

25th ANNUAL REPORT

VAARAD VENTURES LIMITED

2018-19

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CORPORATE INFORMATION – Vaarad Ventures Limited

Board of Directors

Leena Doshi
Managing Director

Harsh Doshi
Non-Executive Director

Nitin Datanwala
Independent Director

Piyush Vora
Independent Director

Board Committees

Audit Committee

Nitin Datanwala (Chairman)
Piyush Vora
Leena Doshi

Stakeholder's Relationship Committee

Nitin Datanwala (Chairman)
Piyush Vora
Harsh Doshi

Nomination and Remuneration Committee

Nitin Datanwala (Chairman)
Piyush Vora
Harsh Doshi

Auditors

K.M Tapuriah & Co.
Chartered Accountants (Firm Registration No.314043E)

Bankers

IDBI Bank
HDFC Bank

Registrar and Transfer Agents

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai - 400 059.

Phone: +91 22 62638200 | E-mail: sandeep@bigshareonline.com

Registered Office

2F Court Chambers, 35 New Marine Lines,
Behind Income Tax Office, Churchgate, Mumbai 400 020

CIN: L65990MH1993PLC074306 | Phone: +91 22 2200 7001

Email: cs.dept@vaaradventures.com | Website: www.vaaradventures.com

CHAIRPERSON'S MESSAGE

Dear Stakeholders,

On behalf of the Board of Directors, it gives me great pleasure to present the 25th Annual Report of the Company.

The year gone by was quieter than we would have liked as a Non-Banking Financial Company. However, I am glad to tell you that our immediate roadmap for the forthcoming financial year involves strengthening our core investment activities, which is the primary business of the Company.

As we enter a new financial year full of opportunities, we at Vaarad Ventures thank you for your continued support and for showing faith in us.

With warm regards,

Leena Doshi
Managing Director

BOARD'S REPORT

TO THE MEMBERS OF VAARAD VENTURES LIMITED

The Directors hereby present their 25th Annual Report on the performance of the Company together with the audited financial statements for the Financial Year (FY) ended March 31, 2019.

1. FINANCIAL RESULTS

(Rs. in Lakhs)

Financial Results and Appropriations	Standalone		Consolidated	
	Year ended 31/03/2019	Year ended 31/03/2018	Year ended 31/03/2019	Year ended 31/03/2018
Revenue from Operations	0.00	0.00	0.00	0.00
Other Income	68.02	47.85	68.74	54.07
Total Revenue	68.02	47.85	68.74	57.07
Profit Before Tax (PBT)	4.30	6.98	(7.52)	(5.66)
Less : Tax expenses	(0.77)	1.29	(0.77)	1.29
Net Profit after Tax (PAT)	3.52	5.69	(8.03)	(6.96)
Other Comprehensive income (net of tax)	0.00	0.00	0.00	0.00
Total comprehensive income for the year	3.52	5.69	(8.03)	(6.96)
Balance brought forward from Previous Year	137.77	132.08	(493.54)	(486.58)
Profit/(Loss) for the year	3.52	5.69	(8.03)	(6.96)
Balance carried to Balance Sheet	141.30	137.77	(501.85)	(493.54)

2. NATURE OF BUSINESS

The Company is a Non-Banking Financial Company (NBFC) registered with the Reserve Bank of India (RBI), and is engaged in investment activities. There was no change in nature of the business of the Company during the year under review.

3. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

4. FINANCIAL PERFORMANCE

Standalone

During the year under review, the Company recorded total revenue of Rs. 68.02 lakh as compared to Rs. 47.85 lakh for the previous year and Profit before Tax stood at Rs. 3.52 lakh for the year under review as compared to Rs. 5.69 lakh for the previous year.

Consolidated

During the year under review, the Company recorded consolidated total revenue of Rs. 68.74 lakh as compared to Rs. 54.07 lakh for the previous year and Loss before Tax stood at Rs. 8.03 lakh for the year under review as compared to Loss of Rs. 6.96 lakh for the previous year.

5. DIVIDEND

Keeping in view the need to conserve resources of the Company, the Directors have not recommended any dividend for the year under review.

6. TRANSFER TO RESERVES

During the year under the review the Company has transferred of Rs.3.52 lakh to the Reserves and Surplus.

7. MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis report is set out in this Annual Report.

8. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As on March 31, 2019, the Company has three subsidiary companies namely Varuna Drinking Water Solutions Limited, Atco Limited and Edesk Services Limited, three step-down subsidiaries namely Geo Thermal Water Limited, Innovamedia Publications Limited and Atcomaart Services Limited, and one associate company namely Kimaya Shoppe Limited. A statement containing brief financial details of the subsidiaries and associates is included in the Annual Report. As on 29th March 2019, the company entered into an agreement to sell its subsidiary Mentor Capitalist Chambers Pvt Ltd. The financials of Mentor Capitalist Chambers Pvt Ltd are also included in the consolidated results for the year ended 31st March 2019 because the transaction though initiated, was not completed until then.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a consolidated financial statement of the Company and its subsidiaries is attached. The consolidated financial statements have been prepared in accordance with the relevant accounting standards as

prescribed under Section 129 (3) of the Act. These financial statements disclose the assets, liabilities, income, expenses and other details of the Company and its subsidiaries.

Pursuant to the provisions of Section 129, 134 and 136 of the Companies Act, 2013 read with rules framed thereunder and pursuant to Clause 33 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company had prepared consolidated financial statements of the company and its subsidiaries, and a separate statement containing the salient features of financial statement of subsidiaries, joint ventures and associates in Form AOC-1 forms part of the Directors' Report as *Annexure – I*.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls maintained by the Company and work performed by the internal, statutory and secretarial auditors , including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by the 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 2018-19.

Accordingly, pursuant to Section 134 (5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) In preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) they have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. SECRETARIAL STANDARDS

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

11. CORPORATE GOVERNANCE

The Company recognises the importance of good Corporate Governance, which is the tool for building strong and beneficial relationships with customers, suppliers, bankers and investors. Corporate Governance is strongly driven by our values such as quality, commitment, customer orientation & integrity.

Our Corporate Governance Report for the year 2018-19 forms an integral part of this Annual Report, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The members of the Board of Directors of the Company are of proven competence and integrity. Besides having financial literacy, experience, leadership qualities and the ability to think strategically, the Directors have a significant degree of commitment to the Company and devote adequate time for the meetings, preparation and attendance.

Appointment

Mr. Harsh Doshi was appointed as an Additional Director of the Company w.e.f. March 16, 2019. Mrs. Leena V Doshi was appointed as Managing Director of the Company w.e.f. March 12, 2019.

Cessation

Mr. Vikram Doshi resigned from the Board of Directors w.e.f. March 16, 2019. The Board places on record its appreciation for the valuable services rendered by Mr. Vikram Doshi.

Independent Directors

In terms of Section 149 of the Act, Mr. Nitin Datanwala and Mr. Piyush Vora are the Independent Directors of the Company as on March 31, 2019. The Company has received declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent from the management.

Details of Familiarisation Programme for the Independent Directors are provided separately in the Corporate Governance Report.

Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder.

Mrs. Leena Doshi	-	Managing Director w.e.f. March 12, 2019
Ms. Tanvi Doshi	-	Chief Financial Officer w.e.f. March 12, 2019
Mr. Rustom Deboo	-	Company Secretary w.e.f. March 16, 2019

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. The Board consists of four members, two of whom 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.

Board Evaluation

The Board has carried out the annual evaluation of its own performance and that of its Committees and individual Directors for the year pursuant to the provisions of the Act and the corporate governance requirements prescribed under the Listing Regulations.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all the Directors. The criteria for performance evaluation of the Board was based on the Guidance Notice issued by SEBI on Board Evaluation, which included aspects such as Board composition and structure, effectiveness of Board processes, contribution in the long-term strategic planning, etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members. The criteria for performance evaluation of the Committees was based on the Guidance Note issued by SEBI on Board Evaluation, which included aspects such as structure and composition of committees, effectiveness of committee meetings, etc.

In a separate meeting, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairperson of the Board Meetings. The Nomination and Remuneration Committee (NRC) reviewed the performance of the Board, its Committees and of the Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors and NRC, at which the feedback received from the Directors on the performance of the Board and its Committees was also discussed.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to conservation of energy, technology absorption and foreign exchange earning and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read together with Rule 8(3) of the Companies (Accounts) Rules, 2014, forms part of this Report as *Annexure II*.

14. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the Extract of the Annual Return as at March 31, 2019 in Form MGT-9 can be accessed on the website of the Company can be seen at <https://www.vaaradventures.com/annual-report>.

15. PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION

The information required pursuant to Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 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.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

No material related party transactions were entered into during the financial year. There were no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Accordingly, the disclosure of related party transactions as require under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company.

17. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Company transferred an amount of Rs. 8,271 to the Investor Education and Protection Fund during the year 2018-19, pertaining to the unpaid or unclaimed dividend declared for the year 2010-11.

18. AUDITORS**Statutory 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 29thSeptember 2014 till the conclusion of the 25th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. The Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Secretarial Auditor

In terms of Section 204 of the Act and Rules made thereunder, Kushla Rawat & Associates, Practicing Company Secretaries, have been appointed as Secretarial Auditors of the Company. The Secretarial Audit Report for the financial year ended on March 31,2019 is annexed herewith as *Annexure III*. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Further, in accordance with the provisions of the Circular No. CIR/CFD/CMD1/27/2019 issued by the Securities and Exchange Board of India on February 8, 2019, unlisted material subsidiaries of a listed entity are required to be subjected to Secretarial Audit. With this in view, Kushla Rawat & Associates, Practicing Company Secretaries, have been appointed as Secretarial Auditors of Atco Limited and Edesk Services Limited, and in compliance with the same, the Secretarial Audit Reports of Atco Limited and Edesk Services Limited for the financial year ended on March 31, 2019 are also made available at the website of the company.. The said Secretarial Audit Reports do not contain any qualification, reservation, adverse remark or disclaimer.

19. DEPOSITS

During the year, there was no amount on account of principal or interest on public deposits that was outstanding as on the date of the Balance Sheet. Hence there are no particulars to report as regards the deposits falling under Rule 8 (5)(v) and (vi) of Companies (Accounts) Rules, 2014.

20. SIGNIFICANT & MATERIAL ORDERS

No significant or material orders were passed by the regulators or the courts or tribunals impacting the going concern status of the Company and its operations in future.

21. OTHER DISCLOSURES**Change in Registered Office of the Company**

The Company shifted its registered office from 6A, Lalwani Industrial Estate, 14, G. D. Ambekar Road, Wadala, Mumbai 400 031 to 2F Court Chambers, 35 New Marine Lines, Behind Income Tax Office, Mumbai 400020 with effect from February 1, 2019.

Meetings of the Board of Directors

Nine meetings of the Board of Directors were held during the year. Particulars of the meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this Report.

Audit Committee

The Audit Committee comprises of Mr. Nitin Datanwala, Independent Director (Chairman); Mr. Piyush Vora, Independent Director and Mrs. Leena Doshi, Executive Director. During the year, all the recommendations made by the Audit Committee were accepted by the Board. In conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate.

Corporate Social Responsibility (CSR)

Provisions of the Section 135 of the Companies Act, 2013 and the Rules framed thereunder are not applicable to the Company. Hence, the CSR report is not required to be annexed.

Particulars of Loans given, Investments made, Guarantees given and Security Provided

Particulars of loan given, investments made, guarantees given and securities provided covered under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

Risk Management Policy

The Board of Directors of the Company has put in place a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk-reward trade off. The risk management approach is based on a clear understanding of the variety of risks that the organisation faces, disciplined risk monitoring and measurement, and continuous risk assessment and mitigation measures.

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.

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.

Vigil Mechanism & Whistleblower Policy

The Company has a Vigil Mechanism & Whistleblower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be reported to the Audit Committee Chairman, as protected disclosures through an e-mail, or a written letter. The said Policy is available on the website of the Company at <https://www.vaaradventures.com/annual-report>

Policy on Related Party Transactions

The Board of the Company has adopted a Policy with regard to Related Party Transactions. The policy envisages the procedure governing the materiality of Related Party Transactions and dealing with Related Party Transactions, required to be followed by Company to ensure compliance with the concerned laws and regulations. The said Policy is available on the website of the Company at <https://www.vaaradventures.com/annual-report>

Prevention of Sexual Harassment of Women at Workplace

There were no incidents of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

22. GENERAL

The Directors of the Company state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these items, during the year under review:

- i. Details relating to deposits covered under Chapter V of the Act.
- ii. Issue of equity shares with differential rights as to dividend, voting or otherwise.
- iii. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- iv. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- v. Neither the Managing Director nor the Whole Time Director of the Company receives any remuneration or commissions from any of its subsidiaries.
- vi. No fraud has been reported by the Auditors to the Audit Committee or the Board.

