURES LIMITED (Formerly Known as Atco Corporation Limited)  
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS

Notes No. "2.9"-: TANGIBLE ASSETS AND INTANGIBLE ASSETS

Particulars	Gross block			Depreciation			Net Block		
	As at 1 April, 2013	Additions/Adus tment during the period	Deductions/ Retirement during the period	As at 31 March, 2014	As at 1 April,2013	For the period	Additions/ Adjustment during the period	As at 31 March, 2014	As at 31 March, 2013
Tangible assets:-									
Air Conditioner	154,038	-	-	154,038	89,407	6,961	-	96,368	57,670
Furniture and Fixture	3,541,868	-	-	3,541,868	1,314,606	262,735	-	1,577,341	1,964,527
Office Equipment	3,954,298	-	-	3,954,298	1,541,740	278,335	-	1,820,075	2,134,223
Computer and Printing	2,830,406	-	-	2,830,406	2,294,922	188,820	-	2,483,742	346,664
Motor Car	6,479,896	-	3,803,883	2,676,013	5,270,975	287,421	-3,803,883	1,754,513	921,500
Plant & Machinery	12,639,913	-	-	12,639,913	3,855,818	1,221,868	-	5,077,686	7,562,227
Electronics Time	7,672	-	-	7,672	5,376	319	-	5,695	1,977
Borewell	65,343	-	-	65,343	16,914	6,736	-	23,650	41,693
Tools and Equipments	71,320	-	-	71,320	52,018	1,819	-	53,837	17,483
Service Equipment	165,935	-	-	165,935	47,852	16,425	-	64,277	101,658
Elect Installation	249,577	18,500	-	268,077	87,753	31,098	-	118,851	149,227
Intangible Assets									
Goodwill	137,397,386	52,500	-	137,449,886	328,016	164,008	-	492,024	136,957,862
Computer Software	102,528,202	-	56,249,890	46,278,312	21,107,137	7,501,714	-9,155,181	19,453,670	26,824,642
Capital WIP	45,900,000	-	-	45,900,000	-	-	-	-	45,900,000
Total	315,985,854	71,000	60,053,773	256,003,081	36,012,534	9,968,259	-12,959,064	33,021,729	222,981,353
Previous Year	315,916,520	69,334	-	315,985,854	22,981,769	19,637,942	(6,607,176)	36,012,535	279,973,319
									298,907,788
									81,421,065

Note:

1. The company has examined carrying cost of its identified cash generating units by comparing present value of estimated future cash flows in terms of Accounting standard-28 on impairment of Assets, according to which no provision for impairment is required as assets of none of cash generating units are impaired during the financial year ended 31st March, 2013
2. Premium paid over and above cost of investment is added under goodwill to show premium for partially owned subsidiary.

**2.24 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

13. Managerial remuneration under section 198 of the companies Act 1956, paid or payable during the financial year as under :

During the year no remuneration has been paid to the whole time directors as the remuneration has been waived by the whole time director.

**14. Earning per share (EPS):**

	2013-14	2012-13
(a) Profit/ (Loss) after Extra ordinary Item & Taxation	(21,868,828)	(99,15,152)
(b) Weighted Average Number of Equity Shares of Rs. 1/- each(P.Y.Rs.1/-each) outstanding during the year	24,99,03,000	24,99,03,000
(c) Nominal Value of Equity Shares (Rs.)	1/-	1/-
<b>(d) Basic/ Diluted Earning Per share Rs. (a / b)</b>	<b>(0.087)</b>	<b>(0.03)</b>

15. As per the information available with the company, there is no small scale (SSI) undertakings to whom the company owes a sum which is outstanding for more than 30 days. The company has not received any information from the supplier regarding their status under the Micro Small & Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the end together with interest paid/ payable as required under the said Act have not been given.

**16. Disclosure as per Accounting Standard 15 (Revised)**

**Gratuity:** There are no define benefit plan for gratuity as there are only three employee entitle to gratuity and the amount of gratuity payable is in not material.

**Leave Encashment:** Provision for leave encashment has not been made in Accounts, as per the present service rules the leave is required to be enjoyed or utilized. Hence no leave entitlement is permissible.

17. Out of 5,07,913 Equity shares of Atcom Technologies Ltd, 50,000 Equity shares held by the company are lying with the Income Tax authority in connection with long pending income tax matter.

