

# VENTURA GUARANTY

October 04, 2017

To,  
BSE Limited,  
Corporate Relationship Department,  
P. J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Scrip Code: 512060**

Dear Sir/Madam,

**Subject: Annual Report 2016-17**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Report for the financial year 2016-17.

We hereby confirm that the said Annual Report was approved and adopted by the Members at the Thirty Third Annual General Meeting of the Company held on September 27, 2017 as per the provisions of the Companies Act, 2013.

We request you to take the same on your record.

Thanking You,

Yours Faithfully,

For VENTURA GUARANTY LIMITED



SUDHA GANAPATHY  
COMPANY SECRETARY & COMPLIANCE OFFICER



**VENTURA  
GUARANTY  
LIMITED  
ANNUAL REPORT  
2016-17**

## **BOARD OF DIRECTORS**

<b>Sajid Malik</b>	<b>Director</b>
<b>Saroja Malik</b>	<b>Director</b>
<b>Hemant Majethia</b>	<b>Whole Time Director</b>
<b>Kulinkumar Majethia</b>	<b>Director</b>
<b>Sandra Shroff</b>	<b>Director</b>
<b>Jaidev Shroff</b>	<b>Director</b>
<b>Ganesh Acharya</b>	<b>Independent Director</b>
<b>Ashish Nanda</b>	<b>Independent Director</b>
<b>Sridhar Vaidyanathan</b>	<b>Independent Director</b>

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

**Sudha Ganapathy**

## **REGISTRAR & SHARE TRANSFER AGENT**

**Bigshare Services Private Limited**

E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai-400072, Maharashtra  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

## **AUDITORS**

**CNK & Associates LLP, Chartered Accountants**

Narain Chambers, 5th Floor, M. G. Road,  
Vile Parle (East), Mumbai - 400057, Maharashtra  
Website: [www.cnkindia.com](http://www.cnkindia.com)

# **DIRECTORS' REPORT**

# VENTURA GUARANTY

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Third Annual Report of VENTURA GUARANTY LIMITED along with the Audited Statements of Accounts and the Auditors' Report of the Company for the year ended March 31, 2017.

### FINANCIAL RESULTS

Summary of Standalone Financial Results for the year is as under:-

(Amount in Rs.)

Particulars	Year ended March 31, 2017	Year ended March 31, 2016
Total Income	13,639,598	12,754,724
Total Expenditure	3,904,992	3,649,567
Profit before Tax	9,734,606	9,105,157
Less: Provision for Income Tax	198,000	-
Less: Deferred Tax	6,015	6,764
Profit after Tax	9,530,591	9,093,425

### DIVIDEND & TRANSFER TO RESERVE

The Directors do not recommend payment of dividend for the year ended March 31, 2017.

During the year under review, the Company has transferred Rs. 960,000 to the General Reserve of the Company.

### BUSINESS REVIEW

During the year under review, the Company's Total Income increased to Rs. 13,639,598 from Rs. 12,754,724 recorded in the previous year. The Profit after Tax was recorded at Rs. 9,530,591 against a Profit after Tax of Rs. 9,093,425 in the previous year.

### SUBSIDIARY COMPANIES

The Company has one (1) subsidiary and two (2) step down subsidiaries as on March 31, 2017. There is one (1) associate company within the meaning of section 2 (6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

# **VENTURA GUARANTY**

The Company has prepared a consolidated financial statement of all its subsidiary companies.

Pursuant to provisions of Section 129 (3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1, forms part of this report.

Pursuant to the provisions of section 136 of the Act, the financial statements of the Company, including consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

## **CONSOLIDATED FINANCIAL RESULTS**

The Audited Standalone and Consolidated Financial Statements of the Company are attached herewith and form part of this Annual Report. These have been prepared in accordance with the provisions of the Companies Act, 2013; the Accounting Standard 21 (AS-21) on Consolidated Financial Statements read with Accounting Standard 23 (AS-23) on Accounting for Investments in Associates in Consolidated Financial Statements based on Audited Financial Results for the year ended March 31, 2017.

## **BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Company has Nine (9) Directors comprising of One (1) Whole Time Director, Three (3) Independent Directors and Five (5) Non-executive Directors including Two (2) Women Directors.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Jaidev Shroff and Mrs. Saroja Malik, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. A brief profile of Mr. Jaidev Shroff and Mrs. Saroja Malik is provided as an Annexure to the Notice which forms part of this Annual Report.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

The Company and Independent Directors shall abide by the provisions specified in Schedule IV.

The Company has appointed Mrs. Sudha Ganapathy as the Company Secretary and Compliance Officer as required under the Companies Act, 2013 and Listing Regulations. The Stock Exchange and other authorities have been intimated regarding her appointment during the year under review.

# VENTURA GUARANTY

## AUDITORS

The Statutory Auditors of the Company, 'CNK & Associates LLP, Chartered Accountants,' (ICAI Registration No. 101961W/ W-100036), had been appointed at the Thirty First Annual General Meeting for a term of five consecutive years i.e. up to the conclusion of Thirty Sixth Annual General Meeting, subject to ratification by members at every Annual General Meeting under the provisions of the Companies Act, 2013.

The Board of Directors recommends their ratification by the Members in the ensuing Annual General Meeting.

## COMMENTS IN AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their report.

Secretarial Auditors of the Company Roy Jacob & Co., have in their Secretarial Audit Report made a qualification regarding non-appointment of Chief Financial Officer (CFO).

Given the current size of operations of the Company, the Company is facing challenges in short listing suitable candidates for the position of Chief Financial Officer. The Company is continuing its effort in this direction and hopes to fill up the vacancy as soon as possible.

## EXTRACT OF ANNUAL RETURN

As provided under section 92 (3) of the Act, the extract of annual return is given in Annexure "A" in the prescribed Form MGT-9, which forms part of this Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company does not fall within the criteria prescribed under Section 135 of the Companies Act, 2013. Hence, the Company is not required to constitute CSR Committee and to comply with other provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

## MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company / business policy and strategies apart from other business matters. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

Ten meetings of the Board of Directors were held during the year.

# VENTURA GUARANTY

## COMMITTEES OF THE BOARD

In accordance with the Companies Act, 2013 and Listing Regulations, there are currently two Committees of the Board, viz.:

### 1. Audit Committee

Audit Committee comprises of three Independent Directors namely Mr. Ganesh Acharya - Chairman, Mr. Ashish Nanda - Member and Mr. Sridhar Vaidyanathan - Member of the Committee.

### 2. Stakeholders' Relationship Committee

Pursuant to Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated September 02, 2015 issued by Securities & Exchange Board of India, Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to Company. Also, as per provisions of the section 178 of the Companies Act, 2013 only companies having members more than 1000 are required to form Stakeholders' Relationship Committee. However, as a good corporate governance practice and for benefits of shareholders, the Company continues to have Stakeholders Relationship Committee in force.

## DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, there were no cases filed under the aforesaid Act.

## ANNUAL EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

The evaluation framework for assessing the performance of Board as a whole, Board Committees and Directors comprises the following key areas:

- a. Attendance of Board Meetings and Board Committee Meetings;
- b. Quality of contribution to Board deliberations;
- c. Strategic perspectives or inputs regarding future growth of the Company and its performance;
- d. Providing perspectives and feedback going beyond information provided by the management;
- e. Commitment to shareholder and other stakeholder interests.

The evaluation includes Self-evaluation by the Board Member and subsequently assessment by the Board of Directors. A Member of the Board does not participate in the discussion of his / her evaluation.



# **VENTURA GUARANTY**

## **CORPORATE GOVERNANCE**

As per Circular dated September 02, 2015 (effective from December 01, 2015) issued by Securities & Exchange Board of India, your Company falls in the exempted category. Therefore, provisions related to Regulation 15 (2), 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of Sub regulation 46 and Para C, D, E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company maintains highest standards of ethical, moral and legal environment. Subsequently, the Board of Directors has formulated a Whistle Blower Policy to report genuine concerns or grievances. Protected disclosures can be made by a whistle blower through an e-mail, telephone line or a letter to the Chairman of the Audit Committee or any member of the Audit committee. The Policy on vigil mechanism / whistle blower policy may be accessed on the Company's website.

## **PARTICULARS OF EMPLOYEE REMUNERATION**

The Company has no employee, who falls under the criteria specified under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Also, the Company does not pay any remuneration to its Directors.

## **MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

There were no material events that occurred between the end of financial year i.e. March 31, 2017 and date of this report which may have any effect on the financial position of the Company.

## **RISK MANAGEMENT & INTERNAL FINANCIAL CONTROL SYSTEMS**

The Company has in place sufficient processes, systems and structure which enables to implement internal financial control with reference to Financial Statements and ensure that the same are adequate.

The Company has a Risk Management Plan in place to assess and minimize risks arising out of the Company's operations and interactions. The Company's approach to mitigate business risks is through periodic review and reporting mechanism to the Audit Committee and the Board and thereby maximizing returns and minimizing risks.

# VENTURA GUARANTY

## SECRETARIAL AUDITOR

The Board has appointed Mr. Roy Jacob, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2017 is annexed as Annexure "B" forming part of this Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company confirms and reports:

- a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors 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) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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

# VENTURA GUARANTY

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188 (1)

All Related Party Transactions entered during the period under review were in ordinary course of business and on an arm's length basis. No materially significant transactions were entered into by the Company which may have a potential conflict with the interest of the Company at large.

Prior approval of the Audit Committee is obtained for all foreseeable related party transactions on a quarterly basis. Details of all related party transactions entered on the basis of the aforementioned approval are placed before the Audit Committee on quarterly basis for their review.

A Statement containing the details of material contracts or arrangements or transactions with Related Parties on an arm's length basis with respect to transactions as required under Section 188 (1) of the Act, in the prescribed Form No. AOC-2 is attached as Annexure "C".

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

### A: Conservation of energy

- i. Steps taken or impact on conservation of energy: The operations of the Company are limited to loan and investment business and not energy-intensive. However, adequate measures have been initiated for conservation of energy.
- ii. Steps taken for utilization of alternate sources of energy: Company's operations are not energy consumptive by nature. However, company may explore alternative sources of energy, as and when it requires.
- iii. Capital investment on energy conservation equipment: NIL

### B: Technology Absorption

- a) Efforts made towards Technology Absorption: Company has adopted technology as per its business requirement.
- b) Benefits derived like product improvement, cost reduction, product development or import substitution: Since Company operates in loans and investment segment this may not be applicable to the Company.
- c) Imported Technology: Not Applicable
- d) Expenditure incurred on Research and Development: The Company has not carried out any Research and Development activities relating to conservation of energy.

# VENTURA GUARANTY

## C: Foreign Exchange Earnings and Outgo

There was no foreign exchange earnings and outgo during the financial year under consideration.

## GENERAL

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

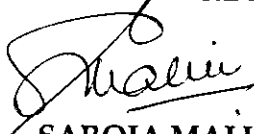
1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## ACKNOWLEDGEMENT

Your Directors take this opportunity to express their deep gratitude and sincere appreciation for the timely co-operation, guidance received from Bankers, Stock Exchange, and Government Authorities during the period under review. Further, your Directors would also like to thank all shareholders of the Company for placing their faith and confidence in the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

  
SAJID MALIK  
DIRECTOR  
(DIN: 00400366)

  
SAROJA MALIK  
DIRECTOR  
(DIN: 00400421)

Place: Mumbai

Date: May 30, 2017

ANNEXURE "A"

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

For the financial year ended 31.03.2017

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

**I. REGISTRATION & OTHER DETAILS**

1.	CIN	L29299MH1984PLC034106
2.	Registration Date	24.09.1984
3.	Name of the Company	Ventura Guaranty Limited
4.	Category/Sub-Category of the Company	Company Limited by Guarantee/ Non Government Company
5.	Address of the Registered office and Contact details	Dhannur 'E', Ground Floor 15, Sir P. M. Road, Fort, Mumbai -400001, Maharashtra  022-22660969
6.	Whether listed company	Yes
7.	Contact details of Registrar and Transfer Agent, if any	
	Name	Bigshare Services Pvt. Ltd
	Address	E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072, Maharashtra
	Contact No.	022- 40430200

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	Other financial service activities, except insurance and pension funding activities, n.e.c.	64990	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Section
1.	Ventura Securities Limited ("VSL")	Corporate Office: I-Think Techno Campus, 8th floor, B Wing, Pokhran Road No.2, Off Eastern Express Highway, Thane, Maharashtra-400607	U67120MH1994PLC082048	Subsidiary	88.29	2(87)(ii)
2.	Ventura Commodities Limited	I-Think Techno Campus, 8th floor, B Wing, Pokhran Road No.2, Off Eastern Express Highway, Thane, Maharashtra-400607	U74999MH2002PLC135585	Subsidiary	88.29 Through VSL	2(87)(ii)

3.	Ventura Allied Services Private Limited	I-Think Techno Campus, 8th floor, B Wing, Pokhran Road No.2, Off Eastern Express Highway, Thane, Maharashtra-400607	U74120MH2013PTC 244159	Subsidiary	88.29 Throug h VSL	2(87)(ii)
4.	Kashmira Investment and Leasing Private Limited	I-Think Techno Campus, 8th floor, B Wing, Pokhran Road No.2, Off Eastern Express Highway, Thane, Maharashtra-400607	U55993MH1986PTC 186364	Associate	49.79	2 (6)

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

##### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01.04.2016]				No. of Shares held at the end of the year[As on 31.03.2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1,845,100	1,906	1,847,006	57.81	1,845,100	1,906	1,847,006	57.81	0
b) Central Govt	0	0	0	0.00	0	0	0	0	0
c) State Govt(s)	0	0	0	0.00	0	0	0	0	0
d) Bodies Corp.	0	0	0	0.00	0	0	0	0	0
e) Banks / FI	0	0	0	0.00	0	0	0	0	0
f) Any other	0	0	0	0.00	0	0	0	0	0
<b>(2) Foreign</b>									
a) Individual/ HUF	420,000	652	420,652	13.17	420,000	652	420,652	13.17	0
b) Central Govt	0	0	0	0.00	0	0	0	0	0
c) State Govt(s)	0	0	0	0.00	0	0	0	0	0
d) Bodies Corp.	0	0	0	0.00	0	0	0	0	0
e) Banks / FI	0	0	0	0.00	0	0	0	0	0
f) Any other	0	0	0	0.00	0	0	0	0	0

<b>Total shareholding of Promoter (A) (1+2)</b>	<b>2,265,100</b>	<b>2,558</b>	<b>2,267,658</b>	<b>70.98</b>	<b>2,265,100</b>	<b>2,558</b>	<b>2,267,658</b>	<b>70.98</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	825,500	825,500	25.84	0	825,500	825,500	25.84	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	650	100,992	101,642	3.18	650	100,992	101,642	3.18	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing	0	0	0	0.00	0	0	0	0.00	0.00