23. ACKNOWLEDGEMENTS

The Directors wish to place on record their appreciation for the continued support and co-operation received from Government Authorities, Financial Institutions, Banks and esteemed shareholders of the company. Your Directors also acknowledge the support extended by the Company's employees for their dedicated service.

For and on behalf of the Board of Directors

Date : May 29, 2019
Place : Mumbai

Leena Doshi
Chairperson and Managing Director

Statement containing the salient features of the Financial Statements of Subsidiaries / Associate Companies / Joint Ventures

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with Rule 5 of the Companies (Accounts) Rules, 2014 - AOC -1]

Part A - List of Subsidiaries

Name of the Subsidiary	Atco Limited	Atcomaart Services Limited	Innovamedia Publications Limited	Varuna Drinking Water Solutions Limited	Geo Thermal Water Limited	Edesk Services Limited	Mentor Capitalist Chambers Private Limited*
Financial period ended	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019
Reporting Currency	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee	Indian Rupee
Share Capital	21,90,250	51,10,000	19,98,000	9,32,500	9,80,000	42,10,000	1,00,000
Reserves and Surplus	16,61,96,660	(1,54,03,767)	1,39,82,695	1,68,11,129	1,03,93,425	3,24,56,813	(3,43,971)
Total Assets	20,70,75,053	30,88,56,179	1,67,58,929	1,78,00,000	1,37,14,875	12,72,94,764	89,412
Total Liabilities <i>(excluding share capital and reserves and surplus)</i>	3,86,88,143	31,91,49,946	7,78,234	56,371	23,41,450	9,06,27,951	3,33,383
Investments <i>(other than in subsidiaries)</i>	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Turnover	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Profit / (Loss) before taxation	(75,454)	(2,209)	(11,580)	(5,180)	(10,94,450)	(5,901)	(2,032)

Provision for taxation	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Profit / (Loss) after taxation	(75,454)	(2,209)	(11,580)	(5,180)	(10,94,450)	(5,901)	(2,032)
% of shareholding	100 %	100 %	100 %	100 %	100%	100%	52.50%

*ceased to be a subsidiary w.e.f March 29, 2019

Part B - List of Associates

Name of the Associate	Kimaya Shoppe Limited
Financial period ended	March 31, 2019
Reporting Currency	Indian Rupee
Share Capital	81,02,000
Reserves and Surplus	(1,12,478)
Total Assets	80,03,902
Total Liabilities <i>(excluding share capital and reserves and surplus)</i>	14,380
Investments <i>(other than in subsidiaries)</i>	7,92,000
Turnover	NIL
Profit / (Loss) before taxation	(10,212)
Provision for taxation	NIL
Profit / (Loss) after taxation	(10,212)
% of shareholding	48.99%

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

[Disclosure under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of Companies (Accounts) Rules, 2014]

A. Conservation of Energy

- i) Steps taken or impact on conservation of energy:
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 older window air conditioners to star rated air conditioners for power saving.
- ii) Steps taken for utilization of alternate sources of energy:
The Company has commenced use of LED lights to reduce energy consumption. Further, the Company has installed high efficiency lighting fixtures and old high-power consumption light fittings have been replaced by low power consumption light fittings.
- iii) Capital investment on energy conservation equipment:
No significant capital investment is made on energy consumption equipment which can be quantified

B. Technology absorption

- i) Efforts made towards technology absorption : Not Applicable
- ii) Benefits derived : Not Applicable
- iii) Details of Technology Imported in last three years
 - a) Details of Technology imported : Not Applicable
 - b) Year of import : Not Applicable
 - c) whether the technology been fully absorbed : Not Applicable
 - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : Not Applicable
- iv) Expenditure incurred on Research and Development : Not Applicable

C. Foreign Exchange Earnings and Outgo

During the Financial Year, the foreign exchange earned in terms of actual inflows was NIL, whereas the foreign exchange in terms of actual outflows was NIL.

Date : May 29, 2019
Place : Mumbai

For and on behalf of the Board of Directors

Leena Doshi
Managing Director

FORM NO. MR-3

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

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

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 **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 our 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, 2019**, 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 March 31, 2019 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 Byelaws 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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable as the Company has not issued any further share capital during the period under review);**
 - d. The Securities and Exchange Board of India (Share Based employees Benefits) Regulations, 2014 **(Not applicable as there was no reportable event to the Company during the period under review);**

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- g. 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;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable as there was no reportable event to the Company during the period under review);**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable as there was no reportable event to the Company during the period under review)**

(vi) The management has identified and confirmed the following laws/acts as specifically applicable to the Company:

1. Reserve Bank of India (RBI) Act, 1934

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.

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

- i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii) 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.

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.

We further report that;

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors, Independent Directors and Woman Directors. The 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 and Listing Agreement.

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 and is informed, there were no dissenting members' views and hence not 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. The registered office of the company shifted from 6A, Lalwani Industrial Estate, 14, G. D. Ambekar Road, Wadala, Mumbai – 400031 to 2F, Court Chambers, New Marine Line, Mumbai – 400020 w.e.f 01.02.2019.
2. The Company has transferred its all equity shares (39.58%) held in Anewera Marketing Private Limited to Atcom Technologies Limited. Henceforth, Anewera Marketing Private Limited is ceased to be considered as an "Associate" as per definition of the Companies Act, 2013 w.e.f 01st December 2018.
3. The Company has transferred its all equity shares (52.50%) held in Mentor Capitalist Chambers Private Limited to Anewera Marketing Private Limited. Henceforth, Mentor Capitalist Chambers Private Limited is ceased to be considered as a "Subsidiary" as per definition of the Companies Act, 2013 w.e.f 29th March 2019.
4. Mr. Vikram Doshi (DIN: 00063455) resigned from the post of Managing Director and in his place Mrs. Leena Doshi (DIN: 00404404) is appointed as Chairperson and Managing Director for 5 years term subject to approval of members in ensuing annual general meeting of the company with immediate effect. Ms. Tanvi Doshi is appointed as CFO of the company w.e.f 12th March 2019.
5. The Board of Directors of the company has approved the proposal of the scheme of Amalgamation of ATCO LTD with their subsidiaries, associates and group companies with special reference to the feasibility of conveniently combining the businesses/undertakings of its subsidiaries/associates with the ATCO LTD and other synergic, administrative, operational and monetary advantages derived upon combining of their businesses.

For Kushla Rawat & Associates

Company Secretaries

Firm Registration No: I2013MH1092100

Kushla Rawat

ACS No: 33413, COP No: 12566

Place : Mumbai

Date : May 29, 2019

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

Management Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's Management/Officials is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events.

Disclaimer

5. The Secretarial Audit Report is neither as assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the company.

For Kushla Rawat & Associates

Company Secretaries

Firm Registration No: I2013MH1092100

Kushla Rawat

ACS No: 33413, COP No: 12566

Place : Mumbai

Date : May 29, 2019

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance pursuant to Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), and forming part of the Directors' Report, for the year ended March 31, 2019. The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and Regulation 46 of the Listing Regulations.

(1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Vaarad Ventures Limited recognises the importance of good corporate governance, which ultimately leads to strong and everlasting relationships with customers, suppliers, bankers and investors.

(2) BOARD OF DIRECTORS

The strength of the Board as on the date of this report comprises of four Directors. The Board of Directors comprises of Executive and Non-Executive Directors. There are three Non-Executive Directors and one Executive Director. The Chairman of the Board is an Executive Director. The Directors are eminently qualified and experienced in business, finance and corporate management.

The table below provides the composition of the Board, their attendance at Board meetings & AGM and number of directorships, chairmanship/membership of companies:

Name of the Director, Designation & Age	Category & nature of employment	No. of Directorships held in other companies in India	No. of committees of which Member (M)/ Chairman (C)	Board meetings attended	Attendance at the last AGM	No. of Shares held & % holding (of the Company) (As on March 31, 2019)
Leena Doshi Managing Director* 54 years	Executive Promoter Director	5	M - 2	9	Yes	3,79,29,270 (15.18%)
Harsh Doshi# 24 Years	Non-Executive Promoter Director	1	M - 1	NA	NA	3,04,71,038 (12.19%)
Nitin Datanwala 67 Years	Non-Executive Independent Director	9	C - 2	9	Yes	0
Piyush Vora 57 Years	Non-Executive Independent Director	1	M - 2	7	Yes	0

*Appointed in this designation w.e.f. March 12, 2019 in place of Mr. Vikram Doshi

#Appointed w.e.f. March 16, 2019 in place of Mr. Vikram Doshi

Notes:

- (1) Disclosure of Chairmanship & Membership in committees includes membership of Audit and Stakeholder Relationship Committees in Public Limited Companies
- (2) Other directorships do not include alternate directorship, directorship in Private Limited Companies, Section 8 Companies of the Companies Act, 2013 and Foreign Companies
- (3) None of the Directors of the Board is a member of more than ten Committees and no Director is Chairman of more than five committees across all the Public companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.
- (4) None of the Independent Directors of the Company are holding the position of Independent Director in more than seven Listed Companies. Further, none of the Directors of the Company are serving as a Whole-Time Director in any Listed Company or are holding position of Independent Director in more than three Listed Companies.
- (5) Ms. Leena Doshi and Mr. Harsh Doshi are related to each other. As on March 31, 2019, no director except Ms. Leena Doshi and Mr. Harsh Doshi is holding shares of the Company.

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

The information as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to appointment / reappointment of Directors of the Company are given in the Annexure to the Notice of the Annual General Meeting.

Board and Committee Meetings and Procedures

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides and evaluates the Company's strategic direction, management policies and their effectiveness, and ensures that shareholders' long-term interests are being served. The meetings of Board of Directors were held at the Registered Office of the Company.

The functions performed by the Board include review of Minutes of Audit Committee Meetings and other Committees of the Board, adoption of financial results of the Company and review of Company's operation & performance. The Board meets at least once in every quarter to review the quarterly performance and financial results of the Company. The maximum interval between any two meetings did not exceed 120 days. The Board notes compliance reports of all laws applicable to the Company in every quarter.

The Chairman of the Board and Company Secretary, in consultation with other concerned members of the senior management, finalise the agenda for Board and Committee meetings.

The agenda and notes on agenda are circulated to Directors in advance, and in the defined agenda format. All material information is incorporated in the agenda for facilitating meaningful and focussed discussions at the meeting. Where it is not practicable to attach any document to the agenda, it is tabled before the meeting with specific reference to this effect in the agenda.

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Committee members for their comments as prescribed under Secretarial Standard-1. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

The guidelines for Board and Committee meetings facilitate an effective post-meeting follow-up, review and reporting process for decisions taken by the Board and Committees thereof.

Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments and divisions. Action Taken Report on decisions made and minutes of the previous meeting(s) is placed at the succeeding meeting of the Board / Committees for noting.

Compliance

The Company Secretary, while preparing the agenda, notes on the agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued thereunder, Listing Regulations of the SEBI, and Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

Number of Board Meetings

Nine Board meetings were held during the financial year 2018-19, as against the minimum requirement of four meetings. The details of Board meetings held are given below:

Sr. No.	Date of meeting	Board Strength	No. of Directors present
1.	May 29, 2018	4	4
2.	July 23, 2018	4	4
3.	August 13, 2018	4	4
4.	October 31, 2018	4	3
5.	November 14, 2018	4	4
6.	January 31, 2019	4	3
7.	February 12, 2019	4	4
8.	March 11, 2019	4	4
9.	March 16, 2019	4	4

Meeting of Independent Directors

The Company's independent directors meet at least once in a financial year without the presence of executive directors and management personnel to review the performance of Non-Independent Directors and the Board as whole. One such meeting was held in the year, on February 9, 2019.

Committees of the Board

The Company's guidelines relating to Board meetings are applicable to Committee meetings. Each Committee has the authority to engage external experts, advisors and counsels to the extent it considers appropriate to assist in its functions. Minutes of proceedings of Committee meetings are circulated to the respective committee members and placed before the Board for noting.

In conformity with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Companies Act, 2013, the composition of these committees of Board are constituted and reconstituted.