**18. Contingent Liabilities:**

Pursuant of the Accounting Standard (AS 29) – Provisions, Contingent Liabilities and Contingent Assets, the disclosure relating to provisions made in the accounts for the year ended 31<sup>st</sup> March 2013 is as follows:

- g) Income tax Demand aggregating to Rs.2.31 lacs which had been disputed by company and appeal has been filed by company. (Previous year Rs.2.31 Lacs)
- h) Sales Tax liability in respect of disputed cases amounting to Rs.25,94,078/- (Previous year Rs.25,94,078/-)
- i) Central Excise liability in respect of disputed case amounting to Rs.50,00,000/- (Previous year Rs.50,00,000/-)
- j) Punjab Small Industries & export Company Limited in respect of disputed case amounting to Rs.58,70,877/- (Previous year Rs.58,70,877/-).
- k) Sales Tax Demand aggregating to Rs.49,33,992/- lacs relate to the year 2009-10 which had been disputed by company and appeal has been filed by company.
- l) Income tax Demand aggregating to Rs.8,55,26,540 /- relate to the year 2011-12 which had been disputed by company and appeal has been filed by company.
- m) Income tax Demand aggregating to Rs.75,59,0310/- relate to the year 2011-12 which had been disputed by company and appeal has been filed by company in Atco Limited.

**19. Operating Lease:**

The Company has taken various residential / commercial premises and plant machinery under operating leases. These lease agreements are normally renewed on expiry. The lease payments recognized in Profit & Loss Account is Rs.16.29 lakhs (Previous year Rs.16.29 lakhs).

- 20. The balance of certain Creditors, other liabilities and loans and advances are subject to confirmation/reconciliation.
- 21. No Provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees assets and expected future cash flows from such investments.
- 22. In accordance with the provision of sec.205A (5) of the Companies Act, 1956, the dividend unclaimed for a period of seven years from the date of transfers to the unpaid dividend account shall be credited to Investor Protection and Education Fund.

**23. Expenditure in Foreign Currency:**

Particulars	Current Year	Previous year
FOB Value of Exports	Nil	Nil

**24. Earnings in Foreign Exchange:**

Particulars	Current Year	Previous Year
CIF Value of Exports	Nil	Nil
Travelling Expenses	Nil	Nil

**25. Additional Information pursuant to the provision of paragraph 3,4C and 4D of part II of Schedule VI of the Companies Act,1956**

Particulars	Units	As at 31.3.2014	As at 31.3.2014	As at 31.3.2013	As at 31.3.2013
		Quantity	Value (in Rs.)	Quantity	Value (in Rs.)
<b><u>Raw material Consumed</u></b>					
Caps	Nos	25488	9,685	5,86,561	2,05,296
Pet Perform	Nos	25488	66,014	5,86,561	34,50,568
Mic..Minerals/Chemical	Kgs	Numerous	1987	Numerous	2125
Box	Nos	2125	15,930	1,13,336	3,46,745
Total			<b>93,596</b>		<b>40,04,734</b>

VAARAD VENTURES LIMITED (Formerly Known as Atco Corporation Limited)  
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS

14 Segment information

- a Segment information for primary segment reporting (by business segment)  
The Company has three reportable business segments:  
- Packaged Drinking Water  
- Industrial Business Supply Stores  
- Software/ software products/ information technology services (software)

- b The Company has only one reportable geographical segment and hence disclosures for secondary segment are not given.

c Segment Reporting

Particulars	Packaged Drinking Water	Industrial Business Supply stores	Software	Publication	Investments	Total
Total revenue (net of excise duty) (from external customers)	979,312	885,547,641	172,414,050	-	9,376,754	1,068,317,757
Total expenditure	1,080,760	907,958,099	179,396,397	30,819	1,591,801	1,090,057,876
Depreciation	1,528,257	2,457,812	5,167,381	18,624	814,809	9,968,259
Segment result	(1,629,705)	(24,868,270)	(12,149,728)	(49,443)	6,970,144	(31,708,378)
less: unallocated corporate expenses						
Operating loss	(1,629,705)	(24,868,270)	(12,149,728)	(49,443)	(2,406,610)	(46,114,882)
less: interest expenses						
add interest income						
add other income	111,798	213,688	137,213	3,366	1,688,185	2,154,250
Net loss before tax	(1,517,906.53)	(24,654,582)	(12,012,514.84)	(46,077)	(718,425)	(43,960,632)
less, provision for tax						
- current tax and MAT						
- deferred	12,591	9,597,161	7,491,511	5,279	(18,706)	17,087,836
- Excess/short provision for tax					-35,286	(35,286)
- Prior Years Expenses					-	
Net profit/(loss) after tax	(1,505,315)	(15,057,421)	(4,521,004)	(40,798)	(772,417)	(26,908,082)
Add: Extra Ordinary Item						
Net (loss) / Profit after Extra Ordinary Item	(1,505,315)	(15,057,421)	(4,521,004)	(40,798)	(772,417)	(26,908,082)
Other information						
Segment assets	17,000,100	469,441,023	273,374,793	16,428,804	175,816,367	952,061,087
Segment liabilities	2,022,453	471,655,690	212,526,717	420,614	(8,756,879)	677,868,595
Capital expenditure during the year						
- additions to fixed assets	18,500					
Depreciation	1,528,257	2,457,812	5,167,381	18,624	814,809	9,968,259
Significant non-cash expenditure						
Loss on sale of fixed assets (gross)		22,545,160	6,924,360			

