

Vaarad Ventures Limited

22nd ANNUAL REPORT

2015-2016

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BOARD OF DIRECTORS

Mr. Vickram Dosshi
Mrs. Leena Doshi
Mr. Piyush Vora
Mr. Dilip Mehta

Managing Director
Director
Director
Director

Mr. Sanjay Nimbalkar

CFO & Compliance Officer

CIN:

L65990MH1993PLC074306

Registered Office:

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

Telephone No's:

+91 22 24117080/ 24117082

Fax No.:

+91 22 24117085

E-mail:

cs.dept@vaaradventures.com

Website:

www.vaarad.com

Registrar and Transfer Agents:

Big shares Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Saki vihar Road, Sakinaka,
Andheri (E), Mumbai-400 072.

Telephone Nos.

+91 22 40430200

E-mail

sandeep@bigshareonline.com

BANKERS:

HDFC BANK LTD.
ICICI BANK LTD.

NOTICE

Notice is hereby given that the **22nd Annual General Meeting** of the Members of Vaarad Ventures Limited will be held on Thursday, September 29, 2016 at 10:00 a.m. at 6A, Lalwani Industrial Estate, 14 G.D. Ambekar Road, Wadala, Mumbai 400031 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. Standalone and Consolidated for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and

2. To appoint a Director in place of Mrs. Leena Doshi (DIN- 00404404), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for reappointment.

3. Ratification of Auditors Appointment

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Accounts) Rules, 2014 framed, as amended from time to time, the Company hereby ratifies the appointment of M/s. K.M. Tapuria & Co., Chartered Accountants (Firm Registration No.314043E), 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), to examine and audit the accounts of the Company, 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.”

NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. **A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.**

Corporate Members intending to depute their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a duly certified true copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.

2. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
3. **The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.**
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least one week before the date of the Meeting, so that the information required may be made available at the Meeting, to the extent possible.
5. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days during business hours between 9.00 a.m. and 12 noon except holidays before the AGM.
6. Details under Regulation 36 of SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Big Shares Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Big Shares Services Pvt. Ltd.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to Big Shares Services Pvt. Ltd.

8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Big Shares Services Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same by submitting the same to Big Shares Services Pvt. Ltd or Secretarial Department of the Company. Members holding shares in demat form are requested to register their email address with their Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
11. The Notice of the AGM along with the Annual Report 2015-16 and Attendance Slip is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant, unless any Member has requested for a physical copy of the same. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Big Shares Services Pvt. Ltd. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the AGM.
12. Instructions for remote e-voting are given are annexed to this notice.

INSTRUCTIONS FOR REMOTE E-VOTING

- Pursuant to Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration), rules, 2014, as substituted by the Companies (Management and Administration), Amendment, Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 the Members are provided with the facility to cast their vote electronically on the resolution proposed to be passed at the AGM through the e-voting services provided by (CDSL). The

instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 22nd September, 2016, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice.
- The facility for voting through electronic voting system or polling paper shall made be available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The voting period will commence at 9.00 a.m. on Monday, 26th September, 2016 and will end at 5.00 p.m. on Wednesday, 28th September, 2016. In addition, the facility for voting shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by e-voting shall be eligible to vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING:

1. Open your web browser during the voting period and log on to the e-voting website 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. 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 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:

	For Members holding shares in Demat Form and Physical Form
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"> 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. 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
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"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (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 on 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 a print out 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 and 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.
 - 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** 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 favor 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)
 1. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories): i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 2. Please follow all steps for e-voting for shareholders holding shares in physical mode to cast vote, as given above.

- (B) The voting period begins on 26th September, 2016 at 9.00 a.m. and ends at 5.00 p.m. on Thursday 28th September 2016. 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 22nd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper. iii.
- (D) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.cdsl.com.
- (E) The Board of Directors has appointed M/s. Kushla Rawat & Associates, Practicing Company Secretary (Membership No.33413) as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (F) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (G) The Chairman or authorized representative shall declare the results of the electronic voting after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company in the annual reports section.
- (H) The investors may contact the Compliance Officer for redressal of their grievances /queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances /queries to the Compliance officer at the following e-mail address: compliance@vaaradventures.com.

For and on behalf of the Board

Sd/-

Mr. VickramDoshhi
Managing Director

Place: Mumbai
Date: 12.08.2016

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. of the accompanying Notice:

Item No. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act. K. M. Tapuriah & Co., (ICAI Firm Registration No.314043E), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company, at the Annual General Meeting (AGM) of the Company held on September 29, 2014, to hold office from the conclusion of the twentieth AGM till conclusion of the twenty-fifth AGM to be held in the year 2019.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 3 of the Notice.

The Board commends the Resolution at item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

PROFILE OF DIRECTOR

DETAILS OF DIRECTORS SEEKING APPOINTMENT /REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Particulars	Mrs. Leena Doshi
Date of Birth	01/05/1965
Date of Appointment	17/12/2007
Qualification	B.Com
Expertise in Specific Area	Wide experience in the field of Human Resource.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. Kimaya Shoppe Limited 2. Atco Water Technologies Limited 3. Kimaya Wellness Limited 4. Geo Thermal Water Limited 5. Varuna Drinking Water Solutions Limited
Directorships held in private companies	1. Doshi Enterprises Private Limited 2. Covet Securities & Leasing Private Limited 3. Anew Electronic Industries Private Limited 4. Print Superb Printers Private Limited
Number of shares held in the Company	37929270

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mrs. Leena Doshi, please refer to the Corporate Governance Report.

DIRECTOR'S REPORT

To The Members,

The Directors submit the 22nd Annual Report of Vaarad Ventures Limited along with the audited financial statements for the financial year (FY) ended March 31, 2016. Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL RESULTS:

FIGURES IN INR LAKH

	Standalone		Consolidated	
Particulars	2015-16	2014-15	2015-16	2014-15
Sales & Other Income	0.38	0.53	3.27	58.82
Profit/(Loss) before Depreciation & Tax	(30.38)	(15.41)	(35.25)	(18.25)
Less: Depreciation	4.19	4.19	39.66	85.13
Profit Before tax	(34.58)	(19.61)	(74.91)	(103.38)
Less: Provision for Taxation	0	0	0.00	0.12
Add/(Less): Provision for deferred tax	0.10	(0.22)	0.10	1.61
Add/(Less): Prior Year Expenses	-	-	-	-
Profit after depreciation & tax	(34.47)	(19.83)	(74.81)	(101.89)
Add: Excess provision for Income Tax written Back	-	-	-	-
Profit for the year	(34.47)	(19.83)	(74.81)	(101.89)
Debit/Credit balance of profit & loss account brought forward	162.79	234.71	(445.65)	(32.92)
Change in depreciation provision acc. to Co. Act, 2013 and Other	-	(17.60)	1.72	(236)
Amount Available for Appropriation	162.79	197.26	(443.92)	(370.83)
Less: Proposed dividend	-	-	-	-
Less: Tax on Dividend	-	-	-	-
Balance Carried Forward to Balance Sheet	162.79	197.26	(443.92)	(370.83)

PERFORMANCE:

Consolidated Earnings Per share (basic and diluted) is Rs. (0.03) per share in financial year 2015-16, as compared to Rs. (0.062) per share in financial year 2014-15. 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:

The Company has 4 direct subsidiaries and 5 step down subsidiaries as on 31st March, 2016. There are 2 associate companies within the meaning of Sec 2(6) of the Companies Act, 2013. 4 step down subsidiaries from the previous year ended 31st March 2015 have been closed using the Fast Track Exit (FTE) route provided by the Registrar of Companies. These subsidiaries are Atcomaart Lead Services Pvt. Ltd., Voffice Technologies Pvt. Ltd., HAM Services Pvt. Ltd. And Knowledgeworks Management Services Pvt. Ltd. Their businesses will be continued by the current subsidiaries.

There has been no material change in the nature of business of other subsidiaries.

Pursuant to the provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached as **Annexure-I** to the Directors Report.

Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with separate audited accounts in respect of subsidiaries are available on the website of the Company – www.vaarad.com. They will also be available for inspection at our registered office during business hours for the AGM as mentioned in the notice.

Sr.No.	Subsidiaries	Business
1.	M/s Atco Limited and its wholly owned Subsidiary M/s Atcomaart Services Limited & M/s Innovamedia Publications 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 subsidiary i.e. M/s Asset Resolution Services India Pvt. Limited	Consultancy and Advisory Services
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CORPORATE GOVERNANCE:

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2015-16.

DIRECTORS AND KEY MANAGERIAL PERSONS

In the opinion of the Board, the independent directors are persons of integrity and possess relevant expertise and experience. Your Company has received the necessary declaration from the independent directors as required under Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013.

Mrs. Leena Doshi retires by rotation and being eligible has offered her for re-appointment.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees paid to them for the purpose of attending meetings of the Company.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are - Mr. Vickram Dosshi, Managing Director and Mr. Sanjay Nimbalkar, Chief Financial Officer and Compliance Officer.

During the year under review, Mr. Himesh Pandya, has resigned as a Company Secretary and Compliance Officer of the Company with effect from 30th March, 2016. Mr. Sanjay Nimbalkar, CFO, was temporarily appointed as Compliance Officer in his place.

NUMBER OF MEETINGS OF THE BOARD

For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"). The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making Annual Report 2015-16 Board's report
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

The performance of the board and committee was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board and committee composition and structure, effectiveness of board processes, information and functioning, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2016, the Board consists of four members, two of whom are promoter directors, and two are independent directors.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

As part of the effort to evaluate the effectiveness of the internal control system, your Company's internal auditor reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The Audit Committee regularly reviews the audit findings and based on discussions with the internal and statutory auditors, recommends a number of control measures both in operational and accounting related areas, apart from security related measures which are then implemented by the company.

Measures have been implemented to ensure that internal controls are commensurate with the size and nature of the business.

AUDIT COMMITTEE

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s. K.M. Tapuria & Co., Chartered Accountants (Firm Registration No.314043E), were appointed as statutory auditors of the Company from the conclusion of the 20th Annual General Meeting (AGM) of the Company held on 29th September 2014 till the conclusion of the 25th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

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 Regulation 27 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 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 Annual Report.

TRAINING OF INDEPENDENT DIRECTORS

The provision of an appropriate induction programme for new Directors and ongoing training for existing Directors is a major contributor in the maintenance of high corporate governance standards of your Company. The Independent Directors, from time to time request management to provide detailed understanding of any specific project, activity or process of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- a. build an understanding of Vaarad Ventures, its businesses and the markets and regulatory environment in which it operates;
- b. fully equip Directors to perform their role on the Board effectively; and
- c. develop understanding of Company's people and its key stakeholder relationships.

In addition to the extensive induction and training provided, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. The secretarial audit report is annexed as **Annexure III** to this report.

RISK MANAGEMENT

The Board of Directors has assumed the responsibility of the Risk management Committee considering the size and nature of the business of your Company.

The Board of Directors of the Company has adopted the following Risk Management Policy in terms of the provisions of the Companies Act, 2013 and Listing Agreement with stock exchanges.