As on the date of this report, the composition of these Committees was as under:

Name of members	Audit Committee	Stakeholders' Relationship Committee	Nomination and Remuneration Committee
Leena Doshi – Executive Director*	Yes	No	No
Harsh Doshi – Non-Executive Director#	No	Yes	Yes
Nitin Datanwala – Independent Director	Yes	Yes	Yes
Piyush Vora – Independent Director	Yes	Yes	Yes

**Appointed in the Audit Committee w.e.f. March 16, 2019*

#Appointed in the Nomination and Remuneration Committee and Stakeholders' Relationship Committee w.e.f. March 16, 2019

The Company has devised the Policy on Familiarisation Programme for Independent Directors, and the same is available on the website of the Company www.vaaradventures.com.

(3) AUDIT COMMITTEE OF THE BOARD

In conformity with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013, as applicable, the strength of the Board as also of the Audit Committee is adequate. All the recommendations of the Audit Committee were accepted by the Board during the year.

Broad terms of reference of the Audit Committee

The Audit Committee of the Company currently comprises of Mr. Nitin Datanwala (Chairman), Mr. Piyush Vora and Mrs. Leena Doshi. The Company Secretary acts as the Secretary to the Audit Committee.

The terms of reference of Audit Committee of the Company are in accordance with Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and, inter alia, include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommending to the Board the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees and confirm their independence;
3. Approval of payment to statutory auditors for any other services rendered, if authorised by the Board;
4. Review with the management, the quarterly financial statements before submission to the Board for approval and secure the Certificate from Managing Director and CFO in terms of the requirements under the Listing Regulations;
5. Evaluate internal financial controls and risk management systems;
6. Review with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
7. Any other terms of reference as may be included from time to time in the Listing Regulations.

During the year 2018-19, the Audit Committee met four (4) times: on May 29, 2018; August 13, 2018; November 14, 2018 and February 9, 2019. Attendance of the members in the Audit Committee Meetings was as follows:

Name of member	Designation	No. of meetings held	No. of meetings attended
Nitin Datanwala	Chairman	4	4
Piyush Vora	Member	4	4
Vikram Doshi*	Member	4	4
Leena Doshi#	Member	0	0

**Ceased to be a member w.e.f. March 16, 2019*

#Appointed as a member w.e.f. March 16, 2019

(4) NOMINATION & REMUNERATION COMMITTEE OF THE BOARD

The Nomination and Remuneration Committee of the Company currently comprises of Mr. Nitin Datanwala (Chairman), Mr. Piyush Vora and Mr. Harsh Doshi.

Broad Terms of Reference of the Nomination & Remuneration Committee

The terms of reference of Nomination & Remuneration Committee of the Company are in accordance with Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The functions of the Nomination & Remuneration Committee, inter alia, include:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the Board of Directors;
- (3) devising a policy on diversity of the Board of Directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment and removal;
- (5) whether to extend or continue the term of appointment of the Independent Directors, based on the report of performance evaluation of the Independent Directors.

During the year 2018-19, the Nomination & Remuneration Committee met four times: on October 31, 2018; February 9, 2019; March 11, 2019 and March 16, 2019. Attendance of the members in the Nomination & Remuneration Committee meetings was as follows:

Name of member	Designation	No. of meetings held	No. of meetings attended
Nitin Datanwala	Chairman	4	4
Piyush Vora	Member	4	4
Leena Doshi*	Member	4	4
Harsh Doshi#	Member	0	0

*Ceased to be a member w.e.f. March 16, 2019

#Appointed as a member w.e.f. March 16, 2019

Performance Evaluation Criteria for Directors

The Nomination and Remuneration Committee has devised the criteria for evaluation of the performance of the Directors, including Independent Directors. The said criteria provide, inter alia, certain parameters like attendance, acquaintance with business, communicating inter-se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy and benchmarks established by global peers, which are in compliance with applicable laws, regulations and guidelines.

Sitting Fees

During the year, the sitting fees paid to Mrs. Leena Doshi (who was a Non-Executive Director until her appointment as Managing Director on March 16, 2019), Mr. Nitin Datanwala, and Mr. Piyush Vora amounted to Rs. 20000; Rs. 25000 and Rs. 25000 respectively.

Remuneration Policy

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company, i.e. www.vaaradventures.com.

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Personnel will involve a balance between fixed and incentive pay, reflecting short-term and long-term performance objectives appropriate to the working of the Company and in such a manner that contributes in the achievement of corporate goals.

(5) STAKEHOLDERS' RELATIONSHIP COMMITTEE OF THE BOARD

The Stakeholders' Relationship Committee of the Company currently comprises of Mr. Nitin Datanwala (Chairman), Mr. Piyush Vora and Mr. Harsh Doshi.

The Committee considers and resolves the grievances of the security holders of the Company, including complaints received from shareholders and investors with respect to, inter alia, transfer of shares, non-receipt of declared dividends and non-receipt of Annual Reports. During the year 2018-19, the Stakeholders' Relationship Committee meet once: on March 11, 2019.

Attendance of the members in the Stakeholders' Relationship Committee Meetings:

Name of members	Designation	No. of meetings held	No. of meetings attended
Nitin Datanwala	Chairman	1	1
Piyush Vora	Member	1	1
Leena Doshi*	Member	1	1
Harsh Doshi#	Member	0	0

**Ceased to be a member w.e.f. March 16, 2019*

#Appointed as a member w.e.f. March 16, 2019

Details of Investors/Shareholders complaints received during the financial year 2018-19:

Complaints received	Complaints disposed	Complaints pending
0	0	0

No instruments of transfer were pending as on March 31, 2019.

(6) GENERAL BODY MEETINGS

Annual General Meetings

During the preceding three years, the Company's Annual General Meetings were held at 6A, Lalwani Industrial Estate, 14 G.D. Ambekar Road, Wadala, Mumbai 400014.

The date and time of Annual General Meetings held during the last three years, and the special resolution(s) passed thereat, are as follows:

Year	Date	Time	Special Resolution passed
2018-19	September 29, 2018	09:00 a.m.	<ol style="list-style-type: none"> 1. Approval for and limits of External Commercial Borrowings 2. Approval for and limits of Borrowings 3. Increasing the investment limits and advancing loans 4. Raise further funds through the FDI route
2017-18	September 29, 2017	09:00 a.m.	<ol style="list-style-type: none"> 1. Reappointment of Mr. Vickram Doshi as as the managing director 2. Adopt a new set of AoAof the Company in conformity with the new provisions of the Companies Act 2013
2016-17	September 29, 2016	10:00 a.m.	No Special Resolution passed

Extraordinary General Meeting (EGM)

No Extraordinary General Meeting was held during the period under reference.

Postal Ballot

The Company has not passed any resolution through postal ballot during the year under reference. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed through Postal Ballot.

Subsidiary Companies

The Company has three direct subsidiaries and three step-down subsidiaries as on March 31, 2019. A statement containing brief financial details of the subsidiaries is included in the Annual Report. The Company has formulated a policy for determining material subsidiaries, and the Policy is disclosed on the Company's website, i.e. www.vaaradventures.com.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a consolidated financial statement of the Company and its subsidiaries is attached. The consolidated financial statements have been prepared in accordance with the relevant accounting standards as prescribed under Section 129 (3) of the Act. These financial statements disclose the assets, liabilities, income, expenses and other details of the Company and its subsidiaries.

(7) MEANS OF COMMUNICATION**Quarterly results**

The Company's Quarterly / Half-Yearly / Annual Financial Results were submitted to the Stock Exchanges immediately after the conclusion of the Board meetings and were also published in two newspapers namely, in Business Standard (English) and Tarun Bharat (Marathi). The gist of the notice of AGM was also published in the said newspapers. The Company regularly puts latest information and financial data on the website of the Company and can be accessed at <https://www.vaaradventures.com/financial-results>.

Website

The Company's website (www.vaaradventures.com) contains a separate dedicated section 'Investor Center', where shareholders' information is available.

Annual Report

The Annual Report containing, inter alia, Audited Financial Statements, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis Report forms a part of the Annual Report. The Company's Annual Report is also available in downloadable form on the Company's website and can be accessed at <https://www.vaaradventures.com/annual-report>.

(8) GENERAL SHAREHOLDER INFORMATION**Company Registration Details**

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65990MH1993PLC074306.

Annual General Meeting

Day & Date : Monday, September 30, 2019

Time : 09:00 a.m.
 Venue : 2F Court Chambers, 35 New Marine Lines, Behind Income Tax Office,
 Mumbai - 400020
 Book Closure : September 23, 2019 to September 30, 2019 (both days inclusive)

The Members / Proxies who intend to attend the meeting are requested to bring the attendance slip sent herewith duly filed into the meeting. The instrument appointing the proxy, in order to be effective, should be duly stamped, completed and signed, and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Financial Year

The Financial Year starts on April 1 and ends on March 31 every year.

Financial Calendar (Tentative)

Financial Reporting for the Quarter ended June 30, 2019	:	Within 45 days from end of quarter
Financial Reporting for the Quarter ended September 30, 2019	:	Within 45 days from end of quarter
Financial Reporting for the Quarter ended December 31, 2019	:	Within 45 days from end of quarter
Financial Reporting for the Quarter and year ended March 31, 2020	:	Within 60 days from end of quarter and year

Listing on Stock Exchange

Name of the Stock Exchange

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
 Tel. : +91 22-22721233/4 Fax : +91 22-22721919

Stock Code of the Company

ISIN : INE418B01048
 Security Code : 532320
 Symbol : VAARAD
 Scrip name : Vaarad Ventures Limited

Payment of Listing Fees

Equity Shares of the Company as on date are listed on BSE Limited. The Company confirms that it has paid Annual Listing Fee for the Financial Year 2019-20 to BSE Limited.

MARKET INFORMATION

Market Price Data: High, low (based on daily closing prices and number of equity shares traded during each month in the year 2018-19 on BSE Limited:

Month	Stock of Vaarad Ventures Limited			BSE Sensex	
	High	Low	Total number of equity shares traded	High	Low
April 2018	12.10	12.10	143	35,213.30	32,972.56
May 2018	N.A.	N.A.	N.A.	35,993.53	34,302.89
June 2018	11.50	10.93	132	35,877.41	34,784.68
July 2018	11.50	11.50	1	37,644.59	35,106.57
August 2018	10.93	9.39	105	38,989.65	37,128.99
September 2018	12.64	8.00	1,848	38,934.35	35,985.63
October 2018	15.50	12.89	760	36,616.64	33,291.58
November 2018	20.30	15.80	466	36,389.22	34,303.38
December 2018	19.25	18.30	108	36,554.99	34,426.29
January 2019	17.50	15.10	420	36,701.03	35,375.51
February 2019	14.35	11.20	400	37,172.18	35,287.16
March 2019	10.64	9.12	851	38,748.54	35,926.94

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

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059.

Tel. : +91 22 62638200 | E-mail : sandeep@bigshareonline.com

Share Transfer System

The Company's shares are compulsorily traded in dematerialised mode. The dematerialised shares are transferable through the depository system. The power of share transfer has been delegated to the designated officials of Registrar & Transfer Agent of the Company, Bigshare Services Private Limited. The Registrar & Transfer Agent processes the share transfers within a period of fifteen days from the date of receipt of the transfer documents.

The Company has obtained half-yearly certificates from Company Secretary in Practice for compliance of share transfer formalities as per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also carried out Secretarial Audit for the reconciliation of Share Capital on quarterly basis, the total admitted capital with NSDL and CDSL, and the total issued and listed capital. The audit has confirmed that the total issued and paid-up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

DISTRIBUTION OF SHAREHOLDING (IN SHARES) AS ON MARCH 31, 2019 IS AS FOLLOWS:

Range (Amount in Rs.)	No. of Shareholders	% to Total	No. of Shares	% to Total
Up to 500	884	61.9916	198840	0.0796
5001 to 1000	340	23.8429	279454	0.1118
1001 to 2000	58	4.0673	92425	0.0370
2001 to 3000	28	1.9635	73164	0.0293
3001 to 4000	13	0.9116	45794	0.0183
4001 to 5000	12	0.8415	56368	0.0226
5001 to 10000	26	1.8233	179482	0.0718
10001 and above	65	4.5582	248977473	99.6296
TOTAL	1426	100.0000	249903000	100.0000

Categories of equity shareholders as on March 31, 2019:

Category	Number of equity shares held	Percentage of holding (%)
Promoters	17,79,13,840	71.19
Bodies Corporate	6,07,92,982	24.33
Resident Individuals	41,34,448	1.65
Trusts	70,01,000	2.80
Financial Institutions and Banks	800	0.00
Clearing Members	26	0.00
Non-Resident Individuals	35,804	0.01
Others	24,100	0.01
Total	24,99,03,000	100.00

Dematerialisation of Shares and Liquidity

The Company's shares are compulsorily traded in dematerialised mode. As on March 31, 2019, 99.90% shares were held in dematerialised form (98.50% with NSDL and 1.40% with CDSL) and balance 0.10% shares were held in physical form. Those shareholders whose shares are held in physical form are requested to dematerialise the same at the earliest in their own interest. The demat security code (ISIN) for the equity shares is INE418B01048.