Members									
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	650	926,492	927,142	29.02	650	926,492	927,142	29.02	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	650	926,492	927,142	29.02	650	926,492	927,142	29.02	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	2,265,750	929,050	3,194,800	100.00	2,265,750	929,050	3,194,800	100.00	0.00

**B. Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2016			Shareholding at the end of the year As on 31.03.2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Sajid Malik	731,500	22.90	0.00	731,500	22.90	0.00	0.00
2.	Saroja Malik	520,000	16.28	0.00	520,000	16.28	0.00	0.00
3.	Hemant Majethia	413,600	12.95	0.00	413,600	12.95	0.00	0.00
4.	Kulinkumar Majethia	1,202	Negligible	0.00	1,202	Negligible	0.00	0.00
5.	Vandana Majethia	652	Negligible	0.00	652	Negligible	0.00	0.00
6.	Jugal Majethia	652	Negligible	0.00	652	Negligible	0.00	0.00
7.	Raksha Majethia	52	Negligible	0.00	52	Negligible	0.00	0.00
8.	Jaidev R. Shroff	285,000	8.92	0.00	285,000	8.92	0.00	0.00
9.	Vikram R. Shroff	135,000	4.23	0.00	135,000	4.23	0.00	0.00
10.	Rajnikant D. Shroff	90,000	2.82	0.00	90,000	2.82	0.00	0.00
11.	Sandra R. Shroff	90,000	2.82	0.00	90,000	2.82	0.00	0.00

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

There is no change in Promoters' Shareholding

D. Shareholding Pattern of top ten Shareholders

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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year(As on 31.03.2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Shatatarka Holding Pvt. Ltd.</b>				
	At the beginning of the year	190,000	5.95	190,000	5.95
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	190,000	5.95
2.	<b>Phoenix Asset Management Pvt. Ltd.</b>				
	At the beginning of the year	175,500	5.49	175,500	5.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	175,500	5.49
3.	<b>Archana Overseas Pvt. Ltd.</b>				
	At the beginning of the year	155,000	4.85	155,000	4.85
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	155,000	4.85
4.	<b>Isar Builders &amp; Develpers Pvt. Ltd.</b>				
	At the beginning of the year	155,000	4.85	155,000	4.85

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	155,000	4.85
5.	<b>Neerka Chemicals Pvt. Ltd.</b>				
	At the beginning of the year	150,000	4.70	150,000	4.70
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	150,000	4.70
6.	<b>Dwarika Prasad Singh</b>				
	At the beginning of the year	12,000	0.38	12,000	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	12,000	0.38
7.	<b>Navroz Katrak</b>				
	At the beginning of the year	12,000	0.38	12,000	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	12,000	0.38
8.	<b>Rajendra Dark</b>				
	At the beginning of the year	12,000	0.38	12,000	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	12,000	0.38
9.	<b>Ravi Kothari</b>				
	At the beginning of the year	9,786	0.31	9,786	0.31

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	9,786	0.31
10.	<b>Ganapathy Vishwanathan</b>				
	At the beginning of the year	6,600	0.20	6,600	0.20
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	6,600	0.20

**E. Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares at beginning (01.04.2016) / end of the year (31.03.2017)	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sajid Malik	731,500	22.90	731,500	22.90
2.	Saroja Malik	520,000	16.28	520,000	16.28
3.	Hemant Majethia	413,600	12.95	413,600	12.95
4.	Jaidev Rajnikant Shroff	285,000	8.92	285,000	8.92
5.	Sandra Rajnikant Shroff	90,000	2.82	90,000	2.82
6.	Ganesh Acharya	10,000	0.31	10,000	0.31
7.	Kulinkumar Majethia	1,202	0.04	1,202	0.04
8.	Sridhar Vaidyanathan	650	0.02	650	0.02
9.	Sudha Ganapathy	650	0.02	650	0.02

**V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment**

There are no outstanding secured or unsecured loans or interest payments accrued or due during the year under review.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

No remuneration has been paid to any Managing Director, Whole-time Director and/ or Manager.

**B. Remuneration to other Directors**

No remuneration has been paid to any Director.

**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		Company Secretary
1.	Gross salary	195,161
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	-
	Others	-
5.	Others, please specify	-
	Total	195,161

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

Till date there have been no instances of penalties, punishment and compounding of offences under Companies Act, 2013.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**SAJID MALIK**  
**DIRECTOR**  
**(DIN: 00400366)**



**SAROJA MALIK**  
**DIRECTOR**  
**(DIN: 00400421)**

Place: Mumbai

Date: May 30, 2017

ANNEXURE "B"

Form No. MR-3  
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2017

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

To,  
The Members,  
**Ventura Guaranty Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ventura Guaranty Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder, except which are specifically mentioned therein 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;  
  
"Company has not appointed Chief Financial Officer in compliance with the provisions of section 203 (4)."
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: *(Not applicable to the Company during the Audit period)*

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:-
- (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, 2009: *(Not Applicable to the Company during the Audit Period)*
  - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014: *(Not Applicable to the Company during the Audit Period)*
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: *(Not Applicable to the Company during the Audit Period)*
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: *(Not Applicable to the Company during the Audit Period)*
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: *( Not Applicable to the Company during the Audit Period)*
- (VI) a) Reserve Bank of India Act, 1934 and RBI Directions and Guidelines as applicable to the Company;
- b) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
  - c) Payment of Bonus Act, 1965;
  - d) Payment of Gratuity Act, 1972.

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

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



Based on our such examination and further based on the Representation of the Management of the Company, the Company has during the period under review complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except the non compliances given in respective paragraphs.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in composition of the Board of Directors took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

**I further report that** as per the information & explanation given to us the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Income Tax, Wealth Tax, Service Tax, Value Added Tax and other statutory dues applicable to it.

**I further report that** I rely on statutory auditor's reports in relation to the financial statements and accuracy of financial figures for sales Tax, Wealth Tax, Value Added Tax, Related Party Tax, Provident Fund etc. as disclosed under the financial statements of the Company.

**I further report that** 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.

**I further report that:**

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for of opinion.
3. Wherever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events, etc.

4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of documents/procedures on the test basis.
5. The secretarial audit report is neither an 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.

Place : Mumbai  
Date : May 30, 2017

Sd/-  
**For Roy Jacob & Co.,**  
Company Secretaries  
Roy Jacob  
Proprietor  
FCS No. 9017  
COP No.: 8220

**Form AOC-1**

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

**Statement containing salient features of the financial statement of  
subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)


Sr. No.	Particulars			
	<b>Name of the subsidiary</b>	<b>Ventura Securities Limited</b>	<b>Ventura Allied Services Private Limited</b>	<b>Ventura Commodities Limited</b>
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-	-	-
3.	Share capital	55,491,600	10,100,000	3,980,000
4.	Reserves & surplus	733,530,537	(15,497,087)	61,033,464
5.	Total Assets	2,917,088,681	338,107,293	590,874,546
6.	Total Liabilities	2,128,066,544	343,504,380	525,597,629
7.	Investments	20,189,038	0.00	0.00
8.	Turnover	1,072,799,115	54,686,400	99,754,882
9.	Profit before taxation	214,461,999	(7,478,056)	9,162,397
10.	Provision for taxation	74,871,980	(3,036,646)	2,680,970
11.	Profit after taxation	132,990,019	(4,441,410)	6,481,427
12.	Proposed Dividend	0.00	0.00	0.00
13.	Interim Dividend Paid	5,549,160	0.00	0.00
14.	% of shareholding	88.29%	0.00	0.00

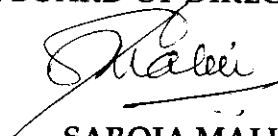
Part "B": Associates and Joint Ventures

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

Name of associates/Joint Ventures	Kashmira Investment & Leasing Private Limited
Latest audited Balance Sheet Date	31/03/2017
Shares of Associate/Joint Ventures held by the Company on the year end No.	497,900
Amount of Investment in Associates/Joint Venture	9,958,000
Extend of Holding %	49.79
Description of how there is significant influence	Holding 20% or more of the total Share capital
Reason why the associate/joint venture is not consolidated	NIL
Net worth attributable to shareholding as per latest audited Balance Sheet	25,116,413
Profit/Loss for the year	13,746,901
Considered in Consolidation	Yes
Not Considered in Consolidation	NIL

ON BEHALF OF THE BOARD OF DIRECTORS

  
SAJID MALIK  
DIRECTOR  
(DIN: 00400366)

  
SAROJA MALIK  
DIRECTOR  
(DIN: 00400421)

Place: Mumbai

Date: May 30, 2017

Annexure "C"

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which special resolution was passed in General meeting u/s 188 (1)
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any
---------	--	---	---	--	--	----------------------------------	---------------------------------

1.	Ventura Securities Limited	Demat Charges Paid	01/04/2016 to 31/03/2017	572	-	-	-
2.	Ventura Securities Limited	Dividend Received	01/04/2016 to 31/03/2017	12,737,816	-	-	-
3.	Sajid Malik	Dividend Paid	01/04/2016 to 31/03/2017	0	-	-	-
4.	Hemant Majethia	Dividend Paid	01/04/2016 to 31/03/2017	0	-	-	-
5.	Saroja Malik	Dividend Paid	01/04/2016 to 31/03/2017	0	-	-	-
6.	Kashmira Investment & Leasing Private Limited	Interest Received / Receivable	01/04/2016 to 31/03/2017	900,282	-	-	-
7.	Kashmira Investment & Leasing Private Limited	Loan Given	01/04/2016 to 31/03/2017	22,800,000	-	-	-
8.	Kashmira Investment & Leasing Private Limited	Loan Repaid	01/04/2016 to 31/03/2017	22,800,000	-	-	-
9.	Guarantees given to bank on behalf of the related party	Guarantees Given	01/04/2016 to 31/03/2017	1,037,500,000	-	-	-

ON BEHALF OF THE BOARD OF DIRECTORS

  
SAJID MALIK  
DIRECTOR  
(DIN: 00400366)

  
SAROJA MALIK  
DIRECTOR  
(DIN: 00400421)

Place: Mumbai

Date: May 30, 2017

# **FINANCIALS**

**STANDALONE  
FINANCIAL  
STATEMENTS**



**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
Ventura Guaranty limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of Ventura Guaranty limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India as specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the

accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

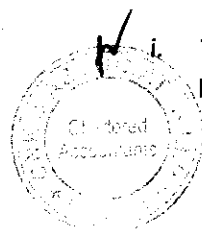
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought 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 Balance Sheet, the Statement of Profit and Loss, and 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 basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, 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, we give our separate Report in "Annexure B"; and
  - (g) With respect to 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 does not have any pending litigations which would impact its financial position;

- ii. The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses;
- iii. During the year under audit, the Company was not required to transfer any amount to Investor Education and Protection Fund.
- iv. The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. (Refer note no. 20)

**For C N K & Associates LLP**  
**Chartered Accountants**  
**Firm Registration No: 101961W/ W-100036**

  
**(Hiren Shah)**  
**Partner**  
**Membership No: 100052**

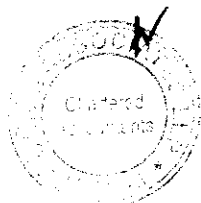


**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

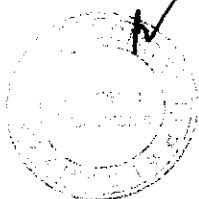
### Annexure 'A' to the Independent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

- i)
  - (a) The Company is maintaining proper records showing full particulars, including quantitative details, and situation of fixed assets;
  - (b) As per the information and explanations given to us, the management carries out the physical verification of the fixed assets in accordance with the phased programme of verification of all assets, as informed, no material discrepancies were noticed on such verification.
  - (c) As per the information and explanations given to us, there is no immovable property held by the Company.
- ii) According to the information and explanations given to us, the Company does not have any inventory and hence reporting under clause 3(ii) of the Order is not applicable.
- iii) As per the information and explanations given to us, the Company has granted loan unsecured to company covered in the register maintained under section 189 of the Companies Act, 2013.
  - (a) In respect of aforesaid loan, terms and conditions under which such loans were granted is not prejudicial the company's interest.
  - (b) In respect of the aforesaid loan, the schedule of repayment of principal and payment of interest has been stipulated, and the party is repaying the principal amounts, as stipulated, and is also regular in payment of interest as applicable.
  - (c) In respect of aforesaid loan, there is no amount which is overdue for more than ninety days.
- iv) The company being a Non-Banking Financial Company engaged in the business of financing, provision of section 185 & 186 of the Companies Act, 2013 is not applicable.
- v) In our opinion and as explained to us, the Company being Non-Banking Financial Company, provisions of Section 73 to 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014 and other relevant provisions of the Companies Act are not applicable.
- vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of Companies Act, 2013.




- vii) (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues. There are no undisputed statutory dues outstanding as at 31st March 2017, for a period of more than six months from the date they became payable;
- (b) According to the records of the Company, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, which have not been deposited on account of disputes.
- viii) Based on the information and explanations given to us and also according to the records of the Company, the Company does not have any borrowings from financial institutions or banks or by way of debentures.
- ix) The Company did not raise any money by way of Initial Public Offer or Further Public Offer (Including debt instruments) during the year. In our opinion and according to the information and explanation given to us, the company did not raise any money by way of term loan during the year.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) According to the information and explanations given to us, the company has not paid or provided for any managerial remuneration during the year. Accordingly, paragraph 3(xi) of the order is not applicable to the Company.
- xii) In our opinion the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and appropriate details have been disclosed in the financial statements as required by the applicable accounting standard.
- xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable to the Company.



xvi) In our opinion and according to the information and explanations given to us, the Company has obtained Certificate of registration required under section 45-IA of the Reserve Bank of India Act, 1934.

**For C N K & Associates LLP**  
**Chartered Accountants**  
**Firm Registration No: 101961W/ W-100036**

  
**(Hiren Shah)**  
**Partner**  
**Membership No: 100052**



**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**

## **Annexure 'B' to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017.

### **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 financial reporting of Ventura Guaranty Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

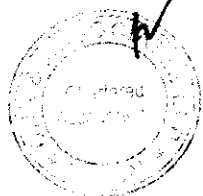
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India. 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.