1. Putting in place of Risk Management frameworks and processes.
2. Identifying risks and promoting a pro-active approach to treating such risks.
3. Allocating adequate resources to mitigate and manage risks minimize their adverse impacts on outcomes.
4. Striving towards strengthening the risk management system through continuous learning and improvement.
5. Communicating the required policy to the required shareholders through suitable means and periodically reviewing its relevance in a continuously changing business environment.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

RELATED PARTY TRANSACTIONS

None of the transactions in the current year with related parties falls under the scope of section 188(1) of the Act. The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website www.vaarad.com/Investorinformation.aspx.

EXTRACT OF ANNUAL RETURN

Extract of annual return as provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure IV** in the prescribed Form MGT-9, which forms part of this report.

PARTICULARS OF EMPLOYEES

Particulars of Employees as required under Section 197 of the Companies Act, 2013 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.

Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Nomination and Remuneration Committee continuously reviews the remuneration to align both the short term and long term business objectives of the Company.

Remuneration paid to Independent Directors:

Name of the Director	Remuneration in fiscal 2016(Rs.)	Remuneration in fiscal 2015(Rs.)	No. of Stock Options	% increase of remuneration (2016 over 2015)
1. Piyush A. Vora	20,000/-	15,000/-	-	N.A.
2. Dilip Mehta	25,000/-	40,000/-	-	N.A.

Title	Remuneration in fiscal 2016 (Rs.)	Remuneration in fiscal 2015 (Rs.)	No. of Stock Options	% increase of remuneration (2016 over 2015)	Excl. WTD	Incl. WTD	Ratio of Rem. to	
					Ratio of Rem. To MRE (2)	Ratio of Rem.to MRE &WTD (2)	Net Profit (Fiscal 2016)*	Net Profit (Fiscal 2015)**
CFO(1)	2,42,400/-	2,40,000/-*	-	N.A.	N.A.	N.A.	N.A.	N.A.
CS	2,50,000/-	2,70,000/-*	-	N.A.	N.A.	N.A.	N.A.	N.A.

(1)The CFO was appointed from 28th March 2015. (2): No others fall under Employees. The Company has retainers.

*Based on annualized average salary

** Being an Investment Company, there are no revenues against which salary can be seen.

DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

RBI GUIDELINES

The 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.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details as required by Companies Accounts Rules, 2014 in relation to the conservation of energy, technology absorption and foreign exchange outgo are annexed as **Annexure-II** to the Directors report.

SIGNIFICANT & MATERIAL ORDERS

There are no significant & material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

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/-

Place: Mumbai
Date: 12.08.2016

Mr. Vickram Dosshi
Managing Director

ANNEXURE TO THE DIRECTORS REPORT**ANNEXURE I - Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Account Rules, 2014)

Statement containing Salient Features of the Financial Statements of the Subsidiaries

Name of Subsidiary Company	Reporting Currency	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	% of Share holding
M/s Atco Limited	INR	2190250	166414997	212785129	44179882	NIL	-178988	NIL	-178988	100%
M/s Atcomaart Services Limited	INR	5110000	-15204782	442288564	452383346	37300	-116552	NIL	-116552	100%
M/s Innovamedia Publications Limited	INR	1998000	14042120	16491438	451318	NIL	-8255	494	-8749	100%
M/s Edesk Services Limited	INR	4210000	32478012	249050360	212362348	NIL	-2219067	NIL	-2219067	100%
M/s Varuna Drinking Water Solutions Limited	INR	932500	16816065	17800000	51435	NIL	-7667	NIL	-7667	100%
M/s Geo Aquatech limited	INR	500000	-35136	474108	9244	NIL	-5777	NIL	-5777	100%
M/s Geo Thermal Water Limited	INR	980000	13549400	16584021	2054621	NIL	-1180341	NIL	-1180341	100%
M/s Mentor Capitalist Chambers Private Limited	INR	100000	-334507	100000	334507	NIL	-310867	NIL	-310867	52.50%
M/s Asset Resolution Services India Private Limited	INR	100000	-35605	1072535	1008140	NIL	-5781	NIL	-5781	52.50%

Part "B": Associates

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Name of Associates	Anewera Marketing Private Limited	Kimaya Shoppe Limited
1. Latest audited Balance Sheet Date	31/03/2016	31/03/2016
2. Shares of Associate/Joint Ventures held by the company on the year end		
No.	95000	396900
Amount of Investment in Associates/Joint Venture	950000	3969000
Extend of Holding%	39.58%	48.99%
3. Description of how there is significant influence	Shareholding greater than 20%	Shareholding greater than 20%
4. Reason why the associate/joint venture is not consolidated	It is immaterial in nature.	It is immaterial in nature.
5. Net worth attributable to shareholding as per latest audited Balance Sheet		
6. Profit/Loss for the year		
i. Considered in Consolidation		
ii. Not Considered in Consolidation		

ANNEXURE-II

[Pursuant to Section 134(3) (m) of The Companies Act, 2013 read with rule 8(3) of The Companies (Accounts) Rules, 2014]

(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.
 - The measures taken above have resulted in reduction of power consumption.

(B) TECHNOLOGY ABSORPTION

a. Research and Development (R&D)

Your Company being in financial services business does not conduct conventional research and development. However, the company wishes to become a listed private equity player and do newer innovation for the proposed business.

b. Technology absorption, adaptation and innovation: Not applicable

Benefits derived: Not applicable

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

There has been no foreign currency earning/outgo during the previous year 2015-16.

	2015-16	2014-15
Earning	-	-
Outgo	-	-

For and on behalf of the Board

Sd/-

Place: Mumbai
Date: 12.08.2016

Mr. VickramDoshi
Managing Director

ANNEXURE III - SECRETARIAL AUDITORS REPORT**Form No. MR-3**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration) Rules, 2014]

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

To,
The Members,
Vaarad Ventures Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Vaarad Ventures Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2016**, complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (now known as SEBI (Prohibition of Insider Trading) Regulation 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company for the year under review)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company for the year under review)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company for the year under review)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable to the Company for the year under review)
- (vi) Other applicable laws/acts to the Company:
- 1. Weekly Holidays Act, 1942
 - 2. Bombay Stamp Act, 1958
 - 3. Shops and Establishment Act, 1948
 - 4. Service Tax and Profession Tax
 - 5. Income Tax Act, 1961
 - 6. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - 7. Maternity Benefit Act, 1961
 - 8. RBI Act, 1934 under section 45-IA
 - 9. Negotiable Instruments Act, 1881
 - 10. Registration Act, 1908

Further we have relied on the company officials that, The Payment of Gratuity Act 1972, The Employees Provident Funds and Miscellaneous Provisions Act 1952 are being complied with. The Equal Remuneration Act 1976, Contract Labour (Regulation abolition) Act 1970 does not apply to the company as it is an investment company with no labourers and/ or is outside the purview of the Acts aforementioned.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. During the conduct of secretarial audit it was observed that Mr. Himesh Pandya resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f 30.03.2016 due to personal reasons and *Mr. Sanjay Nimbalkar, Chief Financial Officer, tentatively appointed / designated as the Compliance Officer of the Company as per SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 w.e.f the date of relieving of Mr. Himesh Pandya.* Management explained that the Company is simultaneously in the process of finding a suitable person as a whole time Company Secretary.

We further report that;

The compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

Being a NBFC Company, during the audit period the company has received various clarification letters from Reserve Bank of India (RBI). Management replied to all these letters and RBI compliances were carried out by the company.

We further report that;

There was no changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

However Mr. Nitin Hariyantlal Datanwala resigned from the directorship of the company w.e.f 30.05.2015. Whereas as per E-Form DIR 12 filed with the Registrar of Companies, Mumbai, Maharashtra the date of resignation had been placed inadvertently 20.06.2015 instead of 30.05.2015, in this regard management recorded the correction in the company's record.

Further Mr. Dilip Mehta director of the company appointed as Chairman and Mr. Piyush Vora appointed as a member of the Audit Committee in place of Mr. Nitin Datanwala with effect from 30th May, 2015.

Adequate notice is given to all the directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that Based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has following events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above:

1. During the financial year Mr. Omprakash Talreja has ceased to be Compliance Officer of the Company and in his place Ms. Pooja Sawant shall be the Compliance Officer of the Company w.e.f 19.05.2015.
2. During the financial year Ms. Pooja Sawant has ceased to be Compliance Officer of the Company due to pre-occupations and in her place Mr. Himesh Pandya shall be the Compliance Officer of the Company w.e.f 13.10.2015.

**For Kushla Rawat & Associates
Company Secretary**

Place: Mumbai
Date: 12.08.2016

**(Kushla Rawat)
ACS No: 33413
COP No: 12566**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report.

ANNEXURE-I

To,
The Members,
Vaarad Ventures Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Kushla Rawat & Associates
Company Secretary

Place: Mumbai
Date: 12.08.2016

(Kushla Rawat)
ACS No: 33413
COP No: 12566

ANNEXURE IV - FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rule, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65990MH1993PLC074306
2.	Registration Date	04/10/1993
3.	Name of the Company	VAARAD VENTURES LIMITED
4.	Category/Sub-category of the Company	Company limited by shares
5.	Address of the Registered office & contact details	6/A, Lalwani Industrial Estate, 14 G. D. Ambekar Road,
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited E-2/3, Ansa Industrial Estate, Saki Vihar Road, Andheri (East), Mumbai-400072.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(The entire business activities contributing 10% or more of the total turnover of the company shall be stated)

No.	Name and Description of main products /services	NIC Code of the Product/servi	% of total turnover of the Company
1	Non-Banking Financial Company`	649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary /Associate	% of Shares held	Applicable Section
1.	Atcomaart Services Limited	U20100MH2004PLC112674	Subsidiary	100%	2(87)
2.	Atco Limited	U29219MH2010PLC201847	Subsidiary	100%	2(87)
3.	Innovamedia Publications Limited	U15540MH1997PTC222401	Subsidiary	100%	2(87)
4.	Asset Resolution Services India	U74120MH2010PTC209454	Subsidiary	52.5%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

[illegible]

b) Banks /FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e)Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f)Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g)FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h)Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i)Others specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total(B)(1):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.Non-Institutions									
a) BodiesCorp.									
i)Indian	60929984	2600	60932584	24.38	60594766	2600	60597366	24.25	0.01
ii)Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i)Individuals Shareholders holding nominal share capital upto Rs. 2 lakh	2235586	285250	2520836	1.01	1823365	281850	2105215	0.84	0.17
ii)Individual shareholding nominal share capital in excess of Rs 2 lakh	1259515	NIL	1259515	0.50	2021160	NIL	2021160	0.81	0.31
c)Others(specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Non-Resident Indians	261205	NIL	261205	0.10	260203	NIL	260203	0.10	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clearing Members	14170	NIL	14170	0.01	4366	NIL	4366	0.00	0.01
Trusts	7001000	NIL	7001000	2.80	7001000	NIL	7001000	2.80	NIL
Foreign Bodies-D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total(B)(2):-	71701460	287850	71989310	28.81	71704860	284450	71989310	28.81	NIL
Total Public Shareholding(B)=(B)(1)+(B)(2)	71701460	287850	71989310	28.81	71704860	284450	71989310	28.81	NIL

C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total(A+B+C)	249615150	287850	249903000	100.00	249618550	284450	249903000	100.00	NIL