Outstanding GDRS / ADRS / Warrants / Any Other Convertible Instruments

The Company does not have any outstanding instruments of the captioned type.

Proceeds from Public Issue / Rights Issue / Preferential Issue / Warrant Conversion

During the year, the Company has not raised any fund through Public Issue / Rights Issue / Preferential Issue / Warrant Conversion.

Details of Unpaid Dividend

Members are requested to note that the due date for claiming the unpaid or unclaimed dividend declared by the Company for the financial year 2011-12 is October 28, 2019. Members who have not encashed the dividend warrants so far in respect of the aforesaid period are requested to make their claim to Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, well in advance of the aforesaid due date.

Address for Correspondence

Vaarad Ventures Limited
2F Court Chambers, 35 New Marine Lines, Behind Income Tax Office, Mumbai 400020
Tel No 022-22077085 | Email: cs.dept@vaaradventures.com
Website: www.vaaradventures.com | CIN: L65990MH1993PLC074306

(9) OTHER DISCLOSURES**Related Party Transactions**

All related party transactions that were entered into during the financial year 2018-19 were on arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant related party transactions made by the Company with Promoters, Directors, KMPs or other designated persons which may have a potential conflict with the interest of the Company at large.

The policy on related party transactions as approved by the Board is uploaded on the Company's website at www.vaaradventures.com/annual-report.

Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters. During the last three years, no penalties or strictures have been imposed on the Company by these authorities. None of the Company's listed securities are suspended from trading.

Whistleblower Policy and Vigil Mechanism

The Company has adopted a Whistleblower Policy and Vigil Mechanism to provide a mechanism to the Directors, employees and other external stakeholders to report their concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism.

The Whistleblower Policy as approved by the Board is available on the website of the Company.

Code of Conduct for Prohibition of Insider Trading

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading, which is available on the website of the Company.

CEO and CFO Certification

The Managing Director and the Chief Financial Officer (CFO) of the Company have certified to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II to the Listing Regulations pertaining to CEO/CFO certification for the year ended March 31, 2019. The said annual certificate is published in this Report.

Compliance Certificate from the Practicing Company Secretary

As required by Schedule V (E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate on Corporate Governance is annexed to this report.

Certificate from the Practicing Company Secretary for the non-disqualification of the Directors

The Company has received a certificate from Kushla Rawat & Associates, Practicing Company Secretaries, Mumbai, that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

Adoption of Mandatory and Non-Mandatory requirements

The Company has complied with all mandatory requirements of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the Listing Regulations:

- i) During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- ii) The Internal Auditor of the company is a permanent invitee to the Audit Committee meetings and regularly attends the meetings for reporting the findings of the internal audit to the Audit Committee Members.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

(Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013)

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2019, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

Leena Doshi
Managing Director

Mumbai, May 29, 2019

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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 financial year ended on March 31, 2019 as stipulated under Regulations 17 to 27, clause (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretary of India (the ICSI).

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on March 31, 2019.

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 Kushla Rawat & Associates

Company Secretaries
Firm Registration No: I2013MH1092100

Kushla Rawat

ACS No.: 33413; COP No.: 12566

Place : Mumbai
Date : 29/05/2019

CERTIFICATION BY CEO AND CFO

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,
The Board of Directors,
Vaarad Ventures Limited**

1. We have reviewed the Financial Statements and Cash Flow Statement of Vaarad Ventures Limited for the year ended March 31, 2019, and to the best of our knowledge and belief:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibilities for establishing and maintaining internal controls for financial reporting, and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. 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 taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee that:
 - a. there are no significant changes in internal control over financial reporting during the year;
 - b. there are no significant changes in accounting policies during the year; and
 - c. there are no instances of significant fraud of which we have become aware.

Date : May 29, 2019
Place : Mumbai

Leena Doshi
Managing Director

Tanvi Doshi
Chief Financial Officer

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

- INDUSTRY STRUCTURE AND DEVELOPMENTS

Non- Banking Finance Companies (NBFC) are integral part of the country's financial system because of their complementary as well as competitive role. They act as a critical link in the overall financial system catering to a large market of niche customers. As a result of consolidation and restructuring in the financial sector and liberalization and globalization of markets only few strong NBFCs now remain in business. The last year has shown the extent of the pressure on NBFC's and the value of safe yet smart investment books. 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 and with an execution oriented focus. 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 while 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. The growth projections in 18-19 were optimistic but in reality the performance of the economy turned out to be flat. There are a lot of opportunities for the market. Your Company has a separate research and analysis 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.

- 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.

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. Since the company is in a business which requires only strategy and no operations, the board is involved completely in the day to day decision making process.

- 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

Independent Auditor's Report

**To the Members of
Vaarad Ventures Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Vaarad Ventures Limited** ("the Company"), which comprise the standalone Balance Sheet as at **31st March 2019**, the standalone Statement of Profit and Loss, standalone statement of changes in equity and standalone statement of Cash Flow for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 March 31, 2019; and of its **Profit** and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially

inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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.

This responsibility also includes 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 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the ability of company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the financial reporting process of the company.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group (Company and subsidiaries) as well as associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in

our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 said Order, to the extent applicable.
- 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 Standalone Balance Sheet and Standalone Statement of Profit & Loss and the Standalone Cash Flow Statement 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 2019** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March 2019** 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 has been no delays in transferring amounts, 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, 29th May 2019

Annexure "A" to the Independent Auditors' Report of even date to the members of **Vaarad Ventures Limited** on the standalone financial statements for the year ended **31st March 2019**.

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 6 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 rules made thereunder. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) 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.
- (vii) (a) According to the information and explanation given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods & services tax, duty of customs, duty of excise, 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, goods & services 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 amount relates	Forum where dispute is pending
Sales Tax Act, 1956 & MVAT 2002	Sales Tax (MVAT)	Rs. 28,69,641	FY 2008-09	Appeal pending Deputy Commissioner of Sales Tax - Mumbai
Central Sales Tax, 1956	Central Sales Tax	Rs. 15,61,192	FY 2008-09	
Sales Tax Act, 1956 & MVAT 2002	Sales Tax (MVAT)	Rs. 49,33,992	FY 2009-10	Appeal pending Deputy Commissioner of Sales Tax - Mumbai
Central Sales Tax 1956	Central Sales Tax	Rs. 15,415	FY 2009-10	
Sales Tax Act, 1956 & MVAT 2002	Sales Tax (MVAT)	Rs. 9,92,86,279	FY 2010-11	Appeal pending Deputy Commissioner of Sales Tax - Mumbai
		Rs. 1,737	FY 2011-12	
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.24,26,000/-	FY 2010-11	ITAT, Mumbai

(viii) According to the information and explanations given to us the Company has not

defaulted in repayment of loan or borrowing from any financial institution, banks, government or debenture-holders during the year.

- (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, 29th May 2019

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 2019** 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 and Board of Directors responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements 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. 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 2019**, 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, 29th May 2019

VAARAD VENTURES LIMITED
STANDALONE BALANCE SHEET AS ON 31ST MARCH 2019

	Notes No.	AS AT 31.3.2019	AS AT 31.3.2018
A			
EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2.1	24,99,03,000	24,99,03,000
(b) Reserves and surplus	2.2	5,08,00,090	5,04,47,378
2 Share application money pending allotment			
3 Non-current liabilities			
(a) Long-term borrowings	2.3	3,74,18,471	4,87,60,520
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions	2.4	2,925	16,196
4 Current liabilities			
(a) Short-term borrowings			
(b) Trade payables	2.5	-	24,53,000
(c) Other current liabilities	2.6	28,84,333	77,35,838
(d) Short-term provisions	2.7	8,70,961	8,43,536
TOTAL		34,18,79,780	36,01,59,468
B			
ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.8	10,25,022	23,76,737
(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	27,69,56,448	27,95,54,935
(c) Deferred tax assets (net)		1,01,469	1,01,469
(d) Long-term loans and advances	2.10	3,31,74,671	4,11,13,425
(e) Other non-current assets	2.11	2,87,76,993	3,34,03,557
2 Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	2.12	5,98,300	25,88,959
(d) Cash and cash equivalents	2.13	9,36,725	4,33,161
(e) Short-term loans and advances		-	-
(f) Other current assets	2.14	3,10,152	5,87,225
TOTAL		34,18,79,780	36,01,59,468

Significant Accounting Policies & Notes to Accounts 1 & 2

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

In terms of our report attached.

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

CA Naveen Mohta
Partner
Mem.No.048111
Place : Mumbai
Date :29th May,2019

For and on behalf of the Board of Directors

Leena Doshi
Managing Director

Tanvi Doshi
CFO

Nitin Datanwala
Chairman of Audit Committee
Independent Director

Rustom Deboo
CS

VAARAD VENTURES LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019

	Notes No.	AS AT 31.3.2019	AS AT 31.3.2018
1 Revenue from operations (gross)		-	-
Less: GST		-	-
Revenue from operations (net)		-	-
2 Other income	2.15	68,02,705	47,85,356
3 Total revenue (1+2)		68,02,705	47,85,356
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	2.16	15,47,406	11,77,644
(e) Finance costs	2.17	1,22,800	455
(f) Depreciation and amortisation expense	2.8	3,29,600	2,14,737
(g) Other expenses	2.18	39,29,112	26,93,834
Total expenses		59,28,918	40,86,670
5 Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		8,73,787	6,98,686
6 Exceptional items - Sale of Associate investment		4,43,650	-
7 Profit / (Loss) before extraordinary items and tax (5 + 6)		4,30,137	6,98,686
8 Extraordinary items			
9 Profit / (Loss) before tax (7 + 8)		4,30,137	6,98,686
10 Tax expense:			
(a) Current Tax		77,425	1,29,256
(b) MAT credit			
(c) Income Tax Adjustments earlier years (Net)			
(d) Prior Years Expenses			
(e) Deferred Tax		-	-
Total(10)		77,425	-
PROFIT OR LOSS FOR THE YEAR		3,52,712	5,69,430
11 Earnings per share (of ` Rs.1/- each)			
(a) Basic			
(i) Continuing operations		0.001	0.002
(b) Diluted			
(i) Continuing operations		0.001	0.002

Significant Accounting Policies & Notes to Accounts 1&2

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

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

CA Naveen Mohta
Partner
Mem.No.048111
Place : Mumbai
Date :29th May,2019

For and on behalf of the Board of Directors

Leena Doshi **Nitin Datanwala**
Managing Director Chairman of Audit Com
Independent Director

Tanvi Doshi **Rustom Deboo**
CFO CS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**1 SIGNIFICANT ACCOUNTING POLICIES YEAR ENDED 31ST MARCH,2019****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 Prior Period Expenses/ Income:

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

1.8 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.

1.9 Other Accounting Policies

These are consistent with generally accepted accounting practice. The figures have been regrouped for comparison purpose wherever applicable. Quarterly and Annual figures may not match entirely with these results due to rounding off.