#### **Auditors' 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 the guidance note on audit of internal financial controls over financial reporting (the "Guidance Note") and the Standards on auditing specified under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, 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 judgement, including the assessment of the risks of material misstatement 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 control 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 transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures 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 unauthorised 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 and 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 March 31, 2017, 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 C N K & Associates LLP**

**Chartered Accountants**

**Firm Registration No: 101961W/ W-100036**

**(Hiren Shah)**

**Partner**

**Membership No: 100052**



**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

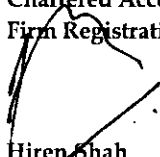


**VENTURA GUARANTY LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2017**

	Note No.	As at 31.03.2017 Amount (in ₹)	As at 31.03.2016 Amount (in ₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1) Shareholders' Funds</b>			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	46,943,949	37,413,359
		78,891,949	69,361,359
<b>2) Current Liabilities</b>			
A) Other Current Liabilities	5	208,857	200,031
B) Short Term Provisions	6	105,152	-
		314,009	200,031
<b>Total</b>		<b>79,205,958</b>	<b>69,561,390</b>
<b>II. ASSETS</b>			
<b>1) Non-Current Assets</b>			
A) Property, Plant And Equipment			
(i) Tangible assets	7	-	-
B) Non-Current Investments	8	60,045,400	63,045,400
C) Deferred Tax Asset (Net)	9	49,954	55,969
<b>2) Current Assets</b>			
A) Cash and Cash equivalents	10	19,104,604	6,446,826
B) Other Current Assets	11	6,000	13,195
		19,110,604	6,460,021
<b>Total</b>		<b>79,205,958</b>	<b>69,561,390</b>

III. Notes forming integral part of the Financial Statements 1 to 22

As per our Report of even date attached  
For and on behalf of  
**C N K & Associates LLP**  
Chartered Accountants  
Firm Registration No: 101961W/W-100036

  
**Hiren Shah**  
Partner  
Membership No. 100052  
Place : Mumbai  
Dated : 30th May 2017

For and on behalf of  
**Ventura Guaranty Limited**

  
**Sajid Malik**  
Director  
DIN-00400366  
Place : Mumbai  
Dated : 30th May 2017

  
**Saroja Malik**  
Director  
DIN-00400421


For **VENTURA GUARANTY LTD.**

  
**COMPANY SECRETARY**


**VENTURA GUARANTY LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

	Note No.	As at 31.03.2017 Amount (in ₹)	As at 31.03.2016 Amount (in ₹)
I. Revenue from Operations	12	900,282	-
II. Other Income	13	12,739,316	12,754,724
<b>III. Total Revenue (I + II)</b>		<b>13,639,598</b>	<b>12,754,724</b>
<b>IV. EXPENSES</b>			
i) Employee Benefit Expenses	14	195,161	-
ii) Other Expenses	15	3,709,831	3,649,567
<b>Total</b>		<b>3,904,992</b>	<b>3,649,567</b>
<b>V. PROFIT BEFORE TAX (III - IV)</b>		<b>9,734,606</b>	<b>9,105,157</b>
<b>VI. TAX EXPENSES :</b>			
Current Tax		198,000	-
Deferred Tax		6,015	6,764
Tax Adjustments in respect of earlier years		-	4,968
<b>VII. PROFIT AFTER TAX (V - VI)</b>		<b>9,530,591</b>	<b>9,093,425</b>
<b>VIII. Earning per Share (Equity Share, par value of ₹ 10 each)</b>			
Basic and Diluted	18	2.98	2.85
<b>IX. Notes forming integral part of the Financial Statements</b>	1 to 22		

As per our Report of even date attached  
For and on behalf of  
**C N K & Associates LLP**  
Chartered Accountants  
Firm Registration No: 101961W/W-100036

  
**Hiren Shah**  
Partner  
Membership No. 100052  
Place : Mumbai  
Dated : 30th May 2017

For and on behalf of  
**Ventura Guaranty Limited**

  
**Sajid Malik**  
Director  
DIN-00400366  
Place : Mumbai  
Dated : 30th May 2017

  
**Saroja Malik**  
Director  
DIN-00400421

**For VENTURA GUARANTY LTD.**  
  
**COMPANY SECRETARY**

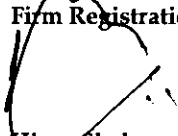
**VENTURA GUARANTY LIMITED**

Cash Flow Statement for the year ended on 31st March 2017


Particulars	31st March 2017 Amount (in ₹)	31st March 2016 Amount (in ₹)
<b>A. Cash Flow from Operating activities</b>		
Net Profit before tax and extra-ordinary Items	9,734,606	9,105,157
<u>Adjustments for :</u>		
Depreciation	-	-
Provision for Diminution in Value of Investments	3,000,000	3,000,000
Dividend received	(12,737,991)	(12,738,116)
Operating profit Before working capital changes	(3,385)	(632,959)
Adjustment for:		
Short Term Provision	(105,152)	-
Other Current Assets	4,375	297,685
Trade Payables and Other Liabilities	113,978	(7,525,185)
Cash generated from Operations	9,816	(7,860,459)
Tax received/(paid) (Net)	(90,029)	150,111
<b>Net Cash from Operating Activities</b>	<b>(80,213)</b>	<b>(7,710,348)</b>
<b>B. Cash Flow from investing activities</b>		
Dividend Paid		
Dividend received/(Paid)	12,737,991	12,738,116
<b>Net Cash from Investing Activities</b>	<b>12,737,991</b>	<b>12,738,116</b>
<b>C. Cash Flow from Financing Activities</b>		
Short Term Loans and Advance Given (Net)	-	-
	-	-
Net increase/(decrease) in Cash and cash equivalents	12,657,778	5,027,768
Cash and Cash equivalents at beginning of period	6,446,826	1,419,058
Cash and Cash equivalents at end of period	19,104,604	6,446,826
<b>Cash and Cash Equivalents comprise</b>		
Cash in Hand	18,274	59,549
Balance with Banks	19,086,330	6,387,277
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>19,104,604</b>	<b>6,446,826</b>

As per our Report of even date attached

C N K & Associates LLP  
Chartered Accountants  
Firm Registration No: 101961W/W-100036

  
Hiren Shah  
Partner  
Membership No. 100052  
Place : Mumbai  
Dated : 30th May 2017

For and on behalf of  
Ventura Guaranty Limited

  
Sajid Malik  
(Director)  
DIN-00400366  
Place : Mumbai  
Dated : 30th May 2017

  
Saroja Malik  
(Director)  
DIN-00400421

For VENTURA GUARANTY LTD.

  
COMPANY SECRETARY

## VENTURA GUARANTY LIMITED

### NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017

#### Notes:

#### I. **Company Background**

Ventura Guaranty Limited is a Non-Banking Financial Company, registered as Investing Company with Reserve Bank of India.

#### II. **Significant Accounting Policies**

##### a) **Basis for preparation of financial statements**

The financial statements have been prepared under the historical cost convention on an accrual basis of accounting and are in accordance master direction no. DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016 as per Reserve Bank of India which is applicable to Non-banking financial company – Non-systemically Important Non-deposit taking company and are in compliance with the applicable Accounting Standards notified under section 133 of the Companies Act 2013, read along with Rule 7 of the Companies (Accounts) Rules 2014 and other Generally Accepted Accounting Principles (GAAP). The accounting policies have been consistently complied by the company, and except wherever otherwise stated, are consistent with those used in the previous year.

##### b) **Use of Estimates**

The preparation of financial statements is in accordance with the Generally Accepted Accounting Principles (GAAP), which requires the management to make estimates and assumptions, which affect the reported amount of assets, liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Examples of such estimates include estimate of useful life of assets, provision for gratuity, doubtful debts, income taxes, deferred taxes, etc. Actual results may differ from these estimates. Any revisions to accounting estimates are recognized prospectively in current and future periods.

##### c) **Revenue Recognition**

- i) Revenues are recognized on accrual basis.
- ii) Gains and losses from securities held as Stock-in-trade are recognized on trade dates on "first-in first-out basis".
- iii) Dividend income is recognized when right to receive is established.
- iv) Interest is recognized in the Statement of Profit and Loss as it accrues on a time proportion basis taking into account the amount outstanding and the rate applicable except in the case of non-Performing Assets (NPAs) where it is recognized, upon realization.
- v) All other income is recognized on accrual basis.

## VENTURA GUARANTY LIMITED

### d) **Property, Plant and Equipment (Tangible Assets)**

Tangible Assets are stated at cost of acquisition less accumulated depreciation / amortization. Cost of acquisition includes taxes, duties and other incidental expenses related to acquisition and installation of the concerned assets. Subsequent expenditure related to an item of tangible asset is capitalized only when it is probable that the future economic benefit associates with these with will flow to the company and the cost of the item can be measured reliably.

Advances paid towards the acquisition for Tangible assets are disclosed under the head Capital Advances under Long-Term Loans & Advances.

Capital work-in-progress represents tangible assets which are not yet ready for the intended use. Such tangible assets are carried at cost comprising of direct cost and related incidental expenses.

### e) **Intangible assets**

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

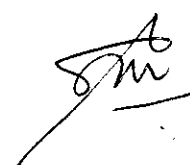
### f) **Depreciation / Amortization of Fixed Assets**

Depreciation on fixed assets is provided using the straight-line method, at the rates specified in Part 'C' to Schedule II to the Companies Act, 2013 except in respect of Leasehold Improvements, which are depreciated over the primary lease period.

Assets costing below ₹ 5000/- are entirely depreciated in the year of acquisition.

Software is treated as Intangible asset and is amortized over a period of six years being the estimated useful life.

Depreciation / amortization on assets purchased / sold during the year are provided on pro rata basis with reference to date of installation / disposal.



## VENTURA GUARANTY LIMITED

### g) Impairment of assets

The carrying amounts of the Company's assets including intangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reinstated at the recoverable amount subject to a maximum of depreciable historical cost.

### h) Investments

Long Term Investments are stated at cost. Provision for diminution is made, if in the opinion of the management such a decline is other than temporary.

Current Investments are stated at lower of cost or Fair value

### i) Dividend

Final dividend on equity shares are recorded as a liability on the date of approval by the shareholders and interim dividend are record as liability on the date of declaration by the company's board of director.

### j) Earnings per share

In accordance with the Accounting Standard 20 (AS-20) "Earning per share" as notified in the Companies (Accounting Standard) Rules, 2006, basic earnings per share is computed using weighted average number of equity shares outstanding during the year.

The Diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

### k) Taxation

#### a. Current Tax

Provision for income tax is made on the taxable profits at the applicable rates after considering the admissible deductions and exemptions available under the Income Tax Act, 1961.

#### b. Deferred Tax

Deferred Tax asset or liability is recognized for timing differences between the profit as per financial statements and the profit offered for income tax for the year that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is quantified based on tax rates that have been enacted or substantively enacted at the Balance Sheet date.



## VENTURA GUARANTY LIMITED

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax assets on unabsorbed losses and depreciation are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax assets and liabilities are reviewed at each balance sheet date.

### c. Minimum Alternative Tax

Minimum Alternate Tax (MAT) paid on the book profits, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised in accordance with guidance note on "Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961

### l) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Company has a present obligation as a result of past event, for which it is probable that an outflow of resources will be require to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent Liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, required outflow of resources.

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Assets are neither recognized nor disclosed.

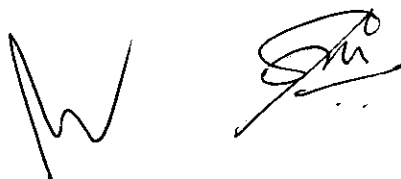
### m) Loans and Advances

Based on the degree of well-defined credit weaknesses and extent of dependence on collateral security for realization, loans and advances are classified into the following classes:

- I. Standard assets,
- II. Sub-standard assets,
- III. Doubtful assets, and
- IV. Loss assets

### n) Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent except for current investments.



**VENTURA GUARANTY LIMITED**

**o) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.



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**VENTURA GUARANTY LTD**  
**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 3: SHARE CAPITAL**

	(in ₹)	
Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
<b>Authorised Shares:</b> 10,000,000 Equity Shares of ₹ 10/- each (Previous Year 10,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	<b>100,000,000</b>	<b>100,000,000</b>
<b>Issued, Subscribed and Paid up Share Capital:</b> 3,194,800 Equity shares of ₹ 10/- each fully paid up (Previous Year 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
	<b>31,948,000</b>	<b>31,948,000</b>

**A] Reconciliation of the number of shares outstanding at the beginning and at the end of the period:**

**EQUITY SHARES**

Particulars	Equity Shares		Equity Shares	
	31.03.2017		31.03.2016	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3,194,800	31,948,000	3,194,800	31,948,000
Add: Shares Issued during the year		-		-
Shares outstanding at the end of the year	3,194,800	31,948,000	3,194,800	31,948,000

**B] Terms/Rights attached to Equity shares:**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

**C] Names of Shareholders holding more than 5% of Shares**

Class of Shares/Name of the Shareholders	As at 31.03.2017		As at 31.03.2016	
	% of No. of Shares held	No. of Shares held	% of No. of Shares held	No. of Shares held
Sajid Malik	22.90	731,500	22.90	731,500
Saroja Malik	16.28	520,000	16.28	520,000
Hemant Majethia	12.95	413,600	12.95	413,600
Jai R. Shroff	8.92	285,000	8.92	285,000
Shatatarka Holding Pvt. Ltd.	5.95	190,000	5.95	190,000
Phoenix Asset Management Pvt. Ltd.	5.49	175,500	5.49	175,500

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**VENTURA GUARANTY LTD**  
**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 4: RESERVES AND SURPLUS**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
<b>Reserve Fund u/s. 45IC of RBI Act</b>		
Balance as per last Balance Sheet	5,360,000	3,540,000
Add: transfer for the year	1,910,000	1,820,000
Closing Balance	7,270,000	5,360,000
<b>General Reserve</b>		
Opening Balance	2,140,000	1,230,000
Add: Transfer during the year	960,000	910,000
Closing Balance	3,100,000	2,140,000
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Balance as per financial statements	29,913,358	23,549,933
Add: Profit for the year	9,530,591	9,093,425
Less: Appropriations		
Amount transferred to General Reserve	960,000	910,000
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,910,000	1,820,000
Net Surplus in the statement of profit and loss	36,573,949	29,913,358
<b>Total</b>	<b>46,943,949</b>	<b>37,413,358</b>

**NOTE 5: OTHER CURRENT LIABILITIES**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
Other Payables	191,817	182,991
Unpaid Dividend	17,040	17,040
<b>Total</b>	<b>208,857</b>	<b>200,031</b>

**NOTE 6: SHORT TERM PROVISIONS**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
Others		
Income Tax Provision (Net of Advance Tax)	105,152	-
<b>Total</b>	<b>105,152</b>	<b>-</b>

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VENTURA GUARANTY LIMITED

NOTE 7 : PROPERTY, PLANT AND EQUIPMENT (TANGIBLE ASSETS)