Note: The numbers for shareholding as on 31.03.2015 for the below mentioned cells are to be read as 'Rs.1 lakh' in place of 'Rs. 2 lakh'

i)Individuals Shareholders holding nominal share capital upto Rs. 2 lakh
ii)Individual shareholding nominal share capital in excess of Rs 2 lakh

Category-wise Shareholding

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of Shares	% of total Shares of the	% of Shares Pledged/ encumbered to	No. of Shares	% of total Shares of the compa	% of Shares Pledged/ encumbered to total	
1	Leena V. Doshi	37929270	15.18	NIL	37929270	15.18	NIL	NIL
2	Vikram A. Doshi	3600	0.01	NIL	3600	0.01	NIL	NIL
3	Harsh V. Doshi	30471038	12.19	NIL	30471038	12.19	NIL	NIL
4	Tanvi V. Doshi	105188982	42.09	NIL	105188982	42.09	NIL	NIL
5	Vikram Anantrai Doshi HUF	101200	0.04	NIL	101200	0.04	NIL	NIL
6	Kimaya Shoppe Limited	2676000	1.07	NIL	2676000	1.07	NIL	NIL
7	Covet Securities & Leasing Private Ltd	1543600	0.62	NIL	1543600	0.62	NIL	NIL

C) Change in Promoters' Shareholding (please specify, if there is no change)

There is no change in promoter's shareholding.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Top 10 Shareholders *	Shareholding at the Beginning of the Year 1-4-2015	Cumulative Shareholding at the end of the year 31-03-2016
--------	-----------------------	--	---

		No. of Shares	%of total shares of the company	No. of Shares	% of total shares of the company
1.	Kimaya Wellness Limited	37789180	15.12	37789180	15.12
2.	Kans Trading Company Private Limited	10500000	4.20	10500000	4.20
3.	Nitin Datanwala (as trustee)	7000000	2.80	7000000	2.80
4.	Mehta Brokerage Private Limited	3555155	1.42	3555155	1.42
5.	Nimish Brokerage Private Limited	3000000	1.20	3000000	1.20
6.	Mehta Media and Entertainment Private Limited	3000000	1.20	3000000	1.20
7.	Shrishti Earthmovers Private Limited	2625000	1.05	2625000	1.05
8.	Rajesh K. Mehta	503025	0.20	569998	0.23
9.	Pallaviben Ketankumar Mehta	394979	0.16	610839	0.24
10.	Ketan Mehta	283694	0.11	648129	0.26

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

E) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. Vickram A. Dosshi	3600	0.00	3600	0.00
2. Leena V. Doshi	37929270	15.18	37929270	15.18

V) INDEBTEDNESS-

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excludig deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial				
i) Principal Amount	288937	54195945	NIL	54484882
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total(i +ii +iii)	288937	54195945	NIL	54484882
Change in Indebtedness during the financial year				
*Addition	NIL	2473051	NIL	2473051
* Reduction	99709	NIL	NIL	(99709)
Net Change			NIL	
Indebtedness at the end of the financial year				
i) Principal Amount	189228	56668996	NIL	56858224
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total(i +ii +iii)	189228	56668996	NIL	56858224

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIALPERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Managing Director, Whole-time Directors and/or Manager
		MD – Mr. Vickram Dosshi
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	4,80,000
	(b) Value of perquisites u/s 17(2)Income-tax Act,1961	NA
	(c) Profits in lieu of salary undersection17(3) Income-tax Act,1961	NA
2	Stock Option	NA

3	Sweat Equity	NA
4	Commission	NA
	- as % of profit	
	Others specify...	NA
5	Salary Paid	4,80,000/-
6.	Ceiling as per Act	42,00,000/-

B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mrs. Leena Doshi	Mr. Piyush Vora	Mr. Dilip Mehta	
1	Independent Directors				
	Fee for attending board and committee meetings	NIL	20,000/-	25,000/-	45,000/-
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	20,000/-	25,000/-	45,000/-
	Other Non-Executive				
	Fee for attending board and committee meetings	20,000/-	NIL	NIL	20,000/-
	Commission	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	20,000/-	NIL	NIL	
	Total(B)=(1+2)	20,000/-	20,000/-	25,000/-	65,000/-
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	400,000/-	400,000/-	500,000/-	13,00,000/-

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel		Total
		CS	CFO Mr. Sanjay Nimbalkar	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	2,50,000/-	2,42,400/-	4,92,400/-
	(b) Value of perquisites u/s 17(2)Income-tax Act,1961	NIL	NIL	NIL
	(c) Profits in lieu of salary undersection17(3) Income-tax Act,1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	Others specify...	NIL	NIL	NIL
5	Salary Paid	2,50,000/-	2,42,400/-	4,92,400/-

The salaries above are annualized.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2016.

MANAGEMENT DISCUSSION AND ANALYSIS

➤ **INDUSTRY STRUCTURE AND DEVELOPMENTS.**

Non- Banking Finance Companies (NBFC) is 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 there are several Indian and foreign funds scouting new investment opportunities. 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.

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.

➤ **OPPORTUNITIES AND THREATS:**

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 2015-2016 appeared reasonable, there were certain downside risks such as pace and shape of global recovery and other microeconomic factors. 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 attrition of employees.

➤ **RISKS & CONCERNS:**

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

➤ **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, empowers and enables 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. The Company has elaborate processes in place to prevent discrimination and harassment including sexual harassment. A Whistle blower policy is also in place.

➤ **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

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 Board of Directors has adopted 'Code of Conduct' for the Company which is a statement of practices and the procedures to be followed by the Company's directors. The copy of the code is available on Company's website Board of Directors (URL: <http://www.vaarad.com/Investors.aspx>)

THE BOARD OF DIRECTORS

The Board of Directors comprises professionals drawn from diverse fields, who bring with them a wide range of skills, expertise and experience. The Non-Executive and the Independent Directors bring external and wider perception and independence in the decision making. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 read with Section 149 of the Act.

The company has received written representations from the directors stating their compliance with Regulation 26 of the SEBI (Listing Obligations and Disclosures) Regulations, 2015. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2016 have been made by the Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 Regulations read with Section 149(6) of the Act.

The details of the meetings of the board of directors is given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.

CATEGORY AND ATTENDANCE OF DIRECTORS

Name of Director	Category	Number of Board Meetings attended during the year 15-16	Whether attended last AGM held on 30th September, 2015	Number of directorships in other Public Companies	Number of committee positions held in other public companies	
					Chairman	Member
Mr. Vickram	Chairman &	5	Yes	8	1	2

Dosshi DIN:00063455	Managing Director					
Mrs. Leena Doshi DIN:00404404 (Related to Mr. Vickram Dosshi)	Non-Executive/ Promoter	5	Yes	5	-	-
Mr. Piyush Vora DIN:00018995	Non-Executive/ Independent Director Shareholding - 0	1	Yes	-	-	2
Mr. Dilip Mehta DIN:00991101	Non-Executive/ Independent Director Shareholding - 0	2	Yes	1	2	-

Board meetings are normally held at the Registered Office of the company. The dates of the Board Meetings are fixed well in advance.

During the year, in all 5 Board Meetings were held, i.e. 30th May 2015; 31st July, 2015; 4th September, 2015; 7th November, 2015 and 8th February, 2016. The time interval between any two meetings was not more than 120 days. The necessary quorums were present for all the meetings. The directors evaluation meeting was held on 12th March 2016.

During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration. The terms and conditions of appointment of the independent directors are disclosed on the website of the Company. The familiarization programme of the independent directors can be seen on www.vaarad.com/investors.aspx. During the year a separate meeting of the independent directors was held on 12th March, 2016 inter-alia to review the performance of non-independent directors and the board as a whole. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

COMMITTEES OF THE BOARD

1. AUDIT COMMITTEE

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.

The objective of Audit Committee is to assist 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.

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:
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Examination of the financial statement and the auditors' report thereon;
- xi. Valuation of undertakings or assets of the company, wherever it is necessary;
- xii. Evaluation of internal financial controls and risk management systems;
- xiii. Establish and review functioning of the vigil mechanism and whistle blower policy for directors and employees to report genuine concerns in such manner as may be prescribed;

xiv. The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;

xv. The audit committee shall review the information required as per SEBI Listing Regulations.

xvi. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvii. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xviii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors

xix. reviewing performance and adequacy of the statutory and internal audit functions and discussions on significant findings

xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16	
		Held	Attended
Mr. Dilip Mehta, Chairman	Independent, Non-Executive	4	4
Mr. Piyush Vora, Member	Independent, Non-Executive	4	4
Mr. Vickram Dosshi, Member	Executive, Promoter	4	4

Four audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows: May 30, 2015; July 31, 2015; November 7, 2015; and February 8, 2016.

The necessary quorum was present for all the meetings.

2. NOMINATION& REMUNERATION COMMITTEE:

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

TERMS OF REFERENCE

- i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- ii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
- iii. devising a policy on diversity of board of directors;
- iv. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- v. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

COMPOSITION AND ATTENDANCE DURING THE YEAR

The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16	
		Held	Attended
Mr. Dilip Mehta, Chairman	Independent, Non Executive	1	1
Mr. Piyush Vora Member	Independent, Non Executive	1	1

The Committee met one time during the year, on 8th March, 2016.

xii. The Company does not have any Employee Stock Option Scheme.

xii. **Performance Evaluation Criteria for Independent Directors:** The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. A list of factors that may be evaluated including participation and contribution by a director, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of the directors.

Remuneration Policy

Executive Directors and Non-Executive Directors (including Independent Directors)

Remuneration of the Executive Directors consists of a fixed component and is decided as per contract. The Non-Executive Directors shall only be entitled to sitting fees, as approved by the Board of Directors on recommendation of Nomination & Remuneration Committee and in accordance with the maximum limits provided in the provisions of Sections 197 of the Companies Act, 2013. During the year 2015-16,

the Company paid sitting fees of Rs. 5000 per meeting to its non- executive Directors for attending meetings of the Board and Audit Committee.

The Managing Director, Mr. Vickram Dosshi being an Executive Director of the Company is entitled to fixed component of Rs. 48,00,000/- p.a as per the contract signed on 17/12/2012. He has however decided to waive off a significant portion of the same this year. The fees and payments made to the directors are shown in MGT-9.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Name of the Member	Category	No. of Meetings attended during 2015-16	
Mr. Dilip Mehta, Chairman	Independent	4	4
Mr. Piyush Vora, Member	Independent	4	4

Details of investor complaints received and redressed during the year 2015- 16 are as follow

Pending at the Beginning of the Year	Received during the year	Resolved during the Year	Remaining Unresolved during the year
0	8	8	0

Compliance Officer

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issued within 7-10 days except in case of dispute over facts or other impediments. No investor grievances remained unattended / pending for more than 30 days as on March 31, 2016.

Mr. Sanjay Nimbalkar, Chief Financial Officer of the Company was appointed as Compliance officer of the Company on 30th March, 2016.