Notes No. "2.1":- SHARE CAPITAL

	AS AT 31.3.2019		AS AT 31.3.2018	
	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)	36,50,00,000	36,50,00,000	36,50,00,000	36,50,00,000
5,00,000 Unclassified Share of Rs.100/-each (P.Y.5,00,000 Share of Rs 100/- each)	5,00,000	5,00,00,000	5,00,000	5,00,00,000
(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)	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
(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)	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
Total	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000

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

	AS AT 31.3.2019		AS AT 31.3.2018	
	No.of Shares	Amount	No.of Shares	Amount
Number of Shares at the beginning at Re.1 each	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
Addition/Cancellation/Buyback	-	-	-	-
Number of Shares at the end at Re.1 each	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
Total	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000

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

Name of Shareholder	AS AT 31.3.2019		AS AT 31.3.2018	
	%	Qty	%	Qty
Leena Doshi	15.18	3,79,29,270	15.18	3,79,29,270
Harsh Doshi	12.19	3,04,71,038	12.19	3,04,71,038
Tanvi Doshi	42.09	10,51,88,982	42.09	10,51,88,982
Kimaya Wellness Limited	15.12	3,77,89,180	15.12	3,77,89,180
Total	84.58	21,13,78,470	84.58	21,13,78,470

Notes No. "2.2":- RESERVES AND SURPLUS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Opening Balance of Share Premium	1,95,42,000	1,95,42,000
Add:- During the year		
Closing Balance of Share Premium	1,95,42,000	1,95,42,000
Opening Balance of General Reserve	1,71,27,774	1,71,27,774
Add:- During the year	-	-
Closing Balance of General Reserve	1,71,27,774	1,71,27,774
Opening Balance of Profit and Loss	1,37,77,604	1,32,08,174
Add/(Less):- Profit/(Loss) for the year	3,52,712	5,69,430
Amount Available for Appreciation	1,41,30,316	1,37,77,604
Total	5,08,00,090	5,04,47,378

Notes No. "2.3":-LONG TERM BORROWINGS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
(1) Car Loans From banks		
-HDFC Bank (Ag. Hypothecation of Car)	5,32,764	9,99,588
Less: Amount disclosed under other current liabilities (Note-2.6)	3,05,006	4,66,824
	2,27,758	5,32,764
Unsecured		
(2) Loans & Advance from Related Parties (Interest Free)	3,15,20,822	4,25,56,066
(3) Unsecured Loans & Advance from others	56,69,891	56,71,690
Total	3,74,18,471	4,87,60,520

Notes No. "2.4":-LONG TERM PROVISIONS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Long Term Provisions	2,925	16,196
Total	2,925	16,196

Notes No. "2.5":-TRADE PAYABLE		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Trade payable	-	24,53,000
Total	-	24,53,000

Notes No. "2.6":- OTHER CURRENT LIABILITIES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Current maturities of Long Term Borrowings (Refer note 2.3)	4,27,697	4,66,824
Taxes payable	53,507	1,98,266
Other Liabilities	24,03,129	70,70,748
Total	28,84,333	77,35,838

Notes No. "2.8":- TANGIBLEASSETS AND INTANGIBLEASSETS

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April, 2018	Additions/Adustme nt during the period	Deductions/ Retirement during the period	As at 31 March, 2019	As at 1 April,2018	For the period	Additions/ Adustment during theperiod	As at 31 March, 2019	As at 31 March, 2019	As at 31 March, 2018
Tangible assets:-										
Air Conditioner	1,22,038	-	-	1,22,038	1,22,038	-	-	1,22,038	-	-
Furniture and Fixture	28,65,472	-	-	28,65,472	28,53,573	1,189	-	28,54,762	10,710	11,899
Office Equipment	24,30,826	30,167	-	24,60,993	22,96,468	33,427	-	23,29,895	1,31,098	1,34,358
Computerand Printing	13,32,516	-	-	13,32,516	12,68,771	21,536	-	12,90,307	42,209	63,745
Motor Car	22,59,601	-	12,99,150	9,60,451	97,737	2,72,560	2,43,963	1,26,334	8,34,117	21,61,864
Tools and Equipments	13,300	2,905	-	16,205	8,429	888	-	9,317	6,888	4,871
Total	90,23,753	33,072	12,99,150	77,57,675	66,47,016	3,29,600	2,43,963	67,32,653	10,25,022	23,76,737
Previous Year	91,75,768	11,23,006	12,75,021	90,23,753	72,75,067	2,14,737	8,42,788	66,47,016	23,76,737	19,00,701

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, 2019

2. Rounded off where required.

Notes No. "2.7":- SHORT TERM PROVISION	
Particulars	
Provision for Income Tax	AS AT 31.3.2019
	8,70,961
	AS AT 31.3.2018
	8,43,536
Total	8,70,961
	8,43,536

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

Particulars	AS AT 31.3.2019			AS AT 31.3.2018		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investment(at Cost)						
(a) Investment in Subsidiary companies(Unquoted)						
Edesk Services Limited	-	7,47,00,000	7,47,00,000	-	7,47,00,000	7,47,00,000
42,10,000(500000) equity shares of Rs.1/- each						
Varuna Drinking Water Solutions Limited	-	1,78,00,000	1,78,00,000	-	1,78,00,000	1,78,00,000
9,32,500 (932500) equity shares of Rs.1/- each						
Atco Limited	-	16,95,25,000	16,95,25,000	-	16,95,25,000	16,95,25,000
21,90,250(2190250) equity shares of Rs.1/-each						
Mentor Capitalist Chambers Private Limited	-	1,05,000	1,05,000	-	1,05,000	1,05,000
52,500 (52,500) equity shares of Rs.2/-each						
(b) Other Investments						
Shares of other Company (Quoted Investment)						
Atcom Technologies Limited - Trading Suspended	-	-	-	16,48,487	-	16,48,487
5,07,913(507913) equity shares of Rs.10/- each						
Shares of other Company (Unquoted Investment)						
Kimaya Shoppe Limited	-	39,69,000	39,69,000	-	39,69,000	39,69,000
3,96,900(396900) equity shares of Rs.10/- each						
Kimaya Wellness Limited	-	7,76,880	7,76,880	-	7,76,880	7,76,880
66,400(66400) equity shares of Rs.10/-each						
Smart Sensors & Transducers Limited	-	1,00,70,568	1,00,70,568	-	1,00,70,568	1,00,70,568
25,17,642(2517642) equity shares of Rs.10/- each						
Anewera Marketing private Limited	-	-	-	-	9,50,000	9,50,000
25,17,642(2517642) equity shares of Rs.10/- each						
Saraswat Co-op Bank Limited	-	10,000	10,000	-	10,000	10,000
1000 (1000) equity shares of Rs.10/- each						
TOTAL	-	27,69,56,448	27,69,56,448	16,48,487	27,79,06,448	27,95,54,935

Aggregate Book Value of Quoted Investments

Aggregate Market Value of Quoted Investments *

Aggregate value fo Unquoted Investment

27,69,56,448

27,95,54,935

Notes No. "2.10":-LONG TERM LOANS AND ADVANCES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Security Deposits	12,37,500	2,10,000
Balances with Revenue Authorities		
(a) Advance income tax and TDS (Including MAT) and other input credit	11,97,700	11,79,884
(b) GST Input Tax Credit	6,22,164	4,67,125
(c) Service Tax Input Credit & Cess	2,54,388	2,75,270
Amount paid towards purchase of debt	1,25,76,446	1,73,58,949
Amount paid towards purchase of Actionable Claims	-	50,00,000
Other loans and advances	1,28,88,795	89,12,329
Unsecured, considered good to others		
Total	2,87,76,993	3,34,03,557

Notes No. "2.11":- OTHER NON CURRENT ASSETS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Other Assets with Related Party	3,31,74,671	4,11,13,425
Total	3,31,74,671	4,11,13,425

Notes No. "2.12":- TRADE RECEIVABLES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Trade Receivables		
Older than six months, held and considered good	5,98,300	25,88,959
Total	5,98,300	25,88,959

Notes No. "2.13":- CASH & CASH EQUIVALENTS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
(a) Cash on hand	1,26,851	1,27,351
(b) Balances with banks		
(i) In current accounts	7,66,110	2,53,878
(ii) Fixed Deposits	40,839	40,839
(iii)unpaid dividend account	2,925	11,093
Total	9,36,725	4,33,161

Notes No. "2.14":- OTHER CURRENT ASSETS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Prepaid Expenses	3,10,152	5,87,225
Total	3,10,152	5,87,225

Notes No. "2.15":- OTHER INCOME		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Balance written off	17,50,743	47,85,356
Sale of Tenancy Right	50,00,000	-
Other Income	51,962	-
Total	68,02,705	47,85,356

Notes No. "2.16":- EMPLOYEES BENEFIT EXPENSES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Salary & allowances	13,81,493	11,13,508
Staff Welfare	1,65,913	64,136
Total	15,47,406	11,77,644

Notes No. "2.17":- FINANCE COST		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Interest paid on loan	1,22,681	-
Bank Charges	119	455
Total	1,22,800	455

Notes No. "2.18":- OTHER EXPENSES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Advertising Expense	51,804	50,280
Audit Fees	50,000	50,000
Conveyance & Travelling Expenses	2,61,939	1,12,506
Courier Charges	33,961	17,460
Electricity Charges	2,14,088	1,50,940
Fees And Taxes	66,041	67,468
General Office Expenses	19,585	24,097
Housekeeping expenses	40,000	84,000
Insurance Charges	33,684	70,285
Listing Charges	3,26,000	3,45,000
Misc Chgs	62,680	24,247
Commission & Brokerage Expenses	70,000	-
Printing & Stationery Expenses	44,800	19,808
Legal fees	70,000	1,00,000
Professional Fees	1,44,499	7,89,448
Rent Charges	2,80,000	72,000
Retainership Fees	2,67,239	97,714
Subscription Charges	2,77,072	2,77,072
Telephone & Internet Charges	27,367	39,277
Directors Sitting fees	70,000	70,000
Loss on Sale of Vehicle	8,05,187	2,32,232
Loss on Sale of Investment	6,48,487	-
Prior Year Expenses	64,679	-
Total	39,29,112	26,93,834

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

	2018-19	2017-18
(a) Profit/ (Loss) after Extra ordinary Item & Taxation	3,52,712	569430
(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)	0.001	0.002

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:

Particulars	2018-19	2017-18
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	9,000/-	9,000/-
Grand Total	59,000/-	59,000/-

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. This investment has been sold to the extent of 457913

shares (Balance will be transferred on recovery).

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 2017 is as shown in the independent auditors report.

7. Pending Litigations:

There is no pending litigation.

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.

11. Disclosure of balances with subsidiaries, associates, directors and Key managerial personnel (in lacs.)

Amount payable to/ (receivable from) subsidiaries and associates	AS AT 31.3.2019		AS AT 31.3.2018	
	Amount Outstanding	Max Amount Outstanding	Amount Outstanding	Max Amount Outstanding
Subsidiary Companies				
1. Varuna Drinking Water Solutions Ltd.	-0.55	-0.55	-0.51	-0.51
2. Geo Aquatech Ltd.	4.67	4.67	4.67	4.67
3. Geo Thermal Water Limited	56.49	59.02	59.01	59.01
4. Atco Ltd.	-342.11	-421.49	-421.49	-421.49
5. Atcomaart Services Ltd.	12.65	48.00	40.01	40.01
6. Innovamedia Publications Ltd.	33.27	33.32	33.32	33.32
7. E-Desk Services Ltd	3.77	3.80	3.80	3.80
8. Mentor Capitalist Chambers Private Limited	0.32	0.32	-0.09	-0.09
9. Asset Resolution Services India Pvt. Ltd.	0.65	0.65	0.66	0.66

Associates				
Kimaya Shoppe Ltd.	70.25	70.30	70.30	70.30
Leena Doshi	13.46	54.04	50.89	50.89
Vikram Doshi	8.00	19.99	21.00	21.00
Doshi Enterprises	7.31	11.60	11.58	11.58
Covet Securities and Leasing Pvt Ltd	123.39	147.40	147.40	147.40

Note: Positive ones are Credit.