## Consolidated Financial statement of Subsidiaries -2011-12

No.	Name of Subsidiary Company	% of Holding	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment (except in Case of Investment in Subsidiaries)	Sales	Other Income	PBT	Provision For Taxation	PAT	Proposed Dividend (including of DDT)
1	Varuna Drinking Water Solutions Limited	100	932,510	16,832,711	17,808,518	43,307	-	-	-	(9,153)	-	(9,153)	-
2	Atco Limited	100	2,190,250	166,984,615	214,491,331	45,316,466	-	-	-	-224,840	-2,176	-27,016	-
3	E-Desk Services Limited	100	42,10,000	51,344,075	273,374,793	212,526,717	-	172,414,050	137,213	-12,012,515	7,49,511	(4,521,004)	-
4	Innovamedia Publication Limited	100	1,980,000	14,010,190	16,428,804	420,614	-	-	3,366	-46,077	5,279	(40,798)	-
5	Atcomart Services Limited	100	5,110,000	-6,749,917	469,690,273	471,485,440	-	885,547,641	213,688	-24,654,582	9,597,161	-15,057,421	-
6	Geo Thermal Water Limited	100	980,000	13,997,647	17,000,100	2,022,453	-	979,312	111,798	-1,517,907	12,591	(1,505,315)	-
7	Geo Aquatech Limited	100	500,000	(22,660)	481,815	4,475	-	-	-	(5,977)	-	(5,977)	-
8	Mentor Capitalist Chambers Private Limited	52.50	100,000	(19,969)	402,640	322,609	-	-	-	(5,053)	-	(5,053)	-
9	Atcomart Lead Services Private Limited	100	100,000	(9,269)	94,103	3,372	-	-	-	(3,229)	-	(3,229)	-
10	V office Technologies Private Limited	100	100,000	(8,841)	94,531	3,372	-	-	-	(3,153)	-	(3,153)	-
11	HAM Services Private Limited	100	100,000	(9,250)	94,122	3,372	-	-	-	(3,205)	-	(3,205)	-
12	Asset Resolution Services India Private Limited	100	100,000	(23,743)	79,629	3,372	-	-	-	(6,074)	-	(6,074)	-
13	Knowledgeworks Management Services Private Limited	100	100,000	(6,481)	96,891	3,372	-	-	-	(2,523)	-	(2,523)	-



**VAARAD VENTURES LIMITED**

Regd. Off: 6, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Mumbai – 400031.

**PROXY**

I/We \_\_\_\_\_

being a member/members of Vaarad Ventures Limited hereby appoint \_\_\_\_\_

of \_\_\_\_\_ or failing him \_\_\_\_\_

of \_\_\_\_\_ As my/our proxy to vote for me/us and on my/our behalf \_\_\_\_\_

at the ANNUAL GENERAL MEETING of the Company to be held on 29<sup>th</sup> September, 2014 at 9.00 a.m. or any adjournment thereof in respect of such resolutions as are indicated below:

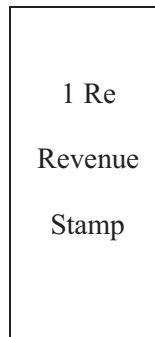
Resolution No	Resolutions	For	Against	Abstain
Ordinary Business				
1	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2014.			
2	Re-appointment of Mrs Leena Doshi, Director retiring by rotation.			
3	Re-appointment of Mr Piyush Vora, (Din No. 00018995) Independent Director for the period of 5years			
4	Re-appointment of Mr Dilip Mehta, (Din No 00991101) Independent Director for the period of 5years			
5	Appointment of M/s K.M Tapuria & Co. as the Auditor of the Company for the period of 5years			
Special Business				
6	Appointment of Mr. Nitin Datanwala as an Independent Director of the Company			
7	Borrowing powers of the company.			

Dated \_\_\_\_\_

Client ID/ Folio No. \_\_\_\_\_

DP ID \_\_\_\_\_

No. of Shares \_\_\_\_\_



Signature \_\_\_\_\_

Note: Proxies must reach the Company's Registered Office not less than 48 hours before the meeting.

\_\_\_\_\_

**VAARAD VENTURES LIMITED****ATTENDANCE SLIP**

Regd. Off: 6, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Mumbai – 400031.

To be filled in and handed over at the entrance of the Meeting Hall

Folio No. \_\_\_\_\_

No. of Shares \_\_\_\_\_

---

Name of the attending Member (in BLOCK LETTERS)

---

Name of the Proxy (in BLOCK LETTERS)

(To be filled in if the Proxy attends instead of the Member)

I hereby record my presence at the ANNUAL GENERAL MEETING at the Registered Office of the Company at 6, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Mumbai – 400031 on 29<sup>th</sup> September, 2014 at 9.00 a.m.

---

Member's/Proxy's Signature

**BOOK POST**

*If undelivered please return to: -*

**VAARAD VENTURES LIMITED**

6, Lalwani Industrial Estate,

14 G.D. Ambekar Road, Wadala,

Mumbai 400031.