Name, designation and address of Compliance Officer:

Mr. Sanjay Shankar Nimbalkar
Chief Financial Officer and Compliance Officer
3-64B, B.D. Chawl No.78,
Dr. G. M. Bhosale Marg,

Worli , Mumbai-400018

Tel No. 9819326556

Fax No. 022-24117085

GENERAL BODY MEETINGS

a) Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed:

Day and Date	Location	Time	Special Resolutions
Wednesday, 30 th September, 2015	6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai-400031	10.00a.m.	NIL
Monday, 29 th September, 2014	6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai-400031	9.00a.m.	1. Appointment of Mr. Nitin Datanwala as Independent Director for a period of 5 years. 2. Power to borrow money beyond the limits specified in Section 180(1)(c) of Companies Act, 2013
Saturday, 28 th September, 2013	6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai-400031	11.00 a.m.	1. Re-appointment of Mr. Vickram Dosshi as Managing Director of Vaarad Ventures Limited for a period of 5 years

All resolutions moved at the last Annual General Meeting were passed by the requisite majority of shareholders.

b) No Extra-ordinary General Meeting of the shareholders was held during the year.

During the previous year under review, no special resolution was passed through postal ballot.

c) Details of Special Resolutions proposed to be conducted through postal ballot:

No special resolution is to be conducted through postal ballot at the AGM to be held on 29th September, 2016.

OTHER 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 Company has formulated a Related Party Transactions Policy and the same is displayed on the Company's website.

(<http://www.vaarad.com/InvestorInformation.aspx#Disclosures>)

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. CFO certification

The Chief Financial Officer, Mr. Sanjay Nimbalkar has provided the Certificate to the Board in accordance with Clause 49 IX of the Listing Agreement pertaining to CFO certification for the Financial Year ended 31st March, 2016.

d. 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. The risk management committee and the board of directors are one and the same.

e. Details of non-compliance by the Company, penalties, and 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.

f. Whistle Blower policy

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy has also been placed on the Company's website. (<http://www.vaarad.com/InvestorInformation.aspx#Disclosures>)

g. Code for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prohibition of Insider Trading to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code has also been posted on the Company's website (URL: <http://www.vaarad.com/InvestorInformation.aspx#InsiderTrading>)

All Promoters, Directors, Key Managerial Personnel and other specified persons who could have access to unpublished price sensitive information of the Corporation are governed by this Code.

h. Disclosures under the Prevention of Sexual Harassment of Women at workplace(Prevention, Prohibition and Redressal Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013 and the rules there under for prevention and redressal of complaints of sexual harassment at workplace.

The Company has not received any complaint on sexual harassment during the year 2015-16.

i. The Company has duly fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI Listing Regulations:

a. G. C. Patel & Co., the internal auditors of the Company, make representations directly to the audit committee on their findings and suggestions.

SECRETARIAL AUDIT

- Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates have been issued, on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with CDSL).
- M/s Kushla Rawat & Associates, Practicing Company Secretaries have conducted a Secretarial Audit of the Company for the year 2015-16. Their Audit Report confirms that the Company has complied with the applicable provisions of the Companies Act and the Rules made there under, its Memorandum and Articles of Association, Listing Agreements with the Stock Exchanges and the applicable SEBI Regulations.

CODE OF CONDUCT

The Company has adopted the Vaarad Code of Conduct for all directors and employees of the Company. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The Code is posted on the Company's website <http://www.vaarad.com/Investors.aspx>.

All Board members and senior management personnel have affirmed compliance with the code for the year ended on March 31, 2016. Declaration to this effect signed by the Managing Director for the year ended on March 31, 2016 is annexed to this report.

The Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/ or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

SUBSIDIARY COMPANY

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as financial statements of the subsidiaries 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.

The Company has formulated a policy for determining material subsidiaries and the Policy is disclosed on the Company's website URL: <http://www.vaarad.com/InvestorInformation.aspx#Disclosures>.

10. MEANS OF COMMUNICATION

a. The quarterly and the half yearly results, published in the proforma prescribed by the Listing Agreement, are approved and taken on record by the Board of Directors of the Company within prescribed time of the close of the relevant quarter. The approved results are forthwith sent to the Stock Exchanges where the Company's shares are listed. The results are also published within 48 hours in Free Press Journal/ Business Standard (in English) and Navshakti /Mumbai Tarun Bharat (in regional language) Newspaper. The results are displayed on the Company's website, and filed with BSE Ltd.

b. The Company publishes the audited annual results within the stipulated period from the close of the financial year as required by the Listing Agreement. The annual audited results are also communicated to the Stock Exchanges where the Company is listed, published in the newspapers and displayed on the Company's website and BSE Online Portal.

c. The "Financial Information" section on the website gives information relating to financial results, annual reports, shareholding pattern.

d. The quarterly Shareholding Pattern and Corporate Governance Report of the Company are available on the Company website. They are also filed with the BSE Ltd. through BSE Online Portal.

e. Management Discussion and Analysis Report forms a part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Maharashtra, Mumbai. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65990MH1993PLC074306.

ANNUAL GENERAL MEETING, DATE, TIME AND VENUE:

The Annual general Meeting will be held on Thursday, 29th September, 2016 at 6A, Lalwani Industrial Estate, 14, G.D. Ambekar Road, Wadala, Mumbai – 400031.

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the AGM to be held 29th September, 2016.

Financial Calendar 2015-2016 : April to March

Listing on Stock Exchange : The Company's Equity Shares are listed on the following Stock Exchange:

BSE Ltd.

PhirozeJeejeebhoy Towers Exchange
Dalal Street,
Mumbai 400-001

The Company has paid the listing fees to these Stock Exchanges for the year 2015-16.

Stock Code on BSE Ltd.: 532320

**Demat International Security
Identification Number (ISIN) in
CDSL for Equity Share:** INE418B01048

MARKET INFORMATION:

a. Market Price Data :High, low (based on daily closing prices) and number of equity shares traded during each month in the year 2015-16 on BSE:

Month	Stock Of Vaarad Ventures Limited			BSE Sensex	
	High	Low	Total Number of Equity Shares Traded	High	Low
April 2015	3.00	2.47	81763	29094.61	26897.54
May 2015	5.55	3.00	32619	28071.16	26423.99
June 2015	6.82	5.30	35013	27986.75	26307.07
July 2015	10.35	7.16	6,98,735	28578.33	27416.39
August 2015	9.11	7.65	10927	28417.59	25298.42
September 2015	12.97	6.86	78447	26471.82	24833.54
October 2015	16.86	12.37	32301	27618.14	26168.71
November 2015	20.75	17.70	14202	26824.30	25451.42
December 2015	20.75	20.70	15756	26256.42	24867.73
January 2016	25.90	21.75	33020	26197.42	23839.76
February 2016	25.90	22.20	17471	25002.32	22494.61
March 2016	28.20	21.00	6641	25479.62	23133.18

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

Registrar and Share Transfer System

Documents for transfer of shares in physical form can be lodged with **Big Share Services Private Limited** at its registered address. The transfers are normally processed within 10-12 days from the date of receipt, if the documents are complete in all respects.

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016 IS AS FOLLOWS

a. Distribution of equity shareholding as on March 31, 2016:

Sr. No.	Range	Number of Shareholders	% of Total	Shares Amount	% of Total
1.	1-5000	1458	94.2469	843653	0.3376
2.	5001-10000	25	1.6160	179167	0.0717
3.	10001-20000	18	1.1635	279623	0.1119
4.	20001-30000	8	0.5171	205137	0.0821
5.	30001-40000	6	0.3878	207030	0.0828
6.	40001-50000	2	0.1293	96347	0.0386
7.	50001-100000	7	0.4525	530244	0.2122
8.	100001-9999999999	23	1.4867	247561799	99.0632

Categories of equity shareholders as on March 31, 2016:

Sr. No.	Category of Shareholder	Total Holding	Percentage
1.	Promoters*	173694090	69.50
2.	Group Companies	4219600	1.69
3.	Bodies Corporate	60597366	24.25
4.	Individuals holding nominal capital up to Rs. 2 lakh	2105215	0.85
5.	Individuals holding nominal capital in excess of Rs. 2 lakh	2021160	0.81
6.	Trusts	7001000	2.80
7.	Clearing Members	4366	0.00
8.	NRI's	260203	0.10
	Total	249903000	100%

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

** Group Companies include Covet Securities & Leasing Pvt. Limited, Kimaya Shoppe Limited.

DEMATERIALISATION OF SHARES AND LIQUIDITY

Equity shares of the Company representing 99.89% of the Company's equity share capital are dematerialized as on March 31, 2016.

The Company's equity shares are regularly traded BSE, in dematerialized form.

Percentage of shares held in physical and dematerialized form as on 31st March, 2016

Physical Form	: 2, 84, 450
Electronic Form with NSDL	: 24, 77, 21, 781
Electronic Form with CDSL	: 18, 96, 769

REGISTERED OFFICE ADDRESS ADDRESS FOR CORRESPONDENCE

6/A, Lalwani Industrial Estate,
14, G.D. Ambekar Road,
Wadala, Mumbai – 400031..
Tel No:022-24117080
Email: compliance@vaaradventures.com
Website: www.vaarad.com

For and on behalf of the Board

Sd/-

Mr. Vickram Dosshi

Managing Director

CEO and CFO certification

The Board of Directors
Vaarad Ventures Limited
Mumbai

Dear members of the Board,

We, Mr. Vickram Dosshi, Managing Director and Mr. Sanjay Nimbalkar, Chief Financial Officer of Vaarad Ventures Limited to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of their knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

- (1) significant changes in internal control over financial reporting during the year;
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

E. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.

F. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Place: - Mumbai,
Date: - August 12, 2016

Sd/-
Mr. Sanjay Nimbalkar
CFO

INDEPENDENT AUDITORS' COMPLIANCE CERTIFICATE
(For Corporate governance)

To The Members,
VAARAD VENTURES LIMITED

We have examined the compliance of the conditions of Corporate Governance by **VAARAD VENTURES LIMITED ("the Company")** for the year ended 31st March, 2016 as stipulated in:

- **Clause 49 of Listing Agreements**
- **Regulations under SEBI (Listing and Obligations Requirements) Regulations, 2015**

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.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to the explanations given to us, therefore, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above Listing Agreement and various regulations mentioned under SEBI (Listing and Obligations Disclosures Requirements), Regulations, 2015.

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 For K. M. Tapuria & Co.
Chartered Accountants
Firm's registration number: 314043E

CA Naveen Mohta
Partner(M. No.048111)
Mumbai, 12th August , 2016

Independent Auditor's Report

To the Members of Vaarad Ventures Limited

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **Vaarad Ventures Limited** ("the Company"), which comprise the Balance Sheet as at **31st March 2016**, the Statement of Profit and Loss and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at **31st March 2016**, its **loss**, and its **cash flows** for the year ended on that date.