12 Managerial Remuneration to Directors	2018-19	2017-18
Salary	4,40,000	4,80,000
Profit/(loss) computed in accordance with section 198 of the Companies Act		
Net profit/(loss) before Tax	Rs.430137	Rs.698686

13. Companies transactions with subsidiaries and directors:

	01.04.2018-31.03.2019	
Transaction amount	Nature	Amount
Subsidiary Companies		
1. Varuna Drinking Water Solutions Ltd.	Advances given	4000
2. Geo Aquatech Ltd.		0.0
3. Geo Thermal Water Limited	Repayment received	253200
4. Atco Ltd.	Repayment received	7938754
5. Atcomaart Services Ltd.	Repayment received	2706730
6. Innovamedia Publications Ltd.	Advances given	5400
7. E-Desk Services Ltd	Advances received	3600
8. Mentor Capitalist Chambers Private Limited	Amount received	42162
9. Asset Resolution Services India Pvt. Ltd.	Advance	400

	given	
Associates		
Kimaya Shoppe Ltd.	Advance given	5400
Anewera Marketing Pvt Ltd	Advance given	2300
Leena Doshi	Loan repaid Director	37,44255
Vikram Doshi	Loan repaid Director	11,99,400
Doshi Enterprises	Amount received	428135
Covet Securities and Leasing Pvt Ltd	Repayment made	2401200

VAARAD VENTURES LIMITED

SCHEDULE TO AUDITED BALANCESHEET AS ON 31.03.2019

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 HDFC Bank	6,55,445	
	Secured Loan from ICICI Bank		
	(2) Unsecured Loans & Advance from Related Parties (Interest Free)	3,21,81,186	
	(3) Unsecured Loans & Advance from others	56,69,891	

	Assets Side	Amount Out-Standing
2	Break- up of Loans and Advances including bills receivable (other than those included in (4) below)	
	a)Secured	
	b) unsecured	4,71,51,890
3	Break- up of Leased Assets and stock on hire and other assets counting towards AFC activities	
	i) Lease assets including lease rentals under sundry debtors:	
	(a) Financial Lease	-
	(b) Operating Lease	-
	(ii) Stock on 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	-
	(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	27,69,56,448
	(b) Preference	-
	(ii)Debentures and Bonds	-
	(iii)Units of Mutual Funds	-
	(iv)Government Securities	-
	(v)Others(Please Specify)	-

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	-	3,42,65,812	3,42,65,812
b)Companies in the same group			-
c)Other related parties	-	7,60,465	7,60,465
2.Other than related parties		1,21,25,613	1,21,25,613
Total	-	4,71,51,890	4,71,51,890

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		26,21,30,000
b)Companies in the same group		39,69,000
c)Other related parties		
2.Other than related parties		1,08,57,448
Total		27,69,56,448

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

Independent Auditor's Report

**To the Members of
Vaarad Ventures Limited**

Report on the Audit of the Consolidated Financial Statements**Opinion**

We have audited the consolidated financial statements of **Vaarad Ventures Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "The Group") and its associates,**, which comprise the consolidated Balance Sheet as at **31st March 2019**, the consolidated Statement of Profit and Loss, consolidated statement of changes in equity and consolidated statement of Cash Flow for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 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 March 31, 2019; and of its **Profit** and its Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditors' report thereon

The Group's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is

materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

The financial statements of the subsidiary companies as mentioned above have not been audited for the year ended 31st March, 2019. We have relied on the unaudited financial statements drawn up & certified by the management up to the same reporting date as that of the Holding Company i.e. 31st March, 2019.

Our opinion on the consolidated financial statements and notes thereon, and our report on Other Legal & regulatory requirements below is not modified in respect of the above matter.

Management's Responsibility for the Consolidated Financial Statements

The Group's management and Board of Directors are responsible matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management and Board of Directors are responsible for assessing the ability of group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of each company.

Auditors' 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually

or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the group has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We have not audited the financial statements of subsidiary companies, whose unaudited financial statements are considered in the preparation of the financial statements. These financial statements are audited by other auditors. We have relied on the unaudited financial statements drawn up & certified by the management up to the same reporting date as that of the Holding Company i.e. 31st March, 2019 and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiaries and our report in terms of Section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the unaudited financial statements drawn up & certified by the management.

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 financial statements / information certified by the Management.

Report on other Legal and Regulatory Requirements

- 3) As required by section 143(3) of the Act, we report 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;
 - i) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;
 - j) The Consolidated Balance Sheet and Consolidated Statement of Profit & Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - k) 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;
 - l) On the basis of the written representations received from the directors as on **31st March 2019** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March 2019** 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 Group 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 Group has disclosed the impact of pending litigations on its financial position in its financial statements – refer notes to the financial statements;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delays in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For K. M. Tapuriah & Co

Chartered Accountants

Firm Registration number: 314043E

CA Naveen Mohta

Partner

Membership Number: 048111

Mumbai, 29th May 2019

Annexure –A 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 Group”) as of **31st March 2019** in conjunction with our audit of the financial statements of the Group for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Group’s management and Board of Directors responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control over financial reporting criteria established by the Group 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. 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 group'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 Group’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 Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Group'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 Group'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 group;(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 group are being made only in accordance with authorisations of management and directors of the group; and (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the group'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 **31st March 2019**, based on the internal control over financial reporting criteria established by the Group 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, 29th May 2019

VAARAD VENTURES LIMITED
CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH 2019

	Notes No.	AS AT 31.3.2019	AS AT 31.3.2018
A			
EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2.1	24,99,03,000	24,99,03,000
(b) Reserves and surplus	2.2	-1,35,15,998	-1,26,84,673
2 Share application money pending allotment			
3 Non-current liabilities			
(a) Long-term borrowings	2.3	3,74,97,330	3,97,19,454
(b) Deferred tax liabilities (net)		1,37,833	1,37,833
(c) Other long-term liabilities		0	-
(d) Long-term provisions	2.4	10,56,508	10,69,779
4 Current liabilities			
(a) Short-term borrowings	2.5	2,83,892	32,83,892
(b) Trade payables	2.6	31,08,16,598	44,58,99,199
(c) Other current liabilities	2.7	1,06,47,329	1,59,62,556
(d) Short-term provisions	2.8	17,09,289	12,74,141
TOTAL		59,85,35,781	74,45,65,181
B			
ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.9	72,97,747	90,51,975
(ii) Intangible assets		13,55,34,718	13,62,49,331
(iii) Capital work-in-progress		4,59,00,000	4,59,00,000
(iv) Intangible assets under development			-
(v) Fixed assets held for sale			-
(vi) Goodwill on Consolidation		5,000	52,500
(b) Non-current investments	2.10	1,48,26,448	1,74,24,935
(c) Deferred tax assets (net)		6,38,703	6,38,703
(d) Long-term loans and advances			
(e) Other non-current assets	2.11	3,29,91,895	4,04,88,221
2 Current assets			
(a) Current investments			-
(b) Inventories	2.12	3,75,38,614	3,75,38,614
(c) Trade receivables	2.13	32,17,64,487	45,53,93,550
(d) Cash and cash equivalents	2.14	10,54,405	5,66,517
(e) Short-term loans and advances			-
(f) Other current assets	2.15	9,83,764	12,60,835
TOTAL		59,85,35,781	74,45,65,181

Significant Accounting Policies & Notes to Accounts
1 & 2

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

For K.M.Tapuriah For and on behalf of the Board of Directors
Chartered Accountants
Firm registration: 314043E

CA Naveen Mohta
Partner
Mem.No.048111
Place : Mumbai
Date :29th May,2019

Leena Doshi
Managing Director

Tanvi Doshi
CFO

Nitin Datanwala
Chairman of Audit Co
Independent Director

Rustom Deboo
CS

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**1. SIGNIFICANT ACCOUNTING POLICIES YEAR ENDED 31ST MARCH,2019****1.1 Basis of Consolidation:**

The consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are those entities in which Vaarad Ventures Ltd directly or indirectly has the power to govern the operating and financial policies in order to gain economic benefits. Vaarad Ventures Ltd has seven subsidiaries of which six are wholly owned as on 31st March 2019(Details in Directors Report).

Principles of Consolidation**Subsidiaries**

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

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.

3. Depreciation:

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

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.

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 | 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 Prior Period Expenses/ Income:

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

1.8 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.

1.9 Other Accounting Policies

These are consistent with generally accepted accounting practice. The figures have been regrouped for comparison purpose wherever applicable. Quarterly and Annual figures may not match entirely with these results due to rounding off.

Notes No. "2.1":- SHARE CAPITAL

	AS AT 31.3.2019		AS AT 31.3.2018	
	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)	36,50,00,000	36,50,00,000	36,50,00,000	36,50,00,000
5,00,000 Unclassified Share of Rs.100/-each (P.Y.5,00,000 Share of Rs 100/- each)	5,00,000	5,00,00,000	5,00,000	5,00,00,000
(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)	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
(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)	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
Total	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000

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

	AS AT 31.3.2019		AS AT 31.3.2018	
	No.of Shares	Amount	No.of Shares	Amount
Number of Shares at the beginning at Re.1 each	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
Addition/Cancellation/Buyback	-	-	-	-
Number of Shares at the end at Re.1 each	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000
Total	24,99,03,000	24,99,03,000	24,99,03,000	24,99,03,000

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

Name of Shareholder	AS AT 31.3.2019		AS AT 31.3.2018	
	%	Qty	%	Qty
Leena Doshi	15.18	3,79,29,270	15.18	3,79,29,270
Harsh Doshi	12.19	3,04,71,038	12.19	3,04,71,038
Tanvi Doshi	42.09	10,51,88,982	42.09	10,51,88,982
Kimaya Wellness Limited	15.12	3,77,89,180	15.12	3,77,89,180
Total	84.58	21,13,78,470	84.58	21,13,78,470

Notes No. "2.2":- RESERVES AND SURPLUS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Opening Balance of Share Premium	1,95,42,000	1,95,42,000
Add:- During the year		
Closing Balance of Share Premium	1,95,42,000	1,95,42,000
Opening Balance of General Reserve	1,71,27,774	80,25,000
Add:- During the year	-	91,02,774
Closing Balance of General Reserve	1,71,27,774	1,71,27,774
Opening Balance of Profit and Loss	-4,93,54,447	-4,87,47,268
Adjustment of Subsidiary		40,530
Correction in Minority Interest		985
Total After Above Correction		-4,87,05,753
Add/(Less):- Profit/(Loss) for the year	-8,30,025	-6,96,194
Difference in Opening Balance	-1,300	-4,94,01,947
Minority Interest		47,500
Amount Available for Appreciation	-5,01,85,772	-4,93,54,447
Total	-1,35,15,998	-1,26,84,673
Notes No. "2.3":-LONG TERM BORROWINGS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
(1) Car Loans From banks		
-HDFC Bank (Ag. Hypothecation of Car)	5,32,764	9,99,588
Less: Amount disclosed under other current liabilities (Note-2.6)	3,05,006	4,66,824
	2,27,758	5,32,764
Unsecured		
(2) Loans & Advance from Related Parties (Interest Free)	3,15,99,681	3,35,07,111
(3) Unsecured Loans & Advance from others	56,69,891	56,79,579
Total	3,74,97,330	3,97,19,454
Notes No. "2.4":-LONG TERM PROVISIONS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Long Term Provisions	10,56,508	10,69,779
Total	10,56,508	10,69,779
Notes No. "2.5":-SHORT TERM BORROWING		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
From Related party	60,982	
From Others	2,22,910	32,83,892
Total	2,83,892	32,83,892

Notes No. "2.6":-TRADE PAYABLE		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Trade payable	31,08,16,598	44,58,99,199
Total	31,08,16,598	44,58,99,199
Notes No. "2.7":- OTHER CURRENT LIABILITIES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Current maturities of Long Term Borrowings (Refer note 2.3)	4,27,697	4,66,824
Taxes payable	53,507	1,98,266
Other Liabilities	1,01,66,125	1,52,97,466
Total	1,06,47,329	1,59,62,556
Notes No. "2.8":- SHORT TERM PROVISION		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Provision for Tax and Expenses	16,87,355	12,52,207
Provision for Bonus	21,934	21,934
Total	17,09,289	12,74,141
Notes No. "2.11":-LONG TERM LOANS AND ADVANCES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Security Deposits	35,36,920	22,99,420
Balances with Revenue Authorities		
(a) Advance income tax and TDS (Including MAT) and other input credit	12,60,129	12,42,314
(b) GST Input Tax Credit	7,90,920	4,67,125
(c) Service Tax Input Credit & Cess	2,54,388	2,75,270
Amount paid towards purchase of debt	1,25,76,446	1,73,58,949
Amount paid towards purchase of Actionable Claims	-	50,00,000
Other loans and advances	1,45,73,092	1,38,45,143
Unsecured, considered good to others		
Total	3,29,91,895	4,04,88,221
Note No. "2.12":- INVENTORIES		
	AS AT 31.3.2019	AS AT 31.3.2018
Raw Material	39,20,214	39,20,214
Finished goods	3,36,18,400	3,36,18,400
Total	3,75,38,614	3,75,38,614