Sr. No.	Description of Asset	Gross Block			Depreciation			Net Block	
		Cost as on 01/04/2016 (in ₹)	Additions (Deductions) (in ₹)	Cost as on 31/03/2017 (in ₹)	As at 01/04/2016 (in ₹)	For the period (in ₹)	As on 31/03/2017 (in ₹)	As at 31/03/2017 (in ₹)	As on 31/03/2016 (in ₹)
A	<b>TANGIBLE ASSETS</b>								
(i)	Furniture & Fitting	1,587,211	-	1,587,211	1,587,211	-	1,587,211	-	-
(ii)	Vehicles	2,349,475	-	2,349,475	2,349,475	-	2,349,475	-	-
	<b>Total</b>	<b>3,936,686</b>	<b>-</b>	<b>3,936,686</b>	<b>3,936,686</b>	<b>-</b>	<b>3,936,686</b>	<b>-</b>	<b>-</b>
	<b>Previous Year</b>	<b>3,936,686</b>	<b>-</b>	<b>3,936,686</b>	<b>3,936,686</b>	<b>-</b>	<b>3,936,686</b>	<b>-</b>	<b>-</b>

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**VENTURA GUARANTY LTD**  
**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 8: NON-CURRENT INVESTMENTS**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
<b>Non Trade Investments:</b>		
<b>In Equity Instruments:</b>		
<b>A) Unquoted (Valued at cost unless otherwise stated)</b>		
<b>Subsidiary :</b>		
Ventura Securities Limited	48,991,600	48,991,600
4,899,160 (Previous Year 4,899,160) Equity Shares of ₹ 10/-each fully paid up		
<b>Associates :</b>		
Kashmira Investments and Leasing Private Limited	9,958,000	9,958,000
497,900 (Previous Year 497,900) Equity Shares of ₹ 10/-each fully paid up		
<b>Others :</b>		
Associated Hotels Limited	492,800	492,800
17,600 (Previous Year 17,600) Equity Shares of ₹ 10/-each fully paid up		
Nivi Trading Limited	603,000	603,000
50,000 (Previous Year 50,000) Equity Shares of ₹ 10/-each fully paid up		
(A)	60,045,400	60,045,400
<b>B) Unquoted (Valued at realisable value unless otherwise stated)</b>		
Multiflex Lamiprint Limited	6,000,000	6,000,000
600,000 (Previous Year 600,000) Equity Shares of ₹ 10/-each fully paid up		
Less : Provision for Diminution in Value of Long Term Investments	(6,000,000)	(3,000,000)
(B)	-	3,000,000
(A) + (B)	60,045,400	63,045,400
<b>Notes:</b>		
1. (a) Aggregate of Quoted Investments:		
Cost	-	-
Market Value	-	-
(b) Aggregate of Unquoted Investments:		
Cost	63,045,400	66,045,400
(c) Aggregate provision for diminution in value of investments	6,000,000	3,000,000

**NOTE 9: DEFERRED TAX ASSETS (NET)**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
Deferred Tax Assets		
Depreciation	49,954	55,968
<b>Total</b>	49,954	55,968

**VENTURA GUARANTY LTD**  
**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 10: CASH AND BANK BALANCES**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
Cash and Cash Equivalents		
Cash on Hand	18,274	59,549
Balances with Banks	19,086,330	6,387,277
<b>Total</b>	<b>19,104,604</b>	<b>6,446,826</b>

**NOTE 11 : OTHER CURRENT ASSETS**

(in ₹)

Particulars	As at 31.03.2017 Amount	As at 31.03.2016 Amount
Other Advances	6,000	10,375
Advance Income Tax (Net of Provision)	-	2,820
<b>Total</b>	<b>6,000</b>	<b>13,195</b>

**NOTE 12: REVENUE FROM OPERATIONS**

Particulars	2016 - 17	2015 - 16
Income from Interest	900,282	-
<b>Total</b>	<b>900,282</b>	<b>-</b>

**NOTE 13: OTHER INCOME**

(in ₹)

Particulars	2016 - 17	2015 - 16
Dividend Income;	12,737,991	12,738,116
Other Miscellaneous Income	1,325	16,608
<b>Total</b>	<b>12,739,316</b>	<b>12,754,724</b>

**NOTE 14: EMPLOYEE BENEFIT EXPENSES**

(in ₹)

Particulars	2016 - 17	2015 - 16
Salaries and Allowances	195,161	-
<b>Total</b>	<b>195,161</b>	<b>-</b>

**VENTURA GUARANTY LTD**  
**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 15: OTHER EXPENSES**

(in ₹)

Particulars	2016 - 17	2015 - 16
Legal and Professional Fees	116,237	111,456
Listing Fee	261,150	228,000
Provision for Diminution in Value of Long Term Investments	3,000,000	3,000,000
Advertisement Expenses	39,360	108,299
Payment to auditor		
For Statutory Audit	135,000	135,000
For Income Tax matters	11,500	-
For Other Services (including limited review fees)	117,278	45,000
Other Expenses	29,306	21,812
<b>Total</b>	<b>3,709,831</b>	<b>3,649,567</b>

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**VENTURA GUARANTY LIMITED**

**16. Contingent liabilities and Commitments**

a) Contingent liabilities

Corporate Guarantees issued on behalf of Ventura Securities Ltd., a Subsidiary Company of ₹1,037,500,000/- (P. Y. ₹ 902,500,000/-)

**17. Related Party Transactions**

As per Accounting Standard 18 as notified in the Companies (Accounting Standard) Rules, 2006, related party in terms of the said standard are disclosed below:

i) Names of Related parties and description of relationship

I)	Subsidiary Company	a)	Ventura Securities Limited
II)	Step-Down Subsidiary	a)	Ventura Commodities Limited
		b)	Ventura Allied Services Private Limited
III)	Associate Enterprise	a)	Kashmira Investments and Leasing Private Limited
IV)	Key Management Personnel	a)	Mr. Hemant Majethia
		b)	Mr. Sajid Malik
V)	Relatives of Key Management Personnel	a)	Mrs. Saroja Malik

ii) Details of Transactions with the Related Parties

	Nature Of Transaction	Subsidiary Company	Associate Enterprise
		Amount ( ₹ )	Amount ( ₹ )
1	<b>Demat Charges Paid:</b> Ventura Securities Limited	572 (1,182)	
2	<b>Dividend Received:</b> Ventura Securities Limited	12,737,816 (12,737,816)	
3	<b>Dividend Paid :</b> Sajid Malik Hemant Majethia Saroja Malik	- (1,755,600) - (992,640) - (1,248,000)	
4	<b>Interest Received / Receivable :</b> Kashmira Investments and Leasing Private Limited		9,00,282 (-)

**VENTURA GUARANTY LIMITED**

5	<b>Loan Given :</b> Kashmira Investments and Leasing Private Limited		22,800,000 (-)
6	<b>Loan Repaid :</b> Kashmira Investments and Leasing Private Limited		22,800,000 (-)
7	<b>Guarantees Given :</b> Guarantees given to bank on behalf of the related party	1,037,500,000 (902,500,000)	

Notes: (i) Related party relationship is as identified by the Company and relied upon by the auditors.

(ii) Previous year figures have been given in brackets.

**18. Earnings Per share:**

Basic and Diluted	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
Number of equity shares of ₹ 10/-	3,194,800	3,194,800
Weighted average no. of equity shares outstanding	3,194,800	3,194,800
Number of Equity Shares after potential dilution	3,194,800	3,194,800
Weighted average no. of equity shares outstanding after potential dilution	3,194,800	3,194,800
Net profit after tax (Basic)	9,530,591	9,093,425
Net profit after tax (Diluted)	9,530,591	9,093,425
Basic earnings per share ( ₹ )	2.98	2.85
Diluted earnings per share ( ₹ )	2.98	2.85
Nominal Value per share ( ₹ )	10	10

**19. Segmental Reporting**

In the opinion of the Management, there is only one reportable business segment viz. broking in securities and allied activities as envisaged by AS-17 "Segment Reporting". Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company.

Secondary segmentation based on geography has not been presented as the Company operates primarily in India and the Company perceives there is no significant difference in its risk and returns in operating from different geographic areas in India.

**20. Disclosure on Specified Bank Notes(SBNs):**

During the year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated 31<sup>st</sup> March, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

*[Handwritten mark]*

*[Handwritten signatures]*



**VENTURA GUARANTY LIMITED**

Particulars	SBNs*	Other denomination notes	Total
	Amount (₹)	Amount (₹)	Amount (₹)
Closing cash in hand as on 8 <sup>th</sup> November, 2016	50,000	9,461	59,461
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	4,859	4,859
(-) Amount deposited in banks	50,000		50,000
Closing cash in hand as on 30 <sup>th</sup> December, 2016	-	4,602	4,602

\* For the purpose this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated 8<sup>th</sup> November, 2016.


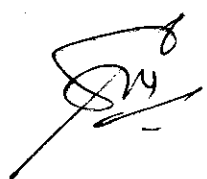
21. Disclosure in terms of Paragraph 18 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016:

Particulars		Amount Outstanding		Amount Overdue	
Liabilities Side:		2016-17	2015-16	2016-17	2015-16
<b>1</b>	<b>Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>				
(a)	Debentures : Secured	NIL	NIL	NIL	NIL
	: Unsecured	NIL	NIL	NIL	NIL
	(other than falling within the meaning of Public Deposits*)				
(b)	Deferred Credits	NIL	NIL	NIL	NIL
(c)	Term Loans	NIL	NIL	NIL	NIL
(d)	Inter-Corporate Loans and Borrowings	NIL	NIL	NIL	NIL
(e)	Commercial Paper	NIL	NIL	NIL	NIL
(f)	Other loans (Specify nature)	NIL	NIL	NIL	NIL
	<b>Total:</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Assets Side:</b>				<b>Amount Outstanding</b>	
				2016-17	2015-16
<b>2</b>	<b>Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):</b>				
(a)	Secured			NIL	NIL
(b)	Unsecured			NIL	NIL
<b>3</b>	<b>Break-up of Leased assets and Stock on Hire and Other Assets counting towards AFC activities</b>				
(i)	Lease Assets including Lease Rentals under Sundry Debtors				
	(a) Financial Lease			NIL	NIL
	(b) Operating Lease			NIL	NIL
(ii)	Stock on Hire including Hire Charges under Sundry Debtors				
	(a) Assets on Hire			NIL	NIL
	(b) Repossessed Assets			NIL	NIL

**VENTURA GUARANTY LIMITED**

	(iii)	Other Loans towards AFC activities (a) Loans where assets have been repossessed (b) Loans other than (a) above	NIL NIL	NIL NIL
<b>4</b>	<b>Break-up of Investments:</b>			
	Current Investments:			
	1	Quoted: (i) Shares (a) Equity (which are classified as Stock in Trade in the financial statement) (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL
	2	Unquoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL
	Long Term Investments:			
	1	Quoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL
	2	Unquoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	60,045,400 NIL NIL NIL NIL NIL	63,045,400 NIL NIL NIL NIL NIL

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**VENTURA GUARANTY LIMITED**

<b>5 Borrower Group-wise Classification of Assets as in (2) and (3) above:</b>							
	Category	Amount Net of Provisions					
		Secured		Unsecured		Total	
		2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
1	Related Parties						
	(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL	NIL	NIL	NIL
2	Other than related parties						
	Total:	NIL	NIL	NIL	NIL	NIL	NIL
<b>6 Investor Group-wise Classification of all Investments (Current and Long-Term) in Shares and Securities (Both Quoted and Unquoted)</b>							
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)			
		2016-17	2015-16	2016-17	2015-16		
1	Related Parties:						
	* Please see Note 3 below						
	(a) Subsidiaries	48,991,600	48,991,600	48,991,600	48,991,600		
	(b) Companies in the same group	99,58,000	99,58,000	99,58,000	99,58,000		
	(c) Other related parties	NIL	NIL	NIL	NIL		
2	Other than related parties (net of provision)	1,095,800	4,095,800	1,095,800	4,095,800		
<b>7</b>	<b>Other information:</b>						
	Particulars	<b>2016-17</b>		<b>2015-16</b>			
(i)	Gross Non-Performing Assets						
	(a) Related Parties	NIL		NIL			
	(b) Other than Related Parties	NIL		NIL			
(ii)	Net Non-Performing Assets						
	(a) Related Parties	NIL		NIL			
	(b) Other than Related Parties	NIL		NIL			
(iii)	Assets acquired in satisfaction of debt	NIL		NIL			
<b>8</b>	<b>Asset Classification:</b>						
	Particulars	<b>2016-17</b>		<b>2015-16</b>			
	Standard assets	NIL		NIL			
	Sub-standard assets	NIL		NIL			
	Doubtful assets	NIL		NIL			
	Loss assets	NIL		NIL			
	Total	NIL		NIL			

**VENTURA GUARANTY LIMITED**

22. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classifications / disclosures.

Signature to Notes 1 to 22

As per our Report of even date attached

For and on behalf of  
**C N K & ASSOCIATES LLP**  
Chartered Accountants  
Firm Registration No. 101961W/W-100036



**Hiren Shah**  
Partner  
Membership No: 100052  
Place : Mumbai  
Dated : 30th May 2017

For and on behalf of  
**Ventura Guaranty Limited**



**Sajid Malik**  
Director  
DIN-00400366  
Place : Mumbai  
Dated : 30th May 2017



**Saroja Malik**  
Director  
DIN-00400421

For VENTURA GUARANTY LTD.  
  
COMPANY SECRETARY

**CONSOLIDATED  
FINANCIAL  
STATEMENTS**

**Independent Auditors' Report**

**To the Members of,  
Ventura Guaranty Limited**

**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **Ventura Guaranty Limited** ("the Holding Company"), its Subsidiaries (the Holding Company, its subsidiaries together referred to as the "Group") and its Associate, comprising the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group and of Associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of Associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the respective entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the act, the accounting and auditing standards and matters which are required to be included in the audit report under the provision of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.


### **Report on Other Legal and Regulatory Requirements**

As required by sub-section (3) of Section 143 of the Act, we report, to the extent applicable, 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 purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company, the subsidiary companies and Associate incorporated in India none of the directors of the Group Companies, incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director of that company 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 Holding company and the operating effectiveness of such controls, refer to our report in "Annexure A"
- (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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its Associate- Refer Note 27(a)(iii) to the consolidated financial statements.
  - ii. The Group and its Associate did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Companies.
  - iv. In the consolidated financial statements, holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016, by the Holding Company and its subsidiary companies, and associate companies incorporated in India has been requisitely disclosed, on the basis of information available with the Company. (Refer note no. 36)

**For C N K & Associates LLP**  
**Chartered Accountants**  
**Firm Registration No: 101961W/ W-100036**

  
**(Hirep Shah)**  
**Partner**  
**Membership No: 100052**

**Place: Mumbai**  
**Date: 30<sup>th</sup> May, 2017**



## **Annexure 'A' to the Independent Auditor's Report**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of **Ventura Guaranty Limited** ("the Holding Company"), its subsidiaries and its Associates which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

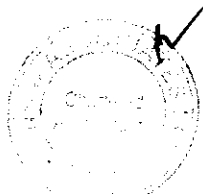
The respective Board of Directors of the Holding Company, its subsidiary companies and its Associate which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. 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.