Report on other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by section 143(3) of the Act, we report that:
 - a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ;
 - e) On the basis of the written representations received from the directors as on **31st March 2016** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March 2016** from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**" and
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer notes to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K. M. Tapuriah & Co
Chartered Accountants
Firm Registration number: 314043E

CA Naveen Mohta

Partner

Membership Number: 048111

Mumbai, 30th May 2016

Annexure "A" to the Independent Auditors' Report of even date to the members of **Vaarad Ventures Limited** on the financial statements for the year ended **31st March 2016**.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of freehold land are held in the name of the Company.
- (ii) The company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) The Company has granted unsecured loans to 2 parties covered in the register maintained under Section 189 of the Act.
 - (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
 - (b) In respect of the aforesaid loans, there is no stipulation of schedule of repayment of principal.
 - (c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
(b) According to the information and explanation given to us and the records of the Company

examined by us, the dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited with the appropriate authorities on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (in Rs.)	Period to which the amount relates	Forum where dispute is pending
Service Tax Act, 1994	Service Tax	Rs. 4,34,000	FY 2012-13	Arbitration Tribunal
Sales Tax Act, 1956 & MVAT 2002 Central Sales Tax 1956	Sales Tax (MVAT) Central Sales Tax	Rs. 28,69,641 Rs. 15,61,192	FY 2008-09 FY 2008-09	Appeal pending Deputy Commissioner of Sales Tax - Mumbai
Sales Tax Act, 1956 & MVAT 2002 Central Sales Tax 1956	Sales Tax (MVAT) Central Sales Tax	Rs. 49,33,992 Rs. 15,415	FY 2009-10 FY 2009-10	Appeal pending Deputy Commissioner of Sales Tax - Mumbai
Sales Tax Act, 1956 & MVAT 2002	Sales Tax (MVAT)	Rs. 9,92,86,279 Rs. 1,737	FY 2010-11 FY 2011-12	Appeal pending Deputy Commissioner OF Sales Tax - Mumbai
Central Excise Act, 1944	Central Excise	Rs. 50,00,000	FY 1998-1999	Bombay High Court
Sales Tax Act, 1956 (Gujarat) / Gujarat Value Added Tax Act, 2003	Sales Tax	Rs.30,57,784/-	FY 2009-10	The Deputy Commissioner of Sales tax – Appeal
Sales Tax Act, 1956 (Gujarat) / Gujarat Value Added Tax Act, 2003	Sales Tax	Rs.23,75,921	FY 2010-11	The Deputy Commissioner of Sales tax – Appeal
The Income Tax Act, 1961	Income tax	Rs.8,55,26,540	FY 2010-11	The Commissioner of Income Tax - Appeal
The Income Tax Act, 1961	Income tax	Rs.8,46,590/-	FY 2012-13	The Commissioner of Income Tax - Appeal

(viii) The Company does not have any loan or borrowing from any financial institution, banks,

- government or debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
 - (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V of the Act.
 - (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
 - (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
 - (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non- cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
 - (xvi) The Company has obtained registration under section 45-IA of the Reserve Bank of India Act 1934.

For K. M. Tapuriah & Co
Chartered Accountants
Firm Registration number: 314043E

CA Naveen Mohta
Partner
Membership Number: 048111
Mumbai, 30th May 2016

Annexure –B to the Auditor’s Report**Report on the Internal Financial Controls under Clause(i) of Sub- section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over the financial reporting of **Vaarad Ventures Limited** (“the Company”) as of **31st March 2016** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with our Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorisations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March 2016**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K. M. Tapuriah & Co

Chartered Accountants

Firm Registration number: 314043E

CA Naveen Mohta

Partner

Membership Number: 048111

Mumbai, 30th May 2016

VAARAD VENTURES LIMITED
STANDALONE BALANCE SHEET

	Notes No.	AS AT 31.3.2016	AS AT 31.3.2015
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	2.1 249,903,000	249,903,000
	(b) Reserves and surplus	2.2 43,846,101	47,293,944
2	Share application money pending allotment		
3	Non-current liabilities		
	(a) Long-term borrowings	2.3 56,858,224	54,484,882
	(b) Deferred tax liabilities (net)		
	(c) Other long-term liabilities		
	(d) Long-term provisions	2.4 22,430	22,430
4	Current liabilities		
	(a) Short-term borrowings		
	(b) Trade payables	2.5 7,233,450	7,233,450
	(c) Other current liabilities	2.6 1,584,888	1,271,183
	(d) Short-term provisions	2.7 714,280	714,280
	TOTAL	360,162,373	360,923,169
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets		
	(i) Tangible assets	2.8 1,049,468	1,469,012
	(ii) Intangible assets		
	(iii) Capital work-in-progress		
	(iv) Intangible assets under development		
	(v) Fixed assets held for sale		
	(b) Non-current investments	2.9 279,554,935	279,554,935
	(c) Deferred tax assets (net)	2.10 64,321	54,122
	(d) Long-term loans and advances	2.11 74,583,341	74,605,357
	(e) Other non-current assets		
2	Current assets		
	(a) Current investments		
	(b) Inventories		
	(c) Trade receivables	2.12 3,424,079	3,423,371
	(d) Cash and cash equivalents	2.13 137,861	187,918
	(e) Short-term loans and advances	2.14 10,015	10,015
	(f) Other current assets	2.15 1,338,353	1,618,439
	TOTAL	360,162,373	360,923,169

Significant Accounting Policies & Notes to Accounts

Annexed

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

In terms of our report attached.

For K.M. Tapuria & Co.
Chartered Accountants
Mem No. 314043E

sd/-
CA Naveen Mohta
Partner

Mem No. 048111
Place : Mumbai
Date :30th May,2016

For and on behalf of the Board of Directors

sd/-
Vickram Dosshi
Managing Director

sd/-
Leena Doshi
Director

VAARAD VENTURES LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS

	Notes No.	AS AT 31.3.2016	AS AT 31.3.2015
1 Revenue from operations (gross)			
Less: Excise duty			
Revenue from operations (net)			
2 Other income	2.16	38,533	53,093
3 Total revenue (1+2)		38,533	53,093
4 Expenses			
(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	2.17	1,223,790	163,892
(e) Finance costs	2.18	2,237	77,636
(f) Depreciation and amortisation expense	2.8	419,546	419,546
(g) Other expenses	2.19	1,851,003	1,353,483
Total expenses		3,496,576	2,014,557
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		-3,458,043	-1,961,464
6 Exceptional items			
7 Profit / (Loss) before extraordinary items and tax (5 + 6)		-3,458,043	-1,961,464
8 Extraordinary items			
9 Profit / (Loss) before tax (7 + 8)		-3,458,043	-1,961,464
10 Tax expense:			
(a) Current Tax			
(b) MAT credit			
(c) Income Tax Adjustments earlier years (Net)			
(d) Prior Years Expenses			
(e) Deferred Tax	2.10	10,199	-22,451
Total(10)		10,199	-22,451
PROFIT OR LOSS FOR THE YEAR		-3,447,844	-1,983,915
11 Earnings per share (of ` Rs.1/- each)			
(a) Basic		-0.014	-0.008
(i) Continuing operations			
(b) Diluted		-0.014	-0.008
(i) Continuing operations			

Significant Accounting Policies and Notes to Account

Annexed

The accompanying notes are an integral part of the financial statements.
 In terms of our report attached.

For K.M. Tapuriah & Co.
Chartered Accountants
Mem No. 314043E

For and on behalf of the Board of Directors

sd/-
CA Naveen Mohta
Partner
Mem No. 048111
 Place : Mumbai
 Date :30th May,2016

sd/-
Vickram Dosshi
Managing Director

sd/-
Leena Doshi
Director

1 SIGNIFICANT ACCOUNTING POLICIES YEAR ENDED 31ST MARCH, 2016

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, 2013

1.2 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.

1.3 Depreciation:

Depreciation is charged on Fixed Assets on Straight Line Method and in the manner prescribed in the Companies Act, 2013.

1.4 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.

1.5 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.

1.6 Deferred Tax Assets I Liabilities:

Deferred Tax assets or liability for timing difference between the profits as 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.

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

1.8 Managerial Remuneration to Directors	2015-16	2014-15
Salary	4,80,000	NIL
Profit/(loss)computed in accordance with section 198 of the Companies Act		
Net profit/(loss)before Tax	Rs.(34,47,844)	Rs.(19,83,915)

1.9 Prior Period Expenses/ Income:

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

1.10 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.

1.11 Other Accounting Policies

These are consistent with generally accepted accounting practices.The figures have been regrouped for comparison purpose wherever applicable.

1.12 Grouping: Heads for the previous year have been regrouped to be comparable to figures from the current year.

VAARAD VENTURES LIMITED
STANDALONE NOTES TO FINANCIAL STATEMENTS

Notes No. "2.1":- SHARE CAPITAL

	AS AT 31.3.2016		AS AT 31.3.2015	
	No. of Shares	Amount	No. of Shares	Amount
(a) Authorised 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) Issued (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
(c) Subscribed and Fully Paid Up (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
Total	249,903,000	249,903,000	249,903,000	249,903,000

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

	AS AT 31.3.2016		AS AT 31.3.2015	
	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
Total	249,903,000	249,903,000	249,903,000	249,903,000

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

Name of Shareholder	AS AT 31.3.2016		AS AT 31.3.2015	
	%	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
Total	84.58	211,378,470	84.58	211,378,470

Notes No. "2.2":- RESERVES AND SURPLUS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Opening Balance of Share Premium	19,542,000	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	19,726,944	23,471,133
Add/(Less):- Profit/(Loss) for the year	-3,447,844	-1,983,915
Amount Available for Appropriation	16,279,101	21,487,218
Appropriation:-		
Proposed Dividend		
Tax on Dividend		
Adjustment relating to fixed assets in accordance with Companies Act 2013	-	-1,760,274
Closing Balance of Profit and loss	16,279,101	19,726,944
Total	43,846,101	47,293,944

Notes No. "2.3":-LONG TERM BORROWINGS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
(1) From banks		
Secured Loan from HDFC Bank		99,709
Secured Loan from icici Bank	189,228	189,228
(2) Unsecured Loans & Advance from Related Parties (Interest Free)		
(3) Unsecured Loans & Advance from others	56,668,996	54,195,945
Total	56,858,224	54,484,882
Notes:		
1. Loan from ICICI are a Car loan and it is secured by way of hypothecation of Car, the same is disputed.		
2. Loans & Advance from others unsecured represents loans for rent discount facility from Reliance Capital Limited. of Rs.221.02 lacs is repayable.		
Notes No. "2.4":-LONG TERM PROVISIONS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Long Term Provisions	22,430	22,430
Total	22,430	22,430
Notes No. "2.5":-TRADE PAYABLE		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Trade payable	7,233,450	7,233,450
Total	7,233,450	7,233,450
Notes No. "2.6":- OTHER CURRENT LIABILITIES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Withholding and other taxes payable	986,379	1,037,040
Other Liabilities	598,509	234,143
Total	1,584,888	1,271,183
Notes No. "2.7":- SHORT TERM PROVISION		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Provision for Income Tax	714,280	714,280
Total	714,280	714,280

Notes No. "2.8":- TANGIBLE ASSETS AND INTANGIBLE ASSETS

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April, 2015	Additions/A dustment during the period	Deductions/ Retirement during the period	As at 31 March, 2016	As at 1 April, 2015	For the period	Additions/ Adustment during the period	As at 31 March, 2016	As at 31 March, 2016	As at 31 March, 2015
Tangible assets:-										
Air Conditioner	122,038	-	-	122,038	122,038		-	122,038	-	-
Furniture and Fixture	2,853,573	-	-	2,853,573	2,239,542	285,356	-	2,524,898	328,675	614,031
Office Equipment	2,285,789	-	-	2,285,789	2,278,079	5,800	-	2,283,879	1,910	7,710
Computer and Printing	1,267,907	-	-	1,267,907	1,267,907	-	-	1,267,907	-	-
Motor Car	1,275,021	-	-	1,275,021	435,285	127,500	-	562,785	712,236	839,736
Tools and Equipments	13,300	-	-	13,300	5,765	888	-	6,653	6,647	7,535
Total	7,817,628	-	-	7,817,628	6,348,616	419,546		6,768,160	1,049,468	1,469,012
Previous Year	7,817,628	-	-	7,817,628	5,929,070	419,546		6,348,616	1,469,012	3,704,433

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.