Notes No. "2.9":- FIXED ASSETS

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April, 2018	Additions/Adjustment during the period	Deductions/Retirement during the period	As at 31 March, 2019	As at 1 April, 2018	For the period	Additions/Adjustment during the period	As at 31 March, 2019	As at 31 March, 2019	As at 31 March, 2018
Tangible assets:-										
Air Conditioner	1,54,038	-	-	1,54,038	1,54,038	-	-	1,54,038	-	-
Furniture and Fixture	35,53,767	-	-	35,53,767	33,87,642	70,018	-	34,57,660	96,107	1,66,125
Office Equipment	40,99,335	30,167	-	41,29,502	39,64,977	33,427	-	39,98,404	1,31,098	1,34,358
Computer and Printing	28,95,015	-	-	28,95,015	28,31,270	21,536	-	28,52,806	42,209	63,745
Motor Car	36,60,593	-	12,99,150	23,61,443	14,98,729	2,72,560	2,43,963	15,27,326	8,34,117	21,61,864
Tools and Equipments	78,992	2,905	-	81,897	74,121	888	-	75,009	6,888	4,871
Electrical Fittings	2,68,077	-	-	2,68,077	2,03,904	26,208	-	2,30,112	37,965	64,173
Plant & Machinery	1,26,39,913	-	-	1,26,39,913	63,02,569	8,42,661	-	71,45,230	54,94,683	63,37,344
Borewell	65,343	-	-	65,343	31,582	4,356	-	35,938	29,405	33,761
Service Equipment	1,65,935	-	-	1,65,935	80,201	11,062	-	91,263	74,672	85,734
Capital WIP (Brand Building/ Godw	1,33,25,747	-	-	1,33,25,747	-	-	-	-	1,33,25,747	1,33,25,747
Goodwill	12,40,71,639	-	-	12,40,71,639	11,48,056	1,64,008	-	13,12,064	12,27,59,575	12,29,23,583
Computer Software	2,50,00,000	-	-	2,50,00,000	2,50,00,000	-	-	2,50,00,000	-	-
Computer Software 1	2,12,78,312	-	-	2,12,78,312	2,12,78,312	-	-	2,12,78,312	-	-
Capital WIP	4,59,00,000	-	-	4,59,00,000	-	-	-	-	4,59,00,000	4,59,00,000
Total	25,71,56,706	33,072	12,99,150	25,58,90,628	6,59,55,401	14,46,724	2,43,963	6,71,58,162	18,87,32,466	19,12,01,305
Previous Year	25,73,08,721	11,23,006	12,75,021	25,71,56,706	6,54,54,889	13,43,300	8,42,788	6,59,55,401	19,12,01,305	19,18,53,832

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

Particulars	AS AT 31.3.2019			AS AT 31.3.2018		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(a) Other Investments						
Shares of other Company (Quoted Investment)						
Atcom Technologies Limited - Trading Suspended	-	-	-	16,48,487	-	16,48,487
5,07,913(507913) equity shares of Rs.10/- each						
Shares of other Company (Unquoted Investment)						
Kimaya Shoppe Limited	-	39,69,000	39,69,000	-	39,69,000	39,69,000
3,96,900(396900) equity shares of Rs.10/- each						
Kimaya Wellness Limited	-	7,76,880	7,76,880	-	7,76,880	7,76,880
66,400(66400) equity shares of Rs.10/-each						
Smart Sensors & Transducers Limited	-	1,00,70,568	1,00,70,568	-	1,00,70,568	1,00,70,568
25,17,642(2517642) equity shares of Rs.10/- each						
Anewera Marketing private Limited	-	-	-	-	9,50,000	9,50,000
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						
Balance left from Mentor (105000-52500)					52,500	52,500
TOTAL	-	1,48,26,448	1,48,26,448	16,48,487	1,58,28,948	1,74,77,435

Aggregate Book Value of Quoted Investments	-	-
Aggregate Market Value of Quoted Investments *	-	-
Aggregate value of Unquoted Investment	1,48,26,448	1,74,77,435

* Trading in the scrip of Atcom Technologies Limited is suspended. Therefore the market value of the investment is not ascertainable.

However The management believes that there is no permanent diminution in the value of the investment

Notes No. "2.13":- TRADE RECEIVABLES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Trade Receivables		
Older than six months, held and considered good	32,17,64,487	45,53,93,550
Total	32,17,64,487	45,53,93,550

Notes No. "2.14":- CASH & CASH EQUIVALENTS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
(a) Cash on hand	1,53,982	1,54,482
(b) Balances with banks		
(i) In current accounts	8,56,659	3,60,103
(ii) Fixed Deposits	40,839	40,839
(iii)unpaid dividend account	2,925	11,093
Total	10,54,405	5,66,517

Notes No. "2.15":- OTHER CURRENT ASSETS		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Prepaid Expenses	9,83,764	12,60,835
Total	9,83,764	12,60,835

Notes No. "2.16":- OTHER INCOME		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Balance written off	18,22,636	
Sale of Tenancy Right	50,00,000	-
Other Income	52,139	-
Misc Income		54,07,344
Total	68,74,775	54,07,344
Notes No. "2.17":- EMPLOYEES BENEFIT EXPENSES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Salary & allowances	13,81,493	12,54,797
Staff Welfare	1,65,913	64,136
Total	15,47,406	13,18,933
Notes No. "2.18":- FINANCE COST		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Interest paid on loan	1,22,681	-
Bank Charges	1,240	2,436
Total	1,23,921	2,436
Notes No. "2.19":- OTHER EXPENSES		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
Advertising Expense	51,804	50,280
Audit Fees	57,670	57,670
Conveyance & Travelling Expenses	2,61,939	1,12,506
Courier Charges	33,961	17,460
Electricity Charges	2,14,088	1,50,940
Fees And Taxes	93,675	77,309
General Office Expenses	19,585	24,097
Housekeeping expenses	40,000	84,000
Insurance Charges	33,684	70,285
Listing Charges	3,26,000	3,45,000
Misc Chgs	62,680	24,247
Commission & Brokerage Expenses	70,000	-
Printing & Stationery Expenses	44,800	19,808
Legal fees	70,000	1,00,000
Professional Fees	1,50,779	13,65,178
Rent Charges	2,80,000	72,000
Retainership Fees	2,67,239	97,714
Subscription Charges	2,77,072	2,77,072
Telephone & Internet Charges	45,509	60,090
Directors Sitting fees	70,000	70,000
Loss on Sale of Vehicle	8,05,187	2,32,232
Loss on Sale of Investment	6,48,487	-
Prior Year Expenses	64,679	1,725
Sundry Factory Expense	76,836	
Total	40,65,674	33,09,613

VAARAD VENTURES LTD		
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2019		
Particulars	AS AT 31.3.2019	AS AT 31.3.2018
CASH FLOW FROM OPERATING ACTIVITIES		
Profit Before Tax	-7,52,600	-5,66,938
Adjustments		
Depreciation	14,46,724	13,43,300
Profit/ Loss on Sale of Asset	8,05,187	2,32,232
Profit on Sale of Investment	10,92,137	
Deposit		
Adjustment for Minority Interest	47,500	89,015
Adjustment for Reserve	-1,300	
Total	26,37,648	10,97,609
Changes in assets and liabilities		
Trade & other Receivables	13,36,29,063	-5,03,486
Trade payable & Provisions	-13,50,82,601	-44,62,468
Other Current Assets	2,77,071	-2,23,035
Long Term Provisions and Short Term Provisions	3,94,452	45,494
Other Current Liabilities	-53,15,225	3,87,785
Taxation for the year		
Tax Paid	-50,000	-1,29,256
Net Cash Generated from Operating Activities (A)	-35,09,592	-37,87,357
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-33,072	-11,23,006
Sale of Fixed Assets	2,50,000	2,00,000
Capital WIP		
Sale of Investments	15,06,350	-
Investment in Subsidiaries	-	-
Net Cash Generated from Investing Activities (B)	17,23,278	-9,23,006
CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Loan	-52,22,124	73,15,701
Dividend and Dividend Distribution Tax	-	-
Proceed from borrowing	-	-9,97,500
Other Non Current Assets	74,96,326	
Loans and Advances		-14,52,278
Net Cash Generated from Financing Activities (C)	22,74,202	48,65,923
Net Cash flow (A+B+C)	4,87,888	1,55,560
+		
Opening balance of Cash & Cash Equivalents	5,66,517	4,10,957
Closing balance of Cash & Cash Equivalents	10,54,405	5,66,517
Net Cash & Cash Equivalents for the year	4,87,888	1,55,560
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		

Significant Accounting Policies & Notes to

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

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

CA Naveen Mohta
Partner
Mem.No.048111
Place : Mumbai
Date :29th May,2019

Leena Doshi
Managing Director

Tanvi Doshi
CFO

Nitin Datanwala
Chairman of Audit Co
Independent Director

Rustom Deboo
CS

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):

	2018-19	2017-18
(a) Profit/ (Loss) after Extra ordinary Item & Taxation	(8,30,025)	(6,96,194)
(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)	(0.003)	(0.003)

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. **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 group for the year ended 31st March 2019 is as follows: (Refer to Independent Auditors Report- Standalone for a detailed table - This is only an incremental addition to the contingent liabilities already shown In the standalone accounts.)

1. Sales Tax – Appeal pending:

Edesk Services Ltd

Sales demand (Penalty order)

Year Amount

2010 -11	14,962,890
2011-12	50,756,393
2012-13	54,916,555
2013-14	9,368,526

Atcomaart Services Ltd.

Year Amount

2010 -11	104,837,912
2011-12	86,798,665
2012-13	123,610,641
2013-14	45,033,395

6. **Pending Litigations:** There is no pending litigation.

7. The balance of certain Creditors, other liabilities and loans and advances are subject to confirmation /reconciliation.

8. 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.

9. Previous years figures have been regrouped wherever necessary.

NOTICE

Notice is hereby given that the Twenty-Fifth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at 2F Court Chambers, 35 New Marine Lines, Mumbai 400020 on Monday, 30th September, 2019 at 09.00 a.m., to transact the following business:

Ordinary Business

1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon.

2) To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of five years until the conclusion of the 30th Annual General Meeting and to fix their remuneration, and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Gada Chheda & Co. LLP, Chartered Accountants, Mumbai, with Firm Registration No. W100059, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. K.M. Tapuriah & Co., Chartered Accountants, Mumbai, at a remuneration as may be mutually agreed to between the Board of Directors and M/s. Gada Chheda & Co. LLP, to hold office of Statutory Auditor till the conclusion of the Thirtieth Annual General Meeting of the Company.”

Special Business**3) Appointment of Mr. Harsh Doshi as Director of the Company**

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Harsh Doshi (DIN: 07570529), who was appointed as an Additional Director of the Company with effect from March 16, 2019 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company **AND THAT** Mrs. Leena Doshi, Managing Director of the Company, be and is hereby severally authorised to sign the requisite forms and documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT by virtue of his appointment as a Director of the Company, Mr. Harsh Doshi be and is hereby appointed as a member of the Nomination and Remuneration Committee and Stakeholders’ Relationship Committee of the Board.”

4) Appointment of Mrs. Leena Doshi as Managing Director of the Company

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mrs. Leena Doshi (DIN: 00404404) as a Managing Director, for a period of 5 (five) years with effect from March 12, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Mrs. Leena Doshi be and is hereby appointed as a member of the Audit Committee of the Board;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5) Re-appointment of Mr. Piyush Vora as an Independent Director of the Company

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Piyush Arun Vora (DIN: 00018995), who was appointed as an Independent Director of the Company to hold office up to September 29, 2019, and who being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from September 30, 2019 up to September 29, 2024.

RESOLVED FURTHER THAT by virtue of his re-appointment as an Independent Director of the Company, Mr. Piyush Vora be and is hereby re-appointed as a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee of the Board.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6) Appointment of Mr. Mitesh Chheda as an Independent Director of the Company

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mitesh Chheda (DIN: 08540087), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years beginning from September 30, 2019.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7) Approval for limits of borrowings under Section 180(1)(c) of the Companies Act, 2013

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be accorded to the Board of Directors of the Company, to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR 500Crores (Indian Rupees Five Hundred Crores) (both funded and non-funded) at any one point of time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate all the terms and conditions with the Bankers for availing the funded and non-funded limits from banks and/or any other financial institution (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenure etc. for each borrowing and for such purpose, create and place fixed deposits as collateral, execute loan agreement, demand promissory notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provisions of the Companies Act, 2013.”

8) Approval for limits of investments and loans under Section 186 of the Companies Act, 2013

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard

to investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

1. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of INR 100 Crores (Indian Rupees One Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provisions of the Companies Act, 2013."

By order of the Board
For Vaarad Ventures Limited

Sd/-

Rustom Deboo
Company Secretary

Mumbai
August 13, 2019

Registered Office:

Vaarad Ventures Limited
2F Court Chambers
35 New Marine Lines
Mumbai 400020
CIN: L65990MH1993PLC074306
Tel No.: 022-22007001
Email: cs.dept@vaaradventures.com
Website: www.vaaradventures.com

NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.