#### **Auditors' 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 the 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 were 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 misstatement 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 control 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 transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations 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 and 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 Holding Company, its subsidiaries and its Associate which are companies incorporated in India have, 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 March 31, 2017, 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 C N K & Associates LLP**

**Chartered Accountants**

**Firm Registration No: 101961W/ W-100036**

**(Hiren Shah)**

**Partner**

**Membership No: 100052**

**Place: Mumbai**

**Date: 30<sup>th</sup> May, 2017**

**VENTURA GUARANTY LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

	Note No.	31st March 2017 Amount ₹	31st March 2016 Amount ₹
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>1) Shareholders' Funds</b>			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	744,601,961	623,987,393
		776,549,961	655,935,393
<b>2) Minority Interest</b>		97,022,263	81,987,865
<b>3) Non-Current Liabilities</b>			
A) Long Term Borrowings	5	276,074,518	283,690,423
B) Other Long Term Liabilities	6	70,518,585	72,313,790
C) Long Term Provisions	7	36,595,925	28,306,390
		383,189,028	384,310,603
<b>4) Current Liabilities</b>			
A) Short Term Borrowings	8	154,741,504	112,387,599
B) Trade Payables			
Dues to Micro Enterprises & Small Enterprises		-	-
Dues to Other than Micro Enterprises & Small Enterprises	9	2,245,322,104	1,354,961,802
C) Other Current Liabilities	10	170,144,213	167,502,334
D) Short Term Provisions	11	2,554,214	6,490,169
		2,572,762,035	1,641,341,904
<b>Total</b>		<b>3,829,523,287</b>	<b>2,763,575,765</b>
<b>II. ASSETS</b>			
<b>1) Non-Current Assets</b>			
A) Fixed Assets	12		
(i) Tangible Assets		426,979,130	353,053,208
(ii) Intangible Assets		13,303,589	13,853,298
(iii) Capital work-in-progress		1,250,000	56,154,216
		441,532,719	423,060,722
B) Non-Current Investments	13	26,212,213	30,135,516
C) Deferred Tax Asset (Net)	14	18,597,447	15,974,281
D) Long Term Loans and Advances	15	140,492,375	164,269,804
<b>2) Current Assets</b>			
A) Current Investments	16	63,980	63,980
B) Trade Receivables	17	809,168,028	615,071,363
C) Cash and Bank Balances	18	2,281,908,562	1,414,805,000
D) Short Term Loans and Advances	19	70,109,023	64,645,307
E) Other Current Assets	20	41,438,940	35,549,792
		3,202,688,534	2,130,135,442
<b>Total</b>		<b>3,829,523,287</b>	<b>2,763,575,765</b>

III. Notes forming integral part of the Financial Statements 1 to 42

As per our Report of even date attached

For and on behalf of

**C N K & Associates LLP**

Chartered Accountants

Firm Registration No: 101961W/W-100036

Hiren Shah

Partner

Membership No. 100052

Place : Mumbai

Dated : 30th May, 2017

For and on behalf of

**Ventura Guaranty Limited**

Sajid Malik  
Director

(DIN - 00400366)

Place : Mumbai

Dated : 30th May, 2017

Saroja Malik  
Director

(DIN - 00400421)


**For VENTURA GUARANTY LTD.**

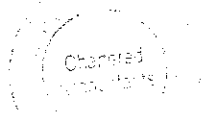
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**COMPANY SECRETARY**

**VENTURA GUARANTY LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

	Note No.	31st March 2017 Amount ₹	31st March 2016 Amount ₹
I. Revenue from Operations	21	1,173,451,509	1,003,364,934
II. Other Income	22	123,572,255	112,313,317
<b>III. Total Revenue (I + II)</b>		<b><u>1,297,023,764</u></b>	<b><u>1,115,678,251</u></b>
<b>IV. EXPENSES</b>			
i) Operating Expenses	23	235,146,097	215,326,863
ii) Employee Benefit Expenses	24	415,923,180	375,282,216
iii) Finance Cost	25	68,364,370	46,633,035
iv) Depreciation/ Amortisation	12	58,374,552	34,966,682
v) Other Expenses	26	312,743,301	310,895,972
<b>Total</b>		<b><u>1,090,551,500</u></b>	<b><u>983,104,768</u></b>
<b>V. PROFIT BEFORE TAX (III - IV)</b>		<b>206,472,264</b>	<b>132,573,483</b>
<b>VI. TAX EXPENSES</b>			
Current Tax		77,648,000	58,500,000
Less : MAT credit entitlement		(34,282)	-
Net Current tax		77,613,718	-
Deferred Tax Provision/ (Benefit)		(2,794,030)	(2,205,703)
Tax Adjustments in respect of earlier years		(99,370)	3,448
<b>VII. PROFIT AFTER TAX (V - VI)</b>		<b><u>131,751,946</u></b>	<b><u>76,275,738</u></b>
Less: Share of Minority		15,684,398	7,574,280
Add: Share of Profit/(Loss) of Associate		5,676,697	1,148,464
<b>VIII. PROFIT FOR THE YEAR</b> (after adjustment for Minority Interest and Associate)		<b><u>121,744,245</u></b>	<b><u>69,849,922</u></b>
<b>IX. Earning per Share (Equity Share, par value of ₹ 10 each)</b> Basic and Diluted	40	<b>38.11</b>	<b>21.86</b>
<b>X. Notes forming integral part of the Financial Statements</b>	1 to 42		

As per our Report of even date attached  
For and on behalf of  
**C N K & Associates LLP**  
Chartered Accountants  
Firm Registration No: 101961W/W-100036

  
**Hiren Shah**  
Partner  
Membership No. 100052  
Place : Mumbai  
Dated : 30th May, 2017



  
**Saira Malik**  
Director  
(DIN - 00400366)

Place : Mumbai  
Dated : 30th May, 2017

For and on behalf of  
**Ventura Guaranty Limited**

  
**Suroja Malik**  
Director  
(DIN - 00400421)

For **VENTURA GUARANTY LTD.**  
  
**COMPANY SECRETARY**

**VENTURA GUARANTY LIMITED**  
Consolidated Cash Flow Statement for the year ended 31st March 2017

Particulars	31st March 2017	31st March 2016
	Amount	Amount
	₹	₹
<b>A. Cash Flow from Operating activities</b>		
Net profit after tax	121,744,245	69,849,922
Adjustments for:		
Tax	74,720,318	56,297,745
Net Profit before tax and extraordinary Items	196,464,563	126,147,667
Adjustments for :		
Depreciation	58,374,552	34,966,682
Profit on sale of Securities	-	(1,500,738)
Share of Minority	15,684,398	7,574,280
Share of Profit of Associate company	(5,676,697)	(1,148,464)
(Profit) / Loss on Assets Sold/Scrapped	(1,882,948)	15,682
Provision for Diminution in Value of Investments	9,600,000	16,237,800
Dividend received on Current Investments	(695)	(560)
Interest paid	56,356,638	34,916,026
Interest received	(117,905,934)	(108,414,041)
Operating profit before working capital changes	211,013,877	108,794,334
Adjustment for:		
Trade Receivables	(194,096,665)	(3,500,627)
Loans and Advances	18,347,995	(57,344,120)
Other Current Assets	4,375	297,685
Short Term Borrowings	42,353,905	112,387,599
Trade Payables and Other Liabilities	891,206,976	(18,286,341)
Provisions	4,353,580	(6,693,579)
Cash generated from Operations	973,184,043	135,654,951
Tax paid (Net)	(74,576,756)	(60,849,007)
<b>Net Cash from Operating Activities</b>	<b>898,607,287</b>	<b>74,805,944</b>
<b>B. Cash Flow from investing activities</b>		
Purchase of Fixed Assets	(77,046,500)	(388,020,252)
Purchase of Securities	-	(95,499,361)
Sale of Fixed Assets	2,082,900	54,074
Sale of Securities	-	96,936,119
Interest received	109,211,399	110,382,270
Dividend received on Current Investments	695	560
<b>Net Cash from Investing Activities</b>	<b>34,248,494</b>	<b>(276,146,590)</b>

**VENTURA GUARANTY LIMITED**

Consolidated Cash Flow Statement for the year ended 31st March 2017

Particulars	31st March 2017	31st March 2016
	Amount	Amount
	₹	₹
Cont.....		
<b>C. Cash Flow from Financing Activities</b>		
Interest paid	(56,356,638)	(34,916,026)
Interim Dividend Payout	(1,779,676)	(1,779,698)
(Repayment)/Proceeds of Long Term Loan	(7,615,905)	283,690,423
<b>Net Cash from Financing Activities</b>	<b>(65,752,219)</b>	<b>246,994,699</b>
Net Increase in Cash & Cash Equivalents [A+B+C]	<b>867,103,562</b>	<b>45,654,053</b>
Net increase in Cash and Cash equivalents	<b>867,103,562</b>	<b>45,654,053</b>
Cash and Bank balances at beginning of period	1,414,805,000	1,369,150,947
Cash and Bank balances at end of period	2,281,908,562	1,414,805,000
<b>Cash &amp; Bank Balance comprise</b>		
Cash in Hand	284,664	515,506
Balance with Banks	2,281,623,898	1,414,289,494
- includes fixed deposits of ₹ 1,739,117,842/- (Previous Year ₹ 1,187,728,285/-)		
(Fixed deposits includes earmarked deposits against Bank Guarantee and Security/Margin deposits is ₹ 1,678,117,842/- Previous Year ₹ 1,105,232,581/-)		
<b>Cash &amp; Cash Equivalents as at the end of the year</b>	<b>2,281,908,562</b>	<b>1,414,805,000</b>

This is the Cash Flow statement referred to in our report of even date.

**C N K & Associates LLP**

**Chartered Accountants**

**Firm Registration No: 101961W/W-100036**



**Hiren Shah  
(Partner)**

**Membership No. 100052**

Place : Mumbai

Dated : 30th May, 2017

For and on behalf of  
**Ventura Guaranty Limited**



**Sajid Malik  
Director**

**(DIN - 00400366)**

Place : Mumbai

Dated : 30th May, 2017



**Saroja Malik  
Director  
(DIN - 00400421)**

**For VENTURA GUARANTY LTD.**

*Suehufany*  
**COMPANY SECRETARY**

## VENTURA GUARANTY LIMITED

### NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017

#### Notes:

#### 1. Basis of Consolidation

- a) The consolidated financial statements relate to Ventura Guaranty Limited ('the Holding Company'), its subsidiaries and associates. The Company and its subsidiaries together constitute 'the Group'. The consolidated financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (To the extent applicable and in particular on the following basis:
- i. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and recognized profits or losses as per Accounting Standard 21 'consolidated financial statements'.
  - ii. Investments in associate companies have been accounted for under the equity method as per Accounting Standard 23 'Accounting for Investments in Associates in consolidated financial statements'.
  - iii. The financial statements of subsidiaries and associates consolidated are drawn upto the same reporting date as that of the Company.
  - iv. The excess of the Group's share in equity of associate over the cost of the acquisition at the date, on which the investment is made, is recognised as Capital Reserve on Consolidation and included as Reserves and Surplus under Shareholders' Equity in the Consolidated Balance Sheet.
  - v. The excess of the Group's share in equity of subsidiary over the cost of the acquisition at the date, on which the investment is made, is recognised as Capital Reserve on Consolidation and included as Reserves and Surplus under Shareholders' Equity in the Consolidated Balance Sheet.
  - vi. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and necessary adjustments required for deviations, if any, have been made in the consolidated financial statements.
  - vi. Minority Interest in the net assets of consolidated subsidiaries consists of the amount of equity attributable to the minority shareholders at the date on which investments in subsidiary companies are made and further movement in their share in the equity, subsequent to the dates of investment.



## VENTURA GUARANTY LIMITED

- a) The following the subsidiaries have been considered in the consolidated financial statements:

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 <sup>st</sup> March 2017	Extent of holding as on 31 <sup>st</sup> March 2016
Ventura Securities Limited	Subsidiary	India	82.29%	82.29%
*Ventura Allied Services Private Limited	Step down Subsidiary	India	100%	100%
*Ventura Commodities Limited	Step down Subsidiary	India	100%	100%

\*Ventura Securities Limited holds the entire share capital of Ventura Commodities Limited w.e.f. 01/11/2013 and Ventura Allied Services Private Limited.

The Holding Company has investment in an associate, which is accounted for on the Equity Method in accordance with Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial Statement".

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 <sup>st</sup> March 2017
Kashmira Investment and Leasing Private Limited	Associate	India	49.79%

## 2. Significant Accounting Policies

### a) Basis for preparation of consolidated financial statements

The financial statements have been prepared under the historical cost convention on an accrual basis of accounting and are in compliance with the applicable Accounting Standards notified under section 133 of the Companies Act 2013, read along with Rule 7 of the Companies (Accounts) Rules 2014, and other generally accepted accounting principles. The accounting policies has been consistently complied by the company, and except wherever otherwise stated, are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

### b) Use of Estimates

The preparation of financial statements is in accordance with the Generally Accepted Accounting Principles (GAAP), which requires the management to make estimates and assumptions, which affect the reported amount of assets, liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Examples of such estimates include estimate of useful life of assets, provision for gratuity, doubtful debts, income taxes, deferred taxes, etc. Actual results may differ from these estimates. Any revisions to accounting estimates are recognized prospectively in current and future periods.





## VENTURA GUARANTY LIMITED

### c) Revenue Recognition

1. *Revenue*
  - i) Brokerage Income on Secondary Market Transactions and Commodities Market Transactions are accounted on accrual basis in respect of all transactions upto the last day of the financial year.
  - ii) Income from financial products distribution is recognized on the basis of agreement entered with the principals and when the right to receive the income is established.
  - iii) Depository Participant service income is recognized on the basis of the agreements entered with the clients.
  - iv) Interest is recognized in the Statement of Profit and Loss as it accrues on a time proportion basis taking into account the amount outstanding and the rate applicable except in the case of Non-Performing Assets (NPAs) where it is recognised, upon realization.
  - v) Dividend income is recognized when right to receive is established.
  - vi) All other income is recognized on accrual basis.

### d) Property, Plant and Equipment (Tangible Assets)

Tangible Assets are stated at cost of acquisition less accumulated depreciation / amortization. Cost of acquisition includes taxes, duties and other incidental expenses related to acquisition and installation of the concerned assets. Subsequent expenditure related to an item of tangible asset is capitalized only when it is probable that the future economic benefit associates with these with will flow to the company and the cost of the item can be measured reliably.

Advances paid towards the acquisition for Tangible assets are disclosed under the head Capital Advances under Long-Term Loans & Advances.

Capital work-in-progress represents tangible assets which are not yet ready for the intended use. Such tangible assets are carried at cost comprising of direct cost and related incidental expenses.