No provision for impairment is required as assets of none of cash generating units are impaired during the financial year ended 31st March,2016

2. Rounded off where required.

Notes No. "2.9":- NON-CURRENT INVESTMENTS

Particulars	AS AT 31.3.2016			AS AT 31.3.2015		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investment(at Cost)						
(a) Investment in Subsidiary companies(Unquoted)						
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) Other Investments						
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						
TOTAL	1,648,487	277,906,448	279,554,935	1,648,487	277,906,448	279,554,935

Notes No. "2.10":- DEFERRERED TAX ASSETS (NET)		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Depreciation As Per Companies Act	419546	419546
Depreciation As Per Income Tax Act	211386	244394
Difference	208160	175152
Tax On Difference	64321	54122
Closing Balance	-64321	-54122
Opening Balance	-54122	-76573
Adjustment from previous year		
Transferred to Profit And Loss Account	10199	-22451
Notes No. "2.11":- LONG TERM LOANS AND ADVANCE		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
(a) Advance income tax and TDS(Including MAT)	2,085,795	2,085,795
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
(b) Other loans and advances		
Unsecured, considered good to others	50,138,597	50,160,613
Total	74,583,341	74,605,357
Notes No. "2.12":- TRADE RECEIVABLES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Trade Receivables		
Older than six months, held and considered good	3,424,079	3,423,371
Total	3,424,079	3,423,371
Notes No. "2.13":- CASH & CASH EQUIVALENTS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
(a) Cash on hand	55,056	107,668
(b) Balances with banks		
(i) In current accounts	19,536	16,981
(ii) Fixed Deposits	40,839	40,839
(iii)unpaid dividend account	22,430	22,430
Total	137,861	187,918
Notes No. "2.14":- SHORT TERM LOANS AND ADVANCES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Short Term Loan and Advances	10,015	10,015
Total	10,015	10,015
Notes No. "2.15":- OTHER CURRENT ASSETS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Prepaid Expenses	1,141,368	1,418,439
Other current assets	196,985	200,000
Total	1,338,353	1,618,439

Notes No. "2.16":- OTHER INCOME		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Dividend Received		1,000
Misc.income	38,533	52,094
Total	38,533	53,094
Notes No. "2.17":- EMPLOYEES BENEFIT EXPENSES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Salary & sitting fees	1,109,457	151,935
Contribution to Provident & Other funds	22,884	
Staff Welfare	91,449	11,957
Total	1,223,790	163,892
Notes No. "2.18":- FINANCE COST		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Interest paid on loan	1,762	21,672
Bank Charges	475	322
Interest to bank	-	55,642
Total	2,237	77,636
Notes No. "2.19":- OTHER EXPENSES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Advertising Expense	53,540	49,969
Audit Fees	50,000	50,000
Conveyance & Travelling	43,171	21,185
Courier Charges	17,800	18,308
Court Fees	297,000	
Depository Services	1,500	1,419
Electricity Charges	256,355	211,633
Fees And Taxes	22,606	22,535
General Office Expenses	69,724	
Insurance Charges	14,184	11,351
Listing Charges	275,000	150,000
Misc Chgs	13,353	28,192
Printing And Stationery	39,739	11,848
Professional Fees	150,523	213,192
Rent Charges	72,000	36,000
Retainership Fees	105,953	240,666
Subscription Charges	291,572	277,072
Telephone & Internet Charges	76,983	10,113
Total	1,851,003	1,353,483

Particulars	AS AT 31.3.2016	AS AT 31.3.2015
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Profit Before Tax	-3,458,043	-1,961,464
Adjustments		
Depreciation	419,546	419,546
Profit on Sale of Asset		
Sale of WIP		
Deposit		
Total	-3,038,497	-1,541,918
Changes in assets and liabilities		
Trade & other Receivables	-708	851,363
Trade payable & Provisions		121,459
Other Current Assets	280,086	62,707
Loans & Advances		
Short Term Provisions		
Other Current Liabilities	313,705	-1,636,728
Deferred Tax	10,199	22,451
Taxation for the year		
Income tax and Deferred Tax	-10,199	-22,451
Net Cash Generated from Operating Activities(A)	-2,445,414	-2,143,117
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets		
Capital WIP	-	-
Sale of Investments	-	-
Investment in Subsidiaries	-	-
Net Cash Generated from Investing Activities(B)		
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Repayment of Loan		
Dividend and Dividend Distribution Tax	-	-
Proceed from borrowing	2,373,342	-3,457,529
Receipt from Loans and Advances	22,015	5,593,563
Net Cash Generated from Financing Activities('C)	2,395,357	2,136,034
Net Cash flow (A+B+C)	-50,057	-7,083
Opening balance of Cash & Cash Equivalents	187,918	195,001
Closing balance of Cash & Cash Equivalents	137,861	187,918
Net Cash & Cash Equivalents for the year	-50,057	-7,083

For K.M. Tapuriah & Co.
Chartered Accountants
Mem No. 314043E

For and on behalf of the Board of Directors

sd/- **Vickram Doshi** **sd/-** **Leena Doshi**

1.13 FURTHER NOTES ON FINANCIAL STATEMENTS**1. Earning per share (EPS):**

	2015-16	2014-15
(a) Profit/ (Loss) after Extra ordinary Item & Taxation	(34,47,844)	(19,83,915)
(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)	(0.014)	(0.008)

- 2.** 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.

3. Disclosure as per Accounting Standard 15 (Revised)

Gratuity: There are no defined benefit plans for gratuity as there are no employees entitled to gratuity.

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.

4. Auditors' Remuneration:

	2015-16	2014-15
For Audit Fees	45,000/-	45,000/-
For Tax Audit		-
For Sales Tax Audit		-
For other services (including certification etc)	5,000/-	5,000/-

For Expenses		-
Total	50,000/-	50,000/-
Services Taxes	7,250/-	6,180/-
Grand Total	57,250/-	56,180/-

5. 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 a long pending income tax matter.

6. 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 2015 is as shown in the independent auditors report.

7. Pending Litigations:

There is a pending litigation with Reliance Capital Ltd. in the arbitration tribunal.

8. The Company has only one business segment 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.

Disclosure of balances with subsidiaries, associates, Directors and Key managerial personnel

	AS AT 31.3.2016		AS AT 31.3.2015	
Amount payable to/ (receivable from) subsidiaries and associates	Amount Outstanding	Max. Amount Outstanding	Amount Outstanding	Max. Amount Outstanding
Subsidiary Companies				
1. Varuna Drinking Water Solutions Ltd.	-0.42	-0.4	-0.4	-0.4
2. Geo Aquatech Ltd.	4.73	4.75	4.76	4.75
3. Geo Thermal Water Limited	57.82	57.82	57.45	57.45

4. Atco Ltd.	-421.47	-421.47	-421.4	-432.88
5. Atcomaart Services Ltd.	12.77	12.77	1.32	-46.14
6. Innovamedia Publications Ltd.	29.84	29.84	29.56	29.59
7.E-Desk Services Ltd	2.92	3.18	3.18	3.44
8.Mentor Capitalist Chambers Private Limited	-0.07	-0.07		
9. Asset Resolution Services India Pvt. Ltd.	0.68	0.71	0.7	0.71
Associates				
Kimaya Shoppe Ltd.	70.33	70.36	70.36	70.39
Anewera Marketing Pvt Ltd	-4.28	-5	-4.98	-5.33
Leena Doshi	13.44	13.44	5.43	33.86
Vikram Doshi	5.49	5.49	0.45	0.45
Doshi Enterprises	-11.56	-11.56	-11.53	-11.53
Covet Securities and Leasing Pvt Ltd	17.53	17.56	17.56	27.51

Note: Positive ones are Credit.

VAARAD VENTURES LIMITED

SCHEDULE TO AUDITED BALANCESHEET AS ON 31.03.2016

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
	Liabilities Side		
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
	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 ICICI Bank	189,228	
	(2) Unsecured Loans & Advance from Related Parties (Interest Free)	19,664,553	
	(3) Unsecured Loans & Advance from others	37,004,443	
	Assets Side	Amount Out-Standing	
	Break- up of Loans and Advances including bills receivable (other than those included in (4) below)		
2	a)Secured		
	b) unsecured	50,138,597	
	Break- up of Leased Assets and stock on hire and other assets counting towards AFC activities		
3	i) Lease assets including lease rentals under sundry debtors:		
	(a)Financial Lease	-	
	(b) Operating Lease	-	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	-	
	(b) Repossessed Assets	-	
	(iii) Hypothecation loans towards EL/HP 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) Preference	-	
	(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) Preference	-	
	(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) Preference	-	
	(ii)Debentures and Bonds	-	
	(iii)Units of Mutual Funds	-	
	(iv)Government Securities	-	
	(v)Others(Please Specify)	-	

5 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	-	42,642,312	42,642,312
b)Companies in the same group			-
c)Other related parties	-	1,153,000	1,153,000
2.Other than related parties		6,343,285	6,343,285
Total	-	50,138,597	50,138,597

6 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		4,919,000
c)Other related parties		
2.Other than related parties		12,505,935
Total		279,554,935

7 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 debt	0	0

Note:

1. Out of Rs.426.42 lacs advanced to Subsidiaries and Companies of the same group in table 5, Rs. 154.80 lacs relates to recievables in the course of business. They have been clubbed under loans and advances for convenience.

Independent Auditor's Report

To the Members of Vaarad Ventures Limited

Report on the audit of the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Vaarad Ventures Limited** ("the Holding Company"), and its subsidiaries and associates (the Holding Company and its subsidiaries and associates together referred to as 'Group'), which comprise the consolidated Balance Sheet as at **31st March 2016**, the consolidated Statement of Profit and Loss and consolidated Cash Flow statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these consolidated financial statements, that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective board of directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective board of directors of the companies included in the Group are responsible for assessing Group to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative to do so.

Auditor's Responsibility for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from

material misstatement. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Group as at **31st March 2016**, its **loss**, and its **cash flows** for the year ended on that date.

Other matters

We did not audit the financial statements of nine subsidiaries included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 3820.11 lakhs as at 31 March 2016, total revenues of Rs. 2.89 lakhs and net cash outflows amounting to Rs. 3.58 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of section 143(3) and (11) of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

We further report that in respect of two associates, we did not carry out the audit. The consolidated financial statements include the net carrying cost of investments of Rs. 49.19 lakhs and but not the current year share of net loss of Rs. 0.003 lakhs in respect of the associate. These financial statements have been audited by another auditor, whose report has been furnished to us, and our opinion on the consolidated financial statements, to the extent they have been derived from such financial statements is based solely on the report of such auditor. Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on other Legal and Regulatory Requirements

3) As required by section 143(3) of the Act, we report, to the extent applicable, that:

- h) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- i) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors;
- j) The consolidated financial statements dealt with by this report are in agreement with the books of account;
- k) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ;

- l) On the basis of the written representations received from the directors of the Holding Company as on **31st March 2016** taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors and associate company incorporated in India, none of the directors of the Group companies or its associate company, incorporated in India is disqualified as on **31st March 2016** from being appointed as a director in terms of Section 164(2) of the Act;
- m) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure A"** and
- n) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associates – refer notes to the financial statements;
 - ii. The Group and its associates incorporated in India, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and its associates incorporated in India.