3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send certified copy of Board Resolution or other governing body authorising their representatives to attend and vote on their behalf at the meeting.
4. Members/proxies/ authorized representatives should bring their copy of the Annual Report along with duly-filled Attendance Slip enclosed herewith to attend the Meeting.
5. Members who hold shares in dematerialised form are requested to write their DP ID and Client ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from September 24, 2019 to September 30, 2019 (both days inclusive) for the purpose of 25th Annual General Meeting.
9. The Annual Report 2018-19, the Notice of the 25th Annual General Meeting and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
10. Mr. Harsh Doshi is interested in the Resolution set out at Item No. 3 of the Notice with regard to his appointment. Except Mr. Harsh Doshi, Mrs. Leena Doshi and Ms. Tanvi Doshi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

Mrs. Leena Doshi is interested in the Resolution set out at Item No. 4 of the Notice with regard to her appointment. Except Mrs. Leena Doshi, Mr. Harsh Doshi and Ms. Tanvi Doshi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.

11. 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 physical form can submit their PAN details to Bigshare Services Private Limited.
12. As per Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
13. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday, between 11:00 a.m. to 01:00 p.m. prior to the date of 25th Annual General Meeting of the Company.
14. Any member desiring any clarification/explanation in respect of the information given in this Annual Report is requested to submit the relevant query to the company at least 10 days before the meeting so as to enable the management to keep the information ready.
15. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
16. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
17. Additional Information, pursuant to Regulation 36 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. 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 Board has appointed Kushla Rawat & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner.
19. The e-voting period commences on September 26, 2019 at 9:00 a.m. and ends on September 29, 2019 at 5:00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. September 23, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module will be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. September 23, 2019. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

20. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
21. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
22. The Scrutinizers shall, immediately after the conclusion of the voting at the meeting, first count the votes from the valid poll papers cast at the 25th Annual General Meeting. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers thereafter shall submit their report to the Chairperson after completion of their scrutiny. The result of the voting will be announced within forty-eight hours of the conclusion of the 25th Annual General Meeting at the Registered Office of the Company.
23. The results declared along with the Scrutinizer's report shall be placed on the Company's website, i.e. www.vaaradventures.com, and the website of NSDL, and shall also be intimated to BSE Limited, where shares of the Company are listed.
24. Prominent landmarks near the AGM venue are Income Tax Office and Churchgate Railway Station.
25. A detailed list of instructions for e-voting is annexed to this Notice.

By order of the Board
For Vaarad Ventures Limited

Sd/-

Rustom Deboo
Company Secretary

Mumbai
August 13, 2019

Registered Office:
Vaarad Ventures Limited
2F Court Chambers
35 New Marine Lines
Mumbai 400020
CIN: L65990MH1993PLC074306
Tel No.: 022-22007001
Email: cs.dept@vaaradventures.com
Website: www.vaaradventures.com

Instructions for e-voting

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

	For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kushlarawatcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice and should be taken as forming part of the Notice. An explanatory statement in relation to Item No. 2 is also furnished and should also be taken as forming part of the Notice.

Item No. 2

The Board of Directors received an intimation of resignation from M/s. K.M. Tapuriah & Co., Chartered Accountants, Mumbai. As per the provisions of the Companies Act, 2013 read with rules made thereunder, a casual vacancy caused due to the resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of M/s. Gada Chedda & Co. LLP, Chartered Accountants, Mumbai to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company.

M/s. Gada Chedda & Co. LLP, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

The Directors recommend the resolution for approval of members. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Item No. 2.

Item No. 3

Mr. Harsh Doshi was appointed as an Additional Director of the Company by the Board of Directors with effect from March 16, 2019. His appointment was till the date of the ensuing Annual General Meeting. In terms of Section 161 of the Companies Act, 2013, approval of the Members is required for the purpose of regularising his appointment as Director of the Company. Therefore, the Board of Directors commends the Special Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4

Mrs. Leena Doshi, who has served as a Director of the Company since December 17, 2007, was appointed as Managing Director of the Company by the Board of Directors at its meeting held on March 11, 2019 for a period of five years with effect from March 12, 2019, following the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members in the Annual General Meeting.

Mrs. Leena Doshi's appointment, if approved by the Members, would be on the following terms and conditions:

- 1) Period of appointment: Five years with effect from March 12, 2019
- 2) Remuneration: In terms of Schedule V of the Companies Act, 2013 read together with Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013, the Managing Director shall be paid the following remuneration:
 - i) Salary:
 - a) Basic salary with annual increments as may be decided by the Nomination and Remuneration Committee and the Board of Directors up to a maximum of Rs. 2,00,000/- per month

- b) House Rent Allowance up to a maximum of Rs. 1,00,000/- per month
- c) Other allowances up to a maximum of Rs. 1,00,00/- per month

ii) Perquisites:

In addition to the above, the Managing Director shall be entitled to the following perquisites with an option to the Managing Director to receive the perquisites in any lawful combination as mutually agreed between her and the Board.

- a) Reimbursement of medical expenses incurred for self and family in accordance with the rules specified by the Company
- b) Leave Travel Assistance for self and family once in a year in accordance with the rules specified by the Company
- c) Personal accident insurance, group coverage for self/family as may be fixed by the Board from time to time
- d) Provision of Company's car for the use of Company's business and telephone at residence will not be considered as perquisites

iii) Commission: Nil

iv) Remuneration in the event of loss, etc.:

Notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profit in any financial year during the term of office of the Managing Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

Item No. 5

Mr. Piyush Vora is currently an Independent Director of the Company and a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company.

Mr. Vora is eligible for re-appointment for a second term on the Board of the Company as an Independent Director, not liable to retire by rotation, effective from September 30, 2019 to September 29, 2024, subject to the approval of the Members by a Special Resolution. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Vora as an Independent Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice from a Member proposing his candidature for the office of a Director.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the Nomination and Remuneration Committee, given his background, experience and contribution, the Board is of the opinion that Mr. Vora's continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his service as an Independent Director.

The Company has received a declaration from Mr. Vora confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In terms of Regulation 25(8) of the Listing Regulations, Mr. Vora has confirmed that he is not aware of any circumstance or situation which exists or which may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Vora has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited pertaining to enforcement of SEBI orders regarding appointment of Directors by

listed companies. Further, Mr. Vora is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In the opinion of the Board, Mr. Vora fulfils the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during business hours and will also be available at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable regulations, the re-appointment of Mr. Vora as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board therefore commends the Special Resolution set out in Item No. 5 of the accompanying Notice. Except for Mr. Piyush Vora, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the resolution.

Item No. 6

The Company has received a notice as required under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Mitesh Chheda as an Independent Director of the Company for a term of five consecutive years beginning from September 30, 2019. The term of Mr. Mitesh Chheda shall not be liable to retirement by rotation.

The Company has received a declaration from Mr. Mitesh Chheda, confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of the view that Mr. Chheda's experience will be of immense value to the Company. The Directors, therefore, recommend, the resolution appearing under Item No. 6 of the accompanying Notice for your approval. Except for Mr. Mitesh Chheda, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the resolution.

Item No. 7

In order to achieve long term strategic and business objectives, the Board of Directors of the Company propose to increase the limits of borrowings under section 180 of the Companies Act, 2013 and the rules made thereunder; the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of borrowing is more than 100% of its paid up capital, free reserves and securities premium account.

Accordingly, the Board of Directors of the Company propose to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 500,00,00,000 (Indian Rupees Five Hundred Crore Only) outstanding at any time notwithstanding that such borrowings are in excess of limits given under Section 180 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No. 8

In order to achieve long term strategic and business objectives, the Board of Directors of the Company propose to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made thereunder, the

Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company propose to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By order of the Board
For Vaarad Ventures Limited

Sd/-

Rustom Deboo
Company Secretary

Mumbai
August 13, 2019

Registered Office:
Vaarad Ventures Limited
2F Court Chambers
35 New Marine Lines
Mumbai 400020
CIN: L65990MH1993PLC074306
Tel No.: 022-22007001
Email: cs.dept@vaaradventures.com
Website: www.vaaradventures.com

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE AGM PURSUANT TO REGULATIONS 26(4) AND 36(3) OF LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS:

Name of the Director	Leena Doshi (Managing Director)	Harsh Doshi (Non-Executive Non-Independent Director)	Piyush Vora (Non-Executive Independent Director)	Mitesh Chheda (Non-Executive Independent Director)
DIN	00404404	07570529	00018995	08540087
Date of birth	01/05/1965	25/11/1994	30/12/1961	15/10/1990
Age	54 years	24 years	57 years	28 years
Date of first appointment	17/12/2007	16/03/2019	19/02/2010	N.A.
Qualifications and expertise	Bachelor of Arts; wide experience in the field of human resources.	Graduate in Finance and Statistics from New York University; experience in developing and consulting for several brands.	Chartered Accountant; over 25 years of experience, currently serving as the CFO of the Lodha Group.	Chartered Accountant and Bachelor of Commerce; over a decade of experience with CA firms in practice and in fields of accounts and taxation.
Terms and conditions of appointment or re-appointment	As given in explanatory statement	N.A.	Re-appointment as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from September 30, 2019 to September 29, 2024.	Re-appointment as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from September 30, 2019 to September 29, 2024.
Relationships with other Directors/Key Managerial Personnel	Mother of Mr. Harsh Doshi and Ms. Tanvi Doshi	Son of Mrs. Leena Doshi and brother of Ms.	-	-

		Tanvi Doshi		
Directorships in other Public Limited Companies (excluding foreign companies, private companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Atco Water Technologies Limited 2. Varuna Drinking Water Solutions Limited 3. Geo Thermal Water Limited 4. Kimaya Shoppe Limited 5. Atcom Technologies Limited 	1. Varuna Drinking Water Solutions Limited	1. Rushabh Precision Bearings Limited	-
Membership/Chairpersonship of Committees in other public limited companies	NIL	NIL	NIL	NIL
No. of Board meetings attended during the year	9	N.A.	9	N.A.
No. of shares held:	37929270 (15.18%)	30471038 (12.19%)	NIL	NIL

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 - Form No. MGT-11]

VAARAD VENTURES LIMITED

Regd. Office: 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020
 CIN: L65990MH1993PLC074306 | Phone: +91 22 2200 7001 | Email: cs.dept@vaaradventures.com | Website:
 www.vaaradventures.com

Name of member(s): _____

Registered address: _____

Email ID: _____

Folio Number/ DP ID- Client ID: _____

I / We, being the Member(s) holding _____ shares of Vaarad Ventures Limited, hereby appoint:

1. Name _____

Address: _____

_____ Signature _____,

or failing him / her

2. Name _____

Address: _____

_____ Signature _____,

or failing him / her

3. Name _____

Address: _____

_____ Signature _____,

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of Vaarad Ventures Limited to be held on Monday, September 30, 2019, at 09:00 a.m. at 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

2. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of five years until the conclusion of the 30th Annual General Meeting and to fix their remuneration (Ordinary Resolution)

SPECIAL BUSINESS

3. Appointment of Mr. Harsh Doshi as Director of the Company (Ordinary Resolution)
4. Appointment of Mrs. Leena Doshi as Managing Director of the Company (Special Resolution)
5. Reappointment of Mr. Piyush Vora as Independent Director of the Company (Special Resolution)
6. Appointment of Mr. Mitesh Chheda as Independent Director of the Company (Ordinary Resolution)
7. Approval for limits of borrowings under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)
8. Approval for limits of investments and loans under Section 186 of the Companies Act, 2013 (Special Resolution)

Signed this.....day of....., 2019

Signature of Shareholder:.....

Signature of Proxy holder(s):.....

Affix Revenue Stamp of not less than Rs. 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(To be presented at the entrance of the meeting venue)

VAARAD VENTURES LIMITED

Regd. Office: 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L65990MH1993PLC074306 | Phone: +91 22 2200 7001 | Email: cs.dept@vaaradventures.com | Website:
www.vaaradventures.com

I / We hereby record my / our presence at the 25th Annual General Meeting (AGM) of the Company held on Monday, September 30, 2019 at 09:00 a.m. at 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020 and at any adjournment(s) thereof.

Folio No. _____

DP ID No. _____

Client ID No. _____

Name of the Member _____

Name of the Proxyholder _____

Member's / Proxy's Signature

Notes:

1. Only member / Proxyholder can attend the Meeting.
2. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the AGM.