### e) Intangible Assets

Software acquired are stated at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated amortization. Direct expenditure, if any, incurred for internally developed intangibles from which future economic benefits are expected to flow over a period of time is treated as Intangible asset as per the Accounting Standard on Intangible Assets (AS – 26) as prescribe in the companies ( Accounting Standards ) Rules, 2006.

### f) Depreciation / Amortization of Fixed Assets

- Depreciation on fixed assets is provided using the straight-line method, at the useful life prescribe in schedule II to the companies Act, 2013 as below.

Particulars	Years
Buildings	60
Computers & Laptops	3
Servers	6
Office Equipments	5
Furniture & Fittings	10
Motor Vehicle	8
Computer Softwares	6

## VENTURA GUARANTY LIMITED

Leasehold improvements, which are depreciated over the primary lease period.

The group has adopted different methods of depreciation in two of its subsidiary companies as under:

- On tangible assets of one of the Subsidiary Company, where depreciation on fixed assets is provided using the straight-line method bases on useful lives as estimated by the management.

Useful lives of the assets are estimated as follows:

Particulars	Years
<b>Tangible Assets</b>	
Computers	3
Office Equipments	3
Furniture & Fixtures	5
Motor Car	5
<b>Intangible Assets</b>	
Computer Softwares	3

- The same method is consistently adopted from year to year in the above subsidiary companies.
- Assets costing below ₹ 5000/- are entirely depreciated in the year of acquisition.
- Depreciation / amortization on assets purchased / sold during the year are provided on pro rata basis with reference to date of installation / disposal.

### g) Impairment of assets

The carrying amounts of the Group assets including intangible assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated, as the higher of the net selling price and the value in use. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating units exceeds its recoverable amount. If at the Balance Sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reinstated at the recoverable amount subject to a maximum of depreciable historical cost.

### h) Investments

- i. Long Term Investments are stated at cost. Provision for diminution is made, if in the opinion of the management such a decline is other than temporary.
- ii. Current Investments are stated at lower of Cost or Fair Value.



## VENTURA GUARANTY LIMITED

### i) Loans and Advances

Based on the degree of well-defined credit weaknesses and extent of dependence on collateral security for realisation, loans and advances are classified into the following classes:

- a. Standard assets,
- b. Sub-standard assets,
- c. Doubtful assets, and
- d. Loss assets.

### j) Employee Benefits

- i) Short-term employee benefits – Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.
- ii) Post employment benefits (defined benefit plans) – The employees' gratuity scheme is a defined benefit plan. In accordance with the Payment of Gratuity Act, 1972, the Group provides for gratuity for the eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation using projected unit credit method.
- iii) Post employment benefits (defined contribution plans) – Contributions to the provident fund is defined contribution scheme and is recognized as an expense in the Statement of profit and loss in the period in which the contribution is due. Both the employee and the Group make monthly contributions to the provident fund plan equal to the specified percentage of the covered employee's salary.
- iv) Long-term employee benefits – Long-term employee benefits comprise of compensated absences. These are measured based on an actuarial valuation carried out by an independent actuary at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized in the statement of profit and loss.

### k) Inventories

Inventories are valued at lower of cost or net realisable value

### l) Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction. The exchange differences arising from foreign currency transactions are dealt with in the consolidated Statement of Profit and Loss. Current assets and current liabilities denominated in foreign currency are translated at the exchange rate prevalent at the date of the Balance Sheet. The resulting difference is accounted for in the consolidated Statement of Profit and Loss.

## VENTURA GUARANTY LIMITED

### m) Dividend

Final dividend on equity shares are recorded as a liability on the date of approval by the shareholders and interim dividend are record as liability on the date of declaration by the company's board of director.

### n) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earning considered in ascertaining the group's earnings per share is the net profit for the year. The diluted earnings per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

### o) Taxation

#### a. Current Tax

Provision for income tax is made on the taxable profits at the applicable rates after considering the admissible deductions and exemptions available under the Income Tax Act, 1961.

#### b. Deferred Tax

Deferred Tax asset or liability is recognized for timing differences between the profit as per consolidated financial statements and the profit offered for income tax for the year that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is quantified based on tax rates that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets on unabsorbed losses and depreciation are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax assets and liabilities are reviewed at each balance sheet date.

#### c. Minimum Alternate Tax

Minimum Alternate Tax (MAT) paid on the book profits, which gives rise to future economic benefits in the form of tax credit against future income tax liability, is recognised in accordance with guidance note on "Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961

### p) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation as a result of past event, for which it is probable that an outflow of resources will be require to settle the obligation and a reliable estimate can be made of the amount of the obligation.

*N*



## VENTURA GUARANTY LIMITED

Contingent Liabilities are not provided for and are disclosed by way of notes to accounts, where there is an obligation that may, but probably will not, required outflow of resources.

Where there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Assets are neither recognized nor disclosed.

### q) Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalent except for current investments.

### r) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

### s) Leases

- i. Assets acquired on lease, where all the significant risks and rewards of ownership are effectively retained by the lessor, are classified as operating lease.
- ii. Lease payments under operating leases are recognized as expenses on accrual basis in accordance with the respective lease agreements.
- iii. Assets given on lease, where the group has substantially retained all the risks and rewards of ownership, are classified as operating leases.
- iv. Income from lease rentals is accounted on accrual basis in accordance with the respective lease agreements.

### t) Preliminary Expenses

Preliminary Expenses are written off in the year in which such expenses are incurred.

**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 3: SHARE CAPITAL**

Particulars	(in ₹)	
	As on 31.03.2017	As on 31.03.2016
<b>Authorised Share Capital:</b> 10,000,000 Equity Shares of ₹ 10/- each (Previous Year 10,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	100,000,000	100,000,000
<b>Issued, Subscribed and Paid up Share Capital:</b> 3,194,800 Equity Shares of ₹ 10/- Fully paid up (Previous Year. 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
<b>Total</b>	31,948,000	31,948,000

**A) Reconciliation of the number of shares outstanding at the beginning and at the end of the period:**

**EQUITY SHARES**

Particulars	As on 31.03.2017		As on 31.03.2016	
	Number	Amount (₹)	Number	Amount (₹)
Shares outstanding at the beginning of the year	3,194,800	31,948,000	3,194,800	31,948,000
Add: Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	3,194,800	31,948,000	3,194,800	31,948,000

**B) Terms/Rights attached to Equity shares:**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

**C) Names of Shareholders holding more than 5% of Shares**

Class of Shares/Name of the Shareholders	As on 31.03.2017		As on 31.03.2016	
	% No. of Shares held	No. of Shares held	% No. of Shares held	No. of Shares held
<b>Equity Shares :</b>				
Sajid Malik	22.90	731,500	22.90	731,500
Saroja Malik	16.28	520,000	16.28	520,000
Hemant Majethia	12.95	413,600	12.95	413,600
Jai R. Shroff	8.92	285,000	8.92	285,000
Shatatarka Holding Pvt. Ltd.	5.95	190,000	5.95	190,000
Phoenix Asset Management Pvt. Ltd.	5.49	175,500	5.49	175,500

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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 4: RESERVES AND SURPLUS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Securities Premium Account	51,647,612	51,647,612
Capital Reserve (on consolidation)	51,938,992	51,938,992
General Reserve		
Opening Balance	42,906,299	38,111,692
Add: Transfer for the year	960,000	5,310,000
Less: Minority Interest	-	515,393
Closing Balance	43,866,299	42,906,299
Reserve Fund u/s. 451C of RBI Act		
Opening Balance	5,360,000	3,540,000
Add: transfer for the year	1,910,000	1,820,000
Closing Balance	7,270,000	5,360,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last Balance Sheet	472,134,490	412,351,783
Add: Profit for the year	121,744,245	69,849,922
Less: Appropriations		
Tax on Interim Dividend	1,129,676	1,129,676
Tax on Proposed Dividend	-	1,807,539
Amount transferred to General Reserve	960,000	5,310,000
Transfer to Reserve Fund u/s. 451C of RBI Act.	1,910,000	1,820,000
Net Surplus in the Statement of Profit and Loss	589,879,059	472,134,490
<b>Total</b>	<b>744,601,961</b>	<b>623,987,393</b>

**NOTE 5: LONG-TERM BORROWINGS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Secured</b>		
Long Term Borrowings from Financial Institutions	276,074,518	283,690,423
Secured by hypothecation of Building Premises including the Building Premises held by Subsidiary Company		
<b>Total</b>	<b>276,074,518</b>	<b>283,690,423</b>

**NOTE 6: OTHER LONG-TERM LIABILITIES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Deposits from Business Associates and Clients	70,518,585	72,313,790
<b>Total</b>	<b>70,518,585</b>	<b>72,313,790</b>

**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 7: LONG TERM PROVISIONS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Provision for Employee Benefits (Refer Note No. 34)		
Gratuity	33,555,015	26,067,658
Compensated Absence	3,040,910	2,238,732
<b>Total</b>	<b>36,595,925</b>	<b>28,306,390</b>

**NOTE 8: SHORT-TERM BORROWINGS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Secured Loans		
Over Draft facility from Bank *	131,101,332	90,135,479
Current maturities of Long- Term Borrowings **	23,640,172	22,252,120
* Secured by pari-passu charge on Recievables in Cash Segments.		
** Secured by hypothecation of Building Premises including the Building Premises held by Subsidiary Company		
<b>Total</b>	<b>154,741,504</b>	<b>112,387,599</b>

**NOTE 9: TRADE PAYABLES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Trade and Margin Money - Clients	2,206,587,252	1,328,700,505
Sundry Creditors for Expenses	38,734,852	26,261,297
<b>Total</b>	<b>2,245,322,104</b>	<b>1,354,961,802</b>
Trade Payables, Margin Money & Sundry Creditors includes:		
Dues to Micro Enterprises & Small Enterprises	-	-
Dues to Other than Micro Enterprises & Small Enterprises	2,245,322,104	1,354,961,802

**NOTE 10: OTHER CURRENT LIABILITIES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Trade Deposits	108,200,329	115,902,852
Other Payables	53,696,983	38,197,531
Book Over Draft	8,229,861	13,384,911
Unpaid Dividend	17,040	17,040
<b>Total</b>	<b>170,144,213</b>	<b>167,502,334</b>
Other Payables Includes:		
Statutory Liabilities	15,419,561	12,761,157
Stock Exchange Dues	2,125,739	1,561,844



VENTURA GUARANTY LIMITED

Note : 12 Fixed Assets

SR. NO.	Description of Asset	Gross Block				Depreciation			Net Block		
		As at 01/04/2016	Additions	Sales / Deletion / Capitalised	As at 31/03/2017	As at 01/04/2016	Depreciation Sales / Deletion	For the period	As at 31/03/2017	As at 31/03/2017	As at 31/03/2016
		₹	₹	₹	₹	₹	₹	₹	₹	₹	
<b>A</b>	<b><u>TANGIBLE ASSETS</u></b>										
1	Building Premises	332,706,250	-	-	332,706,250	14,586,695	-	14,513,312	29,100,007	303,606,243	318,119,555
2	Plant & Equipments										
(i)	Computer Equipments	99,232,416	18,219,200	964,208	116,487,408	82,541,384	964,208	13,191,414	94,768,590	21,718,818	16,691,032
(ii)	Office Equipment	23,994,332	14,651,792	2,650,000	35,996,124	19,918,440	2,650,000	4,198,152	21,466,593	14,529,531	4,075,892
3	Furniture & Fixtures	12,063,708	69,250,227	-	81,313,935	7,489,756	-	15,327,514	22,817,270	58,496,666	4,573,952
4	Leasehold Improvements	50,007,808	26,533,234	39,044,966	37,496,076	44,156,836	38,845,015	6,576,642	11,888,463	25,607,612	5,850,972
5	Motor Car	16,255,482	-	-	16,255,482	12,513,676	-	721,547	13,235,223	3,020,259	3,741,806
	<b>TANGIBLE ASSETS</b>	<b>534,259,996</b>	<b>128,654,453</b>	<b>42,659,174</b>	<b>620,255,275</b>	<b>181,206,787</b>	<b>42,459,223</b>	<b>54,528,581</b>	<b>193,276,146</b>	<b>426,979,130</b>	<b>353,053,209</b>
<b>B</b>	<b><u>INTANGIBLE ASSETS</u></b>										
1	Computer Software	44,442,632	3,296,262	-	47,738,894	30,589,334	-	3,845,971	34,435,305	13,303,589	13,853,298
	<b>INTANGIBLE ASSETS</b>	<b>44,442,632</b>	<b>3,296,262</b>	<b>-</b>	<b>47,738,894</b>	<b>30,589,334</b>	<b>-</b>	<b>3,845,971</b>	<b>34,435,305</b>	<b>13,303,589</b>	<b>13,853,298</b>
<b>C</b>	<b><u>CAPITAL WORK-IN-PROGRESS</u></b>										
1	Leasehold Improvements	56,154,215	35,588,800	90,493,015	1,250,000	-	-	-	-	1,250,000	56,154,215
	<b>CAPITAL WORK-IN-PROGRESS</b>	<b>56,154,215</b>	<b>35,588,800</b>	<b>90,493,015</b>	<b>1,250,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,250,000</b>	<b>56,154,215</b>
	<b>Total</b>										
	Current Year's	634,856,843	167,539,515	133,152,189	669,244,169	211,796,121	42,459,223	58,374,552	227,711,451	441,532,719	423,060,722
	Previous Year's	247,177,985	400,609,487	12,930,629	634,856,843	177,101,076	271,636	34,966,682	211,796,121	423,060,722	70,076,909

**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 11: SHORT TERM PROVISIONS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Provision for Employee Benefits (Refer Note No. 34)		
Gratuity	2,086,623	2,896,407
Compensated Absence	467,591	746,245
Others		
Proposed Dividend	-	1,040,000
Provision for Tax on Dividend	-	1,807,517
<b>Total</b>	<b>2,554,214</b>	<b>6,490,169</b>

2,846,117

**NOTE 13: NON-CURRENT INVESTMENTS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Long Term Investments</b>		
Trade Investments		
In Associate Company		
Kashmira Investments and Leasing Private Limited	25,116,413	19,439,716
497,900 (Previous Year 497,900) of ₹ 10/- each fully paid up		
<i>Non Trade Investments - Unquoted at cost</i>		
Investments in Equity Instruments		
<i>Others</i>		
Multiflex Lamiprint Ltd.	25,837,800	25,837,800
1,320,000 (Previous Year 1,320,000) Equity Shares of ₹ 10/- each fully paid up		
Less : Provision for diminution in value of investment	(25,837,800)	(16,237,800)
Associated Hotels Ltd.	492,800	492,800
17,600 (Previous Year 17,600) Equity Shares of ₹ 10/- each fully paid up		
Nivi Trading Ltd	603,000	603,000
50,000 (Previous Year 50,000) Equity Shares of ₹ 10/- each fully paid up		
<b>Total</b>	<b>26,212,213</b>	<b>30,135,516</b>

**NOTE 14: DEFERRED TAX ASSETS (NET)**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Deferred Tax Assets</b>		
Depreciation and Amortisation	3,735,195	3,093,614
Provision for Gratuity and Compensated Assets	13,481,599	10,918,574
Preliminary Expenses	2,489	5,974
Unabsorbed Tax Loss	1,342,977	1,956,119
Share Issue Expenses	35,187	-
	<b>18,597,447</b>	<b>15,974,281</b>
<b>Total</b>	<b>18,597,447</b>	<b>15,974,281</b>

Net Deferred Tax Benefit of ₹ 2,794,030/- for the current year have been recognized in the statement of profit and loss (Previous year Net Deferred Tax Provision ₹ 2,205,703/-).

**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 15: LONG-TERM LOANS AND ADVANCES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Capital advances</b>		
Unsecured, considered good	-	2,790,234
	-	<b>2,790,234</b>
<b>Security deposits</b>		
Unsecured, considered good		
Deposits With Stock Exchanges	115,966,385	135,674,080
Deposits with Government Department	45,000	45,000
Other Deposits	23,265,858	23,504,524
Prepaid Expenses	1,215,132	2,255,966
<b>Loans and Advances</b>		
Unsecured, considered good	-	-
Loans and Advances	-	-
	<b>140,492,375</b>	<b>161,479,570</b>
<b>Total</b>	<b>140,492,375</b>	<b>164,269,804</b>

**NOTE 16 : CURRENT INVESTMENTS**

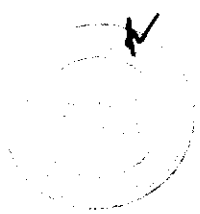
(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Non Trade Investments - Quoted at Cost</b>		
Investments in Preference Shares	63,980	63,980
L & T Finance Holdings Limited		
625 (Previous Year 625) Preference Shares of ₹ 100/- each, fully paid up		
	63,980	63,980

**NOTE 17: TRADE RECEIVABLES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Trade Receivables outstanding for a period exceeding six months from the date they were due for payment</b>		
Unsecured		
Considered Good	2,911,021	13,625,213
<b>Other Trade Receivables</b>		
Unsecured		
Considered Good	806,257,007	601,446,150
<b>Total</b>	<b>809,168,028</b>	<b>615,071,363</b>



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 18: CASH AND BANK BALANCES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Cash and Cash Equivalents		
Cash on hand	284,664	515,506
Balances with Banks		
In Current Accounts	542,506,056	226,561,209
	<b>542,790,720</b>	<b>227,076,715</b>
Other Bank Balances		
Balances with banks in unpaid dividend accounts		
(i) In Deposit Accounts (Refer Note (i) below)	5,000,000	8,395,704
(ii) In Earmarked Deposit Accounts (Refer Note (i), (ii), (iii) and (iv))	1,734,117,842	1,179,332,581
	<b>1,739,117,842</b>	<b>1,187,728,285</b>
<b>Total</b>	<b>2,281,908,562</b>	<b>1,414,805,000</b>

(i) Other bank balances with banks represents deposits which have an maturity of more than three months

(ii) Balance with banks in deposit accounts includes ₹ 1,127,550,000/- (Previous Year ₹ 912,600,000/-) maintained as security margin for guarantees issued by banks. Refer Note No.27

(iii) Balance with bank in deposit accounts includes ₹ 550,517,842/- (Previous Year ₹ 192,632,581/-) towards security/ margin/other deposits kept with Stock Exchanges.

(iv) Balance with bank in deposit accounts includes ₹56,000,000/- Previous Year ₹56,000,000/-) towards security deposit kept with bank for availing temporary overdraft facility. The balance outstanding in the temporary overdraft facility as at the balance sheet date is ₹ 144,053/- (Previous Year ₹ NIL)

**NOTE 19: SHORT-TERM LOANS AND ADVANCES**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
<b>Unsecured, considered good</b>		
MAT Credit Entitlement	34,282	-
Loan to Other Body Corporates	33,556,850	28,811,944
Prepaid Expenses	21,409,630	16,131,194
Loans and Advances to Employees	3,781,739	3,163,185
Service Tax Credit Receivable	4,234,385	6,504,991
Other Advances	7,092,137	10,033,993
<b>Total</b>	<b>70,109,023</b>	<b>64,645,307</b>

**NOTE 20: OTHER CURRENT ASSETS**

(in ₹)

Particulars	As on 31.03.2017	As on 31.03.2016
Other Advances	6,000	10,375
Interest Accrued but not Due	24,876,922	16,111,525
Advance Income Tax (Net of Provision)	16,556,018	19,427,892
<b>Total</b>	<b>41,438,940</b>	<b>35,549,792</b>

**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 21: REVENUE FROM OPERATIONS**

(in ₹)

Particulars	2016 - 17	2015 - 16
Income from Brokerage and Depository services	988,425,606	855,463,291
Financial Products Distribution	47,564,700	39,243,254
Other Operating Income	137,461,203	108,658,389
<b>Total</b>	<b>1,173,451,509</b>	<b>1,003,364,934</b>

**NOTE 22: OTHER INCOME**

(in ₹)

Particulars	2016 - 17	2015 - 16
<b>Interest Income on:</b>		
Bank Deposits	115,056,547	105,504,721
Others	3,045,349	2,936,679
<b>Investment Income</b>		
Current Investments	695	560
Profit on sale of Subsidiary	-	4,607
Profit on sale of Securities	-	1,500,738
<b>Others</b>		
Profit on Sale of Assets	1,882,948	-
Miscellaneous Income	3,586,716	2,366,012
<b>Total</b>	<b>123,572,255</b>	<b>112,313,317</b>

**NOTE 23 : OPERATING EXPENSES**

(in ₹)

Particulars	2016 - 17	2015 - 16
Sub Brokerage and Commission	221,226,217	206,692,501
Depository Transaction Charges	13,919,880	8,634,362
<b>Total</b>	<b>235,146,097</b>	<b>215,326,863</b>

**NOTE 24: EMPLOYEE BENEFIT EXPENSES**

(in ₹)

Particulars	2016 - 17	2015 - 16
Salaries and wages	374,346,725	342,001,075
Contribution to provident and other funds	3,748,134	2,090,724
Staff welfare expense	13,064,370	13,149,690
Gratuity Expenses *	10,209,434	4,909,632
Compensated Absence *	12,093,136	11,250,192
Insurance	2,461,381	1,880,903
<b>Total</b>	<b>415,923,180</b>	<b>375,282,216</b>
* (Refer Note No. 34)		

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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2017**

**NOTE 25: FINANCE COST**

(in ₹)

Particulars	2016 - 17	2015 - 16
Interest Expense	56,356,638	34,916,026
Bank Charges	158,974	1,031,375
Bank Guarantee Charges	11,848,758	10,685,634
<b>Total</b>	<b>68,364,370</b>	<b>46,633,035</b>

**NOTE 26: OTHER EXPENSES**

(in ₹)

Particulars	2016 - 17	2015 - 16
Electricity Expenses	22,610,045	20,609,194
Rent, Rates and Taxes	49,544,968	58,550,246
Repairs to Buildings	5,675,569	3,491,142
Repairs to Machinery	30,219,362	27,882,175
Repairs to Others	2,001,979	5,240,119
Communication Expenses	42,341,492	37,134,515
Travelling and Conveyance Expenses	30,582,495	27,819,026
Legal and Professional Fees	19,881,503	20,269,339
Stock Exchange Charges	1,774,901	1,026,552
Stamps / Documentation Charges	4,819,978	5,875,606
Service Tax	3,555,064	4,987,603
Professional Tax	22,702	25,544
Advertisement Expenses	95,796	230,368
Software Usage Charges	625,000	625,000
Server Co-Location Charges	1,251,607	1,288,966
Business Development Charges	43,235,143	41,955,634
Printing and Stationery	7,829,150	7,312,488
Membership and Subscription Expenses	5,735,422	6,678,286
Insurance Charges	1,061,319	896,858
Payment to Auditor		
For Statutory Audit	1,060,000	1,060,000
For Tax Audit	166,500	155,000
For Other services	377,278	305,000
Loss on Assets Sold/Scrapped	-	15,682
Share Issue Expenses	-	227,750
Listing Fee	261,150	228,000
Courier and Postage Charges	5,719,736	5,612,262
Bad Debts	3,893,472	1,151,405
Provision for Diminution in Value of Long Term Investments	9,600,000	16,237,800
House Keeping Services	3,212,155	1,252,750
Other Expenses	15,589,513	12,751,662
<b>Total</b>	<b>312,743,301</b>	<b>310,895,972</b>

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**VENTURA GUARANTY LIMITED**

**27. Contingent liabilities and Commitments**

b) Contingent liabilities

i) Guarantees issued by the banks:

Stock Exchanges / Bank	31 <sup>st</sup> March 2017 Amount ( ₹ )	31 <sup>st</sup> March 2016 Amount ( ₹ )
National Stock Exchange – Cash Segment	405,000,000	405,000,000
National Stock Exchange – F&O Segment	1,350,000,000	1,100,000,000
National Stock Exchange – Currency Segment	50,000,000	50,000,000
National Stock Exchange – SLBM Segment	10,000,000	10,000,000
Bombay Stock Exchange – Cash Segment	260,000,000	260,000,000
Bank of Maharashtra	100,000	100,000
Multi Commodities Exchange ( MCX )	120,000,000	-
National Commodity & derivatives Exchange Ltd ( NCDEX )	30,000,000	-

- ii) The bank guarantees have been secured by personal guarantees of the two directors, corporate guarantee of the holding company, and fixed deposits of ₹ 1,127,550,000/- (Previous Year ₹ 912,600,000/-).
- iii) Claims against the Group not acknowledged as debts are ₹ Nil/- (Previous Year ₹753,444/-).
- iv) The Company has provided guarantee by pledging three of its building premises with bank for the loan against facility of ₹ 15,700,000/- to one of its subsidiary company.
- c) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 500,000 /- (Previous Year ₹ 49,906,473/-).
- d) No provision has been made in respect of disputed Income Tax dues of ₹ 4,736,115/- (Previous Year ₹ 2,487,698/-) since the Group expects to get relief in appeal.
- e) The Group has taken office premises on operating lease at various locations. Lease rent in respect of the same has been charged to Statement of Profit and Loss. The agreements are executed for a period ranging from 11 months to five years with a renewable clause. Some agreements have a clause for a minimum lock-in period. The Group has also taken some other assets under operating lease.

The future minimum lease payments under non-cancelable operating lease:

Minimum Lease Rental	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
	Amount ( ₹ )	Amount ( ₹ )
Upto one year	15,199,278	8,638,985
One to five years	8,482,436	5,598,968

**VENTURA GUARANTY LIMITED**

28. Deposits with Stock Exchanges include ₹7,500,000/- (Previous Year ₹7,500,000/-) lying with National Spot Exchange Limited as base capital. The management of the view that the same is fully recoverable and hence no provision in respect of the same is considered necessary.

29. **Secured Loans:**

During the year the Company has availed short term secured borrowings from , Companies and Non Banking Financial Companies against the pledge of fixed deposits belonging to the Company and pledge of securities provided by the clients towards margin on outstanding exposure with interest rate ranging from 9.30% to 12% p.a. The said borrowings have been utilized for meeting clients pay-in obligation to the Stock Exchanges.

30. Details of Loans Given and Investments made covered U/S. 186 (4) of the Companies Act, 2013:

a. The Company has granted short term unsecured loans to the following companies:

Sr. No.	Name of the Company	As on	As on
		31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
		Amount (₹)	Amount (₹)
1	Arihant Sharecom Private Limited	-	1,510,171
2	Saourav Impex Private Limited	7,150,539	6,591,773
3	Phoenix Asset Management Private Limited	11,406,311	20,710,000
4	Shresth Commodities & Financial Services Private Limited	15,000,000	-

Loans to above companies have been given for business purpose and have been utilized for the same.

31. The Group has provided ₹ 9,600,000/- with respect to diminution in the value of long term investment in equity shares of Multiflex Lamiprint Ltd., which in the opinion of the Management is permanent in nature.

32. **Details of Directors Remuneration are as under:**

	31 <sup>st</sup> March 2017		31 <sup>st</sup> March 2016	
	Amount (₹)		Amount (₹)	
	Hemant Majethia	Juzer Gabajiwala	Hemant Majethia	Juzer Gabajiwala
Salaries	5,901,250	2,340,117	5,400,000	1,949,430
House Rent Allowance	-	1,025,436	-	974,718
Other Allowances	15,000	15,000	15,000	295,996
Value of Perquisites	1,524,788	244,692	639,600	234,546
<b>Total</b>	<b>7,441,038</b>	<b>3,625,245</b>	<b>6,054,600</b>	<b>3,454,690</b>

Provision for employee retirement benefits, which is based on actuarial valuation done for the Group as whole is excluded from the above.



**VENTURA GUARANTY LIMITED**

**33. Expenditure in Foreign Currency:**

Expenditure (at actuals)	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
	Amount (₹)	Amount (₹)
Foreign Travel	55,895	1,727,181
Business Development Charges	2,375,788	1,674,822
Import of furniture and fittings	10,393,417	7,445,254

**34. Employee Benefits**

In accordance with the AS-15 (Revised) as notified in the Companies (Accounting Standard) Rules, 2006, the group has provided for a Gratuity Liability of ₹ 356,41,638/- (Previous Year ₹28,964,065/-) and Compensated Absence liability of ₹35,08,501/- (Previous Year ₹2,984,977/-). The liability in respect of gratuity is determined as per actuarial valuation carried out as at Balance Sheet date. The present value of the obligation under such plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss account for the period in which they occur.

Principal actuarial assumptions:

	Gratuity		Compensated Absence	
	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
Increment Rate:	4% p.a.	4% p.a.	4% p.a.	4% p.a.
Discounting Rate:	7.50% p.a.	8% p.a.	7.50% p.a.	8% p.a.

Balance sheet Statement:

Present value of the obligation at 31.03.2016	35,641,638	28,964,065	35,08,501	2,984,977
Fair Value of plan assets at 31.03.2016	Nil	Nil	Nil	Nil
Un-funded Liability at 31.03.2016	35,641,638	28,964,065	35,08,501	2,984,977
Unrealized actuarial gains/losses	Nil	Nil	Nil	Nil
Un-funded Liability recognized in Balance Sheet	35,641,638	28,964,065	35,08,501	2,984,977

Profit and Loss Statement:

Interest Cost from 01.04.2015 to 31.03.2016	2,175,850	2,051,516	NIL	198,961
Service Cost from 01.04.2015 to 31.03.2016	4,589,539	11,539,191	35,08,501	1,276,369
Actual return on plan assets from 01.04.2015 to 31.03.2016	N.A.	N.A.	N.A.	N.A.
(Gain)/Loss recognized as on 31.03.2016	1,898,431	(8,681,075)	8,584,635	(9,775,132)
Net Loss to be shown in Statement of P&L as expense	10,209,434	4,909,632	12,093,136	11,250,192

**VENTURA GUARANTY LIMITED**

Reconciliation of Benefit Obligations:

Liability at the beginning of the year	28,964,065	25,643,945	2,984,977	2,483,639
Interest Cost	2,175,850	2,051,516	NIL	198,691
Current Service Cost	4,589,539	11,539,191	3,508,501	1,276,369
Benefit Paid	(1,642,497)	1,589,512	11,569,612	10,748,854
Actuarial (Gain)/Loss on Obligation	1,898,431	8,681,075	5,712,333	(9,775,132)
Amount recognized and disclosed under the head 'Provision for Employees Benefits'	35,641,638	28,964,065	3,508,501	2,984,977

**35. Related Party Transactions**

As per Accounting Standard 18 as notified in the Companies (Accounting Standard) Rules, 2006, related party in terms of the said standard are disclosed below:

i) Names of Related parties and description of relationship

I)	Associate Enterprise	a)	Kashmira Investments and Leasing Private Limited
		b)	Genesys International Corporation Limited
II)	Key Management Personnel	a)	Mr. Hemant Majethia
		b)	Mr. Sajid Malik
		c)	Mr. Juzer Gabajiwala
III)	Relatives of Key Management Personnel	a)	Mrs. Shazia Sajid Malik
		b)	Mr. Sohail Malik
		c)	Mrs. Saroja Malik
		d)	Mrs. Fatima Gabajiwala

ii) Details of Transactions with the Related Parties

	Nature Of Transaction	Associate Enterprise	Key Management Personnel	Relatives of Key Management Personnel
		Amount (₹)	Amount (₹)	Amount (₹)
1	<b>Brokerage Earned:</b> Hemant Majethia		40,001	
	Juzer Gabajiwala		(16,264)	
	Fatima Gabajiwala		6,859	
	Sajid Malik		(9,282)	
				6,295
				(7,774)
				124,738
				(-)

**VENTURA GUARANTY LIMITED**

	Saroja Malik			370,458
	Sohel Malik			(-)
	Kashmira Investments and Leasing Private Limited	604 (5,445)		15,700 (95,415)
2	<b>Depository Participant Income:</b>			
	Hemant Majethia		210 (6,166)	
	Sohel Malik			80 (450)
	Kashmira Investments and Leasing Private Limited	106,015 (85,540)		
	Fatima Gabajiwala			- (450)
	Shazia S Malik			- (450)
	Saroja S Malik			170 (450)
3	<b>Rent Paid:</b>			
	Sajid Malik		840,000 (840,000)	
	Saroja Malik			3,000,000 (3,000,000)
4	<b>Remuneration Paid:</b>			
	Mr. Hemant Majethia		7,441,038 (6,015,000)	
	Mr. Juzer Gabajiwala		3,625,245 (3,415,090)	
5	<b>Dividend paid:</b>			
	Genesys International Corporation Ltd.	1,690,000 (1,690,000)		
	Sajid Malik		- (1,755,600)	
	Hemant Majethia		- (992,640)	
	Saroja Malik		- (1,248,000)	
6	<b>Loan / Advance taken:</b>			
	Kashmira Investments and Leasing Private Limited	62,800,000 (40,000,000)		
7	<b>Interest paid:</b>			
	Kashmira Investments and Leasing Private Limited	69,041 (14,795)		

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**VENTURA GUARANTY LIMITED**

8	<b>Interest Received / Receivable :</b> Kashmira Investments and Leasing Private Limited	900,282 (-)		
9	<b>Loan / Advance repaid:</b> Kashmira Investments and Leasing Private Limited	62,800,000 (40,000,000)		
10	<b>Outstanding Debit/Credit:</b> Hemant Majethia  Juzer Gabajiwala  Sohel Malik  Fatima Gabajiwala		954,698 CR (15,025 CR)  9,549 CR (80,199 CR)	417,515 CR (1,318,526 CR)  6,182 DR (1421 DR)

**36. Disclosure on Specified Bank Notes(SBNs):**

During the year, the company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated 31<sup>st</sup> March, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs*	Other denomination Notes	Total
	Amount (₹)	Amount (₹)	Amount (₹)
<b>Closing cash in hand as on 8<sup>th</sup> November, 2016</b>	481,000	545,436	1,026,436
( + ) Permitted receipts	-	570,928	570,928
( - ) Permitted payments	-	693,023	693,023
( - ) Amount deposited in banks	481,000	-	481,000
<b>Closing cash in hand as on 30<sup>th</sup> December, 2016</b>	-	423,321	423,321

**37. Disclosure in terms of Paragraph 18 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016**

Particulars		Amount Outstanding		Amount Overdue	
Liabilities Side:		31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
1	Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:				
	(a) Debentures :Secured	NIL	NIL	NIL	NIL
	: Unsecured	NIL	NIL	NIL	NIL
	(other than falling within the meaning of Public Deposits*)				

**VENTURA GUARANTY LIMITED**

	(b)	Deferred Credits	NIL	NIL	NIL	NIL
	(c)	Term Loans	276,074,518	283,690,423	NIL	NIL
	(d)	Inter-Corporate Loans and Borrowings	NIL	NIL	NIL	NIL
	(e)	Commercial Paper	NIL	NIL	NIL	NIL
	(f)	Other loans (Specify nature)	NIL	NIL	NIL	NIL
		Total:	276,074,518	276,074,518	NIL	NIL
	<b>Assets Side:</b>					
			<b>Amount outstanding</b>			
			<b>31<sup>st</sup> March 2017</b>		<b>31<sup>st</sup> March 2016</b>	
<b>2</b>	<b>Break-up of Loans and Advances including bills receivables</b>					
	(a)	Secured	NIL		NIL	
	(b)	Unsecured	NIL		NIL	
<b>3</b>	<b>Break-up of Leased assets and Stock on Hire and Other Assets counting towards AFC activities</b>					
	(i)	Lease Assets including Lease Rentals under Sundry Debtors				
		(a) Financial Lease	NIL		NIL	
		(b) Operating Lease	NIL		NIL	
	(ii)	Stock on Hire including Hire Charges under Sundry Debtors				
		(a) Assets on Hire	NIL		NIL	
		(b) Repossessed Assets	NIL		NIL	
	(iii)	Other Loans towards AFC activities				
		(a) Loans where assets have been repossessed	NIL		NIL	
		(b) Loans other than (a) above	NIL		NIL	
<b>4</b>	<b>Break-up of Investments:</b>					
	<b>Current Investments:</b>					
	<b>1</b>	<b>Quoted:</b>				
		(i) Shares				
		(a) Equity	NIL		NIL	
		(b) Preference	63,980		63,980	
		(ii) Debentures and Bonds	NIL		NIL	
		(iii) Units of Mutual Funds	NIL		NIL	
		(iv) Government Securities	NIL		NIL	
		(v) Others (Please specify)	NIL		NIL	
	<b>2</b>	<b>Unquoted:</b>	NIL		NIL	
		(i) Shares				
		(a) Equity	NIL		NIL	
		(b) Preference	NIL		NIL	
		(ii) Debentures and Bonds	NIL		NIL	

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**VENTURA GUARANTY LIMITED**

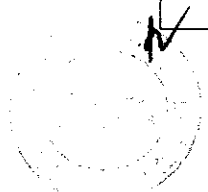
		(iii) Units of Mutual Funds	NIL	NIL
		(iv) Government Securities	NIL	NIL
		(v) Others (Please specify)	NIL	NIL
	<b>Long Term Investments:</b>			
1	<b>Quoted:</b>			NIL
		(i) Shares	NIL	NIL
		(a) Equity	NIL	NIL
		(b) Preference	NIL	NIL
		(ii) Debentures and Bonds	NIL	NIL
		(iii) Units of Mutual Funds	NIL	NIL
		(iv) Government Securities	NIL	NIL
		(v) Others (Please specify)	NIL	NIL
2	<b>Unquoted:</b>			
		(i) Shares		
		(a) Equity	26,212,213	30,135,516
		(b) Preference	NIL	NIL
		(ii) Debentures and Bonds	NIL	NIL
		(iii) Units of Mutual Funds	NIL	NIL
		(iv) Government Securities	NIL	NIL
		(v) Others (Please specify)	NIL	NIL

**5 Borrower Group-wise Classification of Assets as in (3) and (4) above:**

	Category	Amount Net of Provisions					
		Secured		Unsecured		Total	
		31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
1	Related Parties						
	(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL	NIL	NIL	NIL
2	Other than related parties	NIL	NIL	NIL	NIL	NIL	NIL
	Total:	NIL	NIL	NIL	NIL	NIL	NIL

**6 Investor Group-wise Classification of all Investments (Current and Long-Term) in Shares and Securities (Both Quoted and Unquoted)**

	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)	
		31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2016
1	Related Parties:				
	(a) Subsidiaries	NIL	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL	NIL
	(c) Other related parties	25,116,413	19,439,716	25,116,413	19,439,716
2	Other than Related Parties:	1,159,780	10,695,800	1,159,780	10,695,800
	Total:	26,276,193	30,135,516	26,276,193	30,135,516



**VENTURA GUARANTY LIMITED**

<b>7 Other information:</b>						
Particulars						
(i)	Gross Non-Performing Assets					
	(a) Related Parties	NIL	NIL	NIL	NIL	NIL
	(b) Other than Related Parties	NIL	NIL	NIL	NIL	NIL
(ii)	Net Non-Performing Assets					
	(a) Related Parties	NIL	NIL	NIL	NIL	NIL
	(b) Other than Related Parties	NIL	NIL	NIL	NIL	NIL
(iii)	Assets acquired in satisfaction of debt	NIL	NIL	NIL	NIL	NIL

38. Securities received from clients as collateral for margins are held by the Company in its own name in a fiduciary capacity.

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**VENTURA GUARANTY LIMITED**

**39. (a) Statement of Net Assets and Profit or Loss Attributable to Owners**

Name of the Entity	Country of Incorporation	% of voting power as on 31 March, 2017	Net assets		Share in Profit or (loss)	
			As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount
Ventura Guaranty Limited	India		8.37	78,891,949	6.34	9,530,591
<b>Subsidiary</b>						
Ventura Securities Limited	India	88.29	83.70	789,022,137	88.52	132,990,019
<b>Step Down Subsidiary</b>						
Ventura Commodities Limited	India	100	6.90	65,013,464	4.31	6,481,427
Ventura Allied Services Private Limited	India	100	(0.57)	(5,397,087)	(2.96)	(4,441,410)
<b>Associates</b>						
Kashmira Investment and Leasing Pvt Ltd			1.61	15,158,413	3.78	5,676,698
<b>Total</b>			<b>100.00</b>	<b>942,688,876</b>	<b>100.00</b>	<b>150,237,324</b>
Less Adjustments on consolidation				69,116,652		12,808,682
Less Minority Interest				97,022,263		15,684,398
<b>Consolidated Net assets/ Profit after Tax</b>				<b>776,549,961</b>		<b>121,744,245</b>

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**VENTURA GUARANTY LIMITED**

**39. (b) Statement of Net Assets and Profit or Loss Attributable to Owners**

Name of the Entity	Country of Incorporation	% of voting power as on 31 March, 2016	Net assets		Share in Profit or (loss)	
			As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount
Ventura Guaranty Limited	India		8.68	69,361,359	11.09	9,093,425
<b>Subsidiary</b>						
Ventura Securities Limited	India	88.29	82.93	662,710,954	105.47	86,503,653
<b>Step Down Subsidiary</b>						
Ventura Commodities Limited	India	100	7.32	58,532,037	(4.43)	(3,629,586)
Ventura Allied Services Private Limited	India	100	(0.12)	(955,677)	(13.52)	(11,084,850)
Ventura Insurance Brokers Limited till 28/10/2015	India	100	-	-	(0.02)	(13,700)
<b>Associates</b>						
Kashmira Investment and Leasing Pvt Ltd			1.19	9,481,716	1.40	1,148,464
<b>Total</b>			<b>100.00</b>	<b>799,130,389</b>	<b>100.00</b>	<b>82,017,406</b>
Less Adjustments on consolidation				143,194,995		4,593,204
Less Minority Interest						7,574,280
<b>Consolidated Net assets/ Profit after Tax</b>				<b>655,935,394</b>		<b>69,849,922</b>

**VENTURA GUARANTY LIMITED**

**40. Earnings Per share:**

<b>Basic and Diluted</b>	<b>31<sup>st</sup> March 2017</b>	<b>31<sup>st</sup> March 2016</b>
Number of equity shares of ₹10/-	3,194,800	3,194,800
Weighted average no. of equity shares outstanding	3,194,800	3,194,800
Number of Equity Shares after potential dilution	3,194,800	3,194,800
Weighted average no. of equity shares outstanding after potential dilution	3,194,800	3,194,800
Net profit after tax (basic)	121,744,245	69,849,922
Net profit after tax (diluted)	121,744,245	69,849,922
Basic earnings per share ( ₹ )	38.11	21.86
Diluted earnings per share ( ₹ )	38.11	21.86
Nominal Value per share ( ₹ )	10	10

**41. Segmental Reporting**


In the opinion of the Management, there is only one reportable business segment viz. broking in securities and allied activities as envisaged by AS-17 "Segment Reporting". Accordingly, no separate disclosure for segment reporting is required to be made in the financial statements of the Company.

Secondary segmentation based on geography has not been presented as the Company operates primarily in India and the Company perceives there is no significant difference in its risk and returns in operating from different geographic areas in India.

**42.** Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classifications / disclosures.

Signature to Notes 1 to 42  
As per our Report of even date attached

For and on behalf of  
**C N K & Associates LLP**  
Chartered Accountants  
Firm Registration No: 101961W/W-100036

  
**Hiren Shah**  
Partner  
Membership No: 100052  
Place : Mumbai  
Dated : 30<sup>th</sup> May, 2017

For and on behalf of  
**Ventura Guaranty Limited**

  
**Sajid Malik**  
Director  
DIN-00400366

Place : Mumbai  
Dated : 30<sup>th</sup> May, 2017

  
**Saroja Malik**  
Director  
DIN-00400421

**For VENTURA GUARANTY LTD.**

  
**COMPANY SECRETARY**

# NOTICE

# VENTURA GUARANTY

## NOTICE

Notice is hereby given that the Thirty-third Annual General Meeting of Ventura Guaranty Limited will be held on Wednesday, September 27, 2017 at the Registered Office of the Company situated