For K. M. Tapuriah & Co
Chartered Accountants
Firm Registration number: 314043E

CA Naveen Mohta
Partner
Membership Number: 048111
Mumbai, 30th May 2016

Annexure – A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause(i) of Sub- section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over the financial reporting of **Vaarad Ventures Limited** (hereinafter referred to as 'the Holding Company') and its subsidiary companies and its associate company, which are incorporated in India as of 31 March 2016, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective board of directors of the of the Holding company, its subsidiary companies and its associate company, which are incorporated in India, are responsible for establishing and maintaining

internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with our Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorisations of management and directors of the company; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31 March 2016**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act, on the adequacy and operating effectiveness of the internal financial control over financial reporting in so far as it relates to ten subsidiary companies and two associate company, which are companies incorporated in India, is based on corresponding reports of the auditors of such companies incorporated in India.

For K. M. Tapuriah & Co
Chartered Accountants
Firm Registration number: 314043E

CA Naveen Mohta
Partner
Membership Number: 048111
Mumbai, 30th May 2016

VAARAD VENTURES LIMITED
CONSOLIDATED BALANCE SHEET

	Notes No.	AS AT 31.3.2016	AS AT 31.3.2015
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	2.1	249,903,000
	(b) Reserves and surplus	2.2	-16,825,092
	Minority Interest		5,700.0
2	Share application money pending allotment		
3	Non-current liabilities		
	(a) Long-term borrowings	2.3	46,307,397
	(b) Deferred tax liabilities (net)		137,833.0
	(c) Other long-term liabilities		
	(d) Long-term provisions	2.4	1,108,251.0
4	Current liabilities		
	(a) Short-term borrowings	2.5	1,172,392.0
	(b) Trade payables	2.6	452,289,772
	(c) Other current liabilities	2.7	6,929,152
	(d) Short-term provisions	2.8	1,150,485
	TOTAL		742,173,190
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets		
	(i) Tangible assets	2.9	9,665,438
	(ii) Intangible assets		136,577,346.00
	(iii) Capital work-in-progress		45,900,000
	(iv) Intangible assets under development		
	(v) Fixed assets held for sale		
	(b) Non-current investments	2.10	17,477,435
	(c) Deferred tax assets (net)		601,555
	(d) Long-term loans and advances	2.11	32,959,465
	(e) Other non-current assets	2.12	2,311,878
2	Current assets		
	(a) Current investments		
	(b) Inventories	2.13	37,538,614
	(c) Trade receivables	2.14	457,512,464
	(d) Cash and cash equivalents	2.15	269,015
	(e) Short-term loans and advances	2.16	10,123
	(f) Other current assets	2.17	1,349,857
	TOTAL		742,173,190

Significant Accounting Policies & Notes to Accounts

Annexed

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

In terms of our report attached.

For K.M. Tapuriah & Co.

Chartered Accountants

Mem No. 314043E

sd/-

CA Naveen

Partner

Mem No. 048111

Place : Mumbai

Date :30th May,2016

For and on behalf of the Board of Directors

sd/-

Vickram Doshi
Managing Director

sd/-

Leena Doshi
Director

VAARAD VENTURES LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS

	Notes No.	AS AT 31.3.2016	AS AT 31.3.2015
1 Revenue from operations (gross)		37,300	4,819,339
Less: Excise duty			
Revenue from operations (net)		37,300	4,819,339
2 Other income	2.18	290,071	1,062,677
3 Total revenue (1+2)		327,371	5,882,016
4 Expenses			
(a) Cost of materials consumed			
(b) Purchases of stock-in-trade			4,865,897
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.19	17,933	-478,082
(d) Employee benefits expense	2.20	1,380,183	1,149,220
(e) Finance costs	2.21	4,318	210,981
(f) Depreciation and amortisation expense	2.9	3,966,109	8,513,001
(g) Other expenses	2.22	2,450,166	1,959,815
Total expenses		7,818,709	16,220,832
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		-7,491,338	-10,338,816
6 Exceptional items			
7 Profit / (Loss) before extraordinary items and tax (5 + 6)		-7,491,338	-10,338,816
8 Extraordinary items			
9 Profit / (Loss) before tax (7 + 8)		-7,491,338	-10,338,816
10 Tax expense:			
(a) Current Tax		494	12,581
(b) MAT credit			
(c) Income Tax Adjustments earlier years (Net)			
(d) Prior Years Expenses			
(e) Deferred Tax		10,199	161,409
Total(10)		10,199	161,409
Adjusted for Inventory Obsolescence			-5,294,000
PROFIT OR LOSS FOR THE YEAR		-7,481,633	-15,483,988
11 Earnings per share (of ` Rs.1/- each)			
(a) Basic		-0.030	-0.062
(i) Continuing operations			
(b) Diluted		-0.030	-0.062
(i) Continuing operations			

Significant Accounting Policies and Notes to Account

Annexed

The accompanying notes are an integral part of the financial statements.
In terms of our report attached.

For K.M. Tapuriah & Co.
Chartered Accountants
Mem No. 314043E

For and on behalf of the Board of Directors

sd/-
CA Naveen Mohta
Partner
Mem No. 048111
Place : Mumbai
Date :30th May,2016

sd/-
Vickram Doshi
Managing Director

sd/-
Leena Doshi
Director

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**1 SIGNIFICANT ACCOUNTING POLICIES YEAR ENDED 31ST MARCH, 2016****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, 2013

1.2 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.

1.3 Depreciation:

Depreciation is charged on Fixed Assets on Straight Line Method and in the manner prescribed in the Companies Act, 2013.

1.4 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.

1.5 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. The good will over the share capital has been represented in the investment table in the current year. Previous years figures have been shown in the same manner.

1.6 Deferred Tax Assets I Liabilities:

Deferred Tax assets or liability for timing difference between the profits as 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.

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

1.8 Prior Period Expenses/ Income:

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

1.9 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.

1.10 Other Accounting Policies

These are consistent with generally accepted accounting practice. The figures have been regrouped for comparison purpose wherever applicable.

Notes No. "2.1":- SHARE CAPITAL

	AS AT 31.3.2016		AS AT 31.3.2015	
	No.of Shares	Amount	No.of Shares	Amount
(a) Authorised 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) Issued (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
(c) Subscribed and Fully Paid Up (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
Total	249,903,000	249,903,000	249,903,000	249,903,000

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

	AS AT 31.3.2016		AS AT 31.3.2015	
	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
Total	249,903,000	249,903,000	249,903,000	249,903,000

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

Name of Shareholder	AS AT 31.3.2016		AS AT 31.3.2015	
	%	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
Total	84.58	211,378,470	84.58	211,378,470

Notes No. "2.2":- RESERVES AND SURPLUS

Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Opening Balance of Share Premium	19,542,000	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	-37,083,519	-3,292,574
Add/(Less):- Profit/(Loss) for the year	-7,481,633	-15,483,988
Amount Available for Appreciation	-44,565,152	-18,776,562
Appropriation:-		
Adjustment relating to fixed assets in accordance with Companies Act 2013	-	-18,306,957
Adjustment to remove 4 subsidiaries reserves	125,560	
Adjustment on account of Minority	47,500	
Closing Balance of Profit and loss	-44,392,092	-37,083,519
Total	-16,825,092	-9,516,519

Notes No. "2.3":-LONG TERM BORROWINGS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
(1) From banks		
Secured Loan from HDFC Bank		121,822
Secured Loan from icici Bank	189,228	189,228
(2) Unsecured Loans & Advance from Related Parties (Interest Free)		
(3) Unsecured Loans & Advance from others	46,118,169	44,815,291
Total	46,307,397	45,126,341
Notes:		
1. Loan from ICICI are a Car loan and it is secured by way of hypothecation of Car, the same is disputed.		
2. Loans & Advance from others unsecured represents loans for rent discount facility from Reliance Capital Limited. of Rs.221.02 lacs is repayable.		
Notes No. "2.4":-LONG TERM PROVISIONS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Long Term Provisions	1,108,251	1,119,402
Total	1,108,251	1,119,402
Note No. "2.5":- SHORT TERM BORROWINGS		
	AS AT 31.3.2016	AS AT 31.3.2015
Short Term Borrowing	1,172,392	1,160,392
Total	1,172,392	1,160,392
Notes No. "2.6":-TRADE PAYABLE		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Trade payable	452,289,772	452,240,441
Total	452,289,772	452,240,441
Notes No. "2.7":- OTHER CURRENT LIABILITIES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Withholding and other taxes payable	986,379	1,053,584
Other Liabilities	5,942,773	5,439,461
Total	6,929,152	6,493,045
Notes No. "2.8":- SHORT TERM PROVISION		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Provision for Income Tax	726,814	736,895
Short Term Provision	2,500	
Provision For Expenses	421,171	396,171
Total	1,150,485	1,133,066

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

Particulars	Gross block			Depreciation				Net Block	
	As at 1 April, 2015	Additions/Adustment during the period	Deductions/Retirement during the period	As at 31 March, 2016	As at 1 April, 2015	For the period	Additions/Adustment during the period	As at 31 March, 2016	As at 31 March, 2015
Tangible assets:-									
Air Conditioner	154,038	-	-	154,038	154,038		-	154,038	-
Furniture and Fixture	3,541,868	-	-	3,541,868	2,567,124	354,185	-	2,921,309	974,744
Office Equipment	3,954,298	-	-	3,954,298	3,696,204	221,684	-	3,917,888	258,094
Computer and Printing	2,809,656		-	2,809,656	2,809,656	-	-	2,809,656	-
Motor Car	2,676,013	-		2,676,013	1,836,277	127,500	-	1,963,777	839,736
Tools and Equipments	71,320	-	-	71,320	60,310	4,363	-	64,673	11,010
Borewell	65,343	-	-	65,343	18,514	4,356	-	22,870	46,829
Plant & Machinery	12,639,913	-	-	12,639,913	3,774,586	842,661	-	4,617,247	8,865,327
Service Equipment	165,935	-	-	165,935	47,015	11,062	-	58,077	118,920
Elect Installation	268,077	-	-	268,077	125,280	26,208	-	151,488	142,797
Electronic Time Recorder	7,672	-	-	7,672	7,672		-	7,672	-
Printer	20,750	-	-	20,750	20,750		-	20,750	-
Intangible Assets:-									
Computer Software	46,278,312	-	-	46,278,312	44,068,232	2,210,080	-	46,278,312	2,210,080
Goodwill	124,071,639	-	-	124,071,639	656,032	164,008	-	820,040	123,415,607
Brand Building/ Goodwill	13,325,747	-	-	13,325,747	-	-	-	-	13,325,747
Capital WIP	45,900,000	-	-	45,900,000	-	-	-	-	45,900,000
Total	255,950,581	-	-	255,950,581	59,841,690	3,966,109	-	63,807,797	196,108,890
Previous Year	255,950,581	-	-	255,950,581	34,782,006	8,513,001	16,546,683	59,841,690	221,168,575
Tangible Assets	26,374,883	-	-	26,374,883	15,117,426	1,592,020	-	16,709,445	11,257,457
Intangible Assets	183,675,698			183,675,698	44,724,264	2,374,089	-	47,098,352	138,951,434
Capital WIP	45,900,000			45,900,000	-	-	-	-	45,900,000

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.

No provision for impairment is required as assets of none of cash generating units are impaired during the financial year ended 31st March, 2016

2. Rounded off where required.

Notes No. "2.10":- NON-CURRENT INVESTMENTS

Particulars	AS AT 31.3.2016			AS AT 31.3.2015		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Other Investments						
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						
Value of Shares over and above Sharecapital (from subsidiaries)			52,500			52,500
TOTAL	1,648,487	15,776,448	17,477,435	1,648,487	15,776,448	17,477,435

Notes No. "2.11":- LONG TERM LOANS AND ADVANCE		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
(a) Advance income tax and TDS(Including MAT)	2,085,795	2,085,795
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
(b) Other loans and advances		
Unsecured, considered good to others	8,514,721	9,153,052
Total	32,959,465	33,597,796
Note No. "2.12":- OTHER NON CURRENT ASSETS		
	AS AT 31.3.2016	AS AT 31.3.2015
(a) Security deposits	2,311,878	2,311,878
Unsecured, considered good		
Total	2,311,878	2,311,878
Note No. "2.13":- INVENTORIES		
	AS AT 31.3.2016	AS AT 31.3.2015
(At lower of cost or Net Realisable Value)		
(As Certified and valued by Management)	3,970,763	3,970,763
(a) Raw Material	33,567,851	33,585,784
(b) Finished Goods		
Total	37,538,614	37,556,547
Notes No. "2.14":- TRADE RECEIVABLES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Trade Receivables		
Older than six months, held and considered good	457,512,464	456,232,271
Total	457,512,464	456,232,271
Notes No. "2.15":- CASH & CASH EQUIVALENTS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
(a) Cash on hand	82,187	505,722
(b) Balances with banks		
(i) In current accounts	123,559	108,243
(ii) Fixed Deposits	40,839	40,839
(iii)unpaid dividend account	22,430	22,430
Total	269,015	677,234
Notes No. "2.16":- SHORT TERM LOANS AND ADVANCES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Short Term Loan and Advances	10,123	1,010,015
Total	10,123	1,010,015
Notes No. "2.17":- OTHER CURRENT ASSETS		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Prepaid Expenses	1,141,368	1,418,439
Other current assets	134,985	200,000
Preliminary Expenses	73,504	620,839
Total	1,349,857	2,239,278

Notes No. "2.18":- OTHER INCOME		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Freight charges		2,315
Dividend Received		1,000
Misc.income	290,071	685,514
Notice Period Recovered		373,847
Total	290,071	1,062,677
Note No. "2.19":- CHANGES IN INVENTORIES DURING THE YEAR		
Inventories at the end of the year:		
Stock-in-trade	36,371,014	36,388,947
Inventories at the beginning of the year:	36,388,947	35,910,865
Stock-in-trade		-
Total	17,933.00	-478,082.00
Notes No. "2.20":- EMPLOYEES BENEFIT EXPENSES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Salary & sitting fees	1,265,850	1,082,939
Contribution to Provident & Other funds	22,884	16,174
Staff Welfare	91,449	50,107
Total	1,380,183	1,149,220
Notes No. "2.21":- FINANCE COST		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Interest paid on loan	1,762	21,672
Bank Charges	2,243	21,295
Interest to bank	313	168,014
Total	4,318	210,981
Notes No. "2.22":- OTHER EXPENSES		
Particulars	AS AT 31.3.2016	AS AT 31.3.2015
Advertising Expense	53,540	49,969
Audit Fees	59,725	67,420
Conveyance & Travelling	43,171	57,170
Courier Charges	17,800	20,771
Court Fees	297,000	
Depository Services	1,500	1,419
Electricity Charges	256,355	357,962
Fees And Taxes	92,306	144,074
General Office Expenses	69,724	
Insurance Charges	14,184	11,351
Listing Charges	275,000	150,000
Misc Chgs	18,787	51,683
Printing And Stationery	39,739	35,079
Professional Fees	157,323	223,216
Rent Charges	82,000	72,000
Retainership Fees	105,953	275,487
Subscription Charges	291,572	277,072
Telephone & Internet Charges	149,976	102,084
Water Charges	4,350	8,741
Repairs & Maintence		750
Website expenses	4,550	2,350
Interest paid on Vat / TDS	2,832	-
Prior period expenses	4,524	617
Loss in Investment	400,000	
Preliminary Exp.written off	8,255	50,600
Total	2,450,166	1,959,815

CONSOLIDATED CASH FLOW STATEMENT

Particulars	AS AT 31.3.2016	AS AT 31.3.2015
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	-7491338	-10,338,816
Adjustments		
Depreciation	3,966,109	8,513,001
Expenses and Profit of 4 subsidiaries	125558	43,137
Minority Interest	41800	
Total	-3,357,871	-1,782,678
Changes in assets and liabilities		
Trade & other Receivables	-1280193	6,301,852
Trade payable & Provisions	49331	-67,689,098
Other Current Assets	889421	93,294,589
Other non current assets		-1,981,886
Loans & Advances	999892	97,795,113
Short Term Provisions	17419	-7,150
Other Current Liabilities	436106.75	-11,918,464
Inventories	17933	-478,082
Deferred Tax	-10199	-74,119
Taxation for the year		
Income tax and Deffered Tax	9705	148,828
Net Cash Generated from Operating Activities(A)	-2228455	113,608,905
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
Sale of Fixed Assets		
Capital WIP	-	-
Sale of Investments	-	-
Investment in Subsidiaries	-	-
Net Cash Generated from Investing Activities(B)		
CASH FLOW FROM FINANCING ACTIVITIES		
Long term borrowings	1181056	-114,560,897
Long term provisions	-11151	-
Proceed from borrowing	12000	1,015,131
Repayment of Loan	638331	
Net Cash Generated from Financing Activities('C)	1,820,236	-113,545,766
Net Cash flow (A+B+C)	-408,219	63,139
Opening balance of Cash & Cash Equivalents	677234	614,095
Closing balance of Cash & Cash Equivalents	269015	677,234
Net Cash & Cash Equivalents for the year	-408,219	63,139

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

In terms of our report attached.

For K.M. Tapuriah & Co.

Chartered Accountants

Mem No. 314043E

sd/-

CA Naveen Mohta

Partner

Mem No. 048111

Place : Mumbai

Date :30th May,2016

For and on behalf of the Board of Directors

sd/-

Vickram Dosshi

Managing Director

sd/-

Leena Doshi

Director

FURTHER NOTES ON FINANCIAL STATEMENTS

1. Managerial remuneration under section 198 of the companies Act 1956, paid or payable during the financial year as given in the notes to standalone financial statements.

There is no other managerial remuneration paid by subsidiaries.

2. Earning per share (EPS):

	2015-16	2014-15
(a) Profit/ (Loss) after Extra ordinary Item & Taxation	(74,81,633)	(15,483,988)
(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)	(0.03)	(0.06)

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 defined benefit plans for gratuity as there are no employees entitled to gratuity.

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. 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.

6. **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 2015 is as follows: (Refer to Independent Auditors Report- Standalone for a detailed table)

1. Income Tax Appeal for removal of Penalty for the FY 12-13 has been filed with CIT(A) for Atcomaart Services Ltd. For Rs.3,75,829/-
2. Income Tax Appeal for Rs. 2,17,81,410/- For Edesk Services Ltd. Has been filed with CIT(A) for FY 12-13.

7. Pending Litigations:

There is a pending litigation with Reliance Capital Ltd. In the arbitration tribunal

8. Segment Reporting:

Particulars	Packaged Drinking Water	Industrial Business Supply Stores and Publication	Software	Investment	Others	Total
REVENUE						
External Sales		37,300				37,300
Other Income	169,420	82,119		38,533		290,072
TOTAL REVENUE	169,420	119,419	-	38,533		327,372
SEGMENT RESULT	(1,193,785)	(303,795)	(2,219,067)	(3,447,844)	(316,648)	(7,481,139)
INTEREST EXPENSES	-	-	313	1,762	-	2,075
DEPRECIATION	1,186,411.00	150,072	2,210,080	419,546		3,966,109
OTHER INFORMATION						
Segment assets	34,858,129	671,565,131	249,050,360	360,162,373	1,172,535	1,316,808,528
Segment liabilities	2,115,300	497,014,546	212,362,348	66,413,272	1,342,647	779,248,113

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)

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

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. Balance Disclosure as required by LODR:

	AS AT 31.3.2016		AS AT 31.3.2015	
	Amount Outstandi ng	Max. Amount Outstandi ng	Amount Outstandi ng	Max. Amount Outstandi ng
Atcomaart Services Ltd.				
Atco Limited	-423.03	-423.03	-423.03	-434.57
Covet Securities & Leasing Pvt Ltd	-5.31	-5.31	-5.31	-5
Innovamedia Publications Ltd.	0.37	0.62	0.62	0.77
Asset Resolution Services India Pvt Ltd.	10	10	10	10
Innovamedia Publications Ltd.				
Geo Thermal Water Limited	0.17	0.17	0.1	0.1
Geo Thermal Water Limited				
Leena Doshi	1.58	1.58	1.42	1.42

Positive ones are Credit.

VAARAD VENTURES LIMITED
CIN: L65990MH1993PLC074306

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

Phone: 24117080, Fax: 022 – 24117085, E-mail: cs.dept@vaaradventures.com Website:

www.vaarad.com

PROXYFORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):
Registered Address:
Email Id:
Folio No./ DP ID Client No.:

I/ We, being the Member(s) of..... Shares of the above named Company, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company, to be held on Thursday, the 29th September, 2016 at 10.00 a.m. at 6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Mumbai – 400031 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
Ordinary Business	
1.	
2.	
3.	
4.	

Signed this _____ day of _____ 2016

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

NOTES:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Mumbai – 400031, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the TWENTY SECOND ANNUAL GENERAL MEETING of the Company.

VAARAD VENTURES LIMITED
CIN: L65990MH1993PLC074306

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

ATTENDANCE SLIP

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

22nd Annual General meeting to be held on Thursday, 29th September, 2016 at 10:00 A.M.
at Off: 6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai – 400031.

Folio No. _____

Registered Folio/
DP ID and Client ID

Name and Address of
The Shareholders

Joint Holder 1

Joint Holder 2

I/ We hereby record my/ our presence at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company at 6A, Lalwani Industrial Estate, 14 G. D. Ambekar Road, Wadala, Mumbai – 400031., on Thursday, 29th September , 2016 at 10.00 a.m.

Member's Folio/

Member's/ Proxy's

Member's/ Proxy's

DP ID-Client ID No.name in Block Letters

Signature

NOTES:

1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxyholder desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.

BOOK POST

If undelivered please return to: -

VAARAD VENTURES LIMITED
6A, Lalwani Industrial Estate,
14 G.D. Ambekar Road, Wadala,
Mumbai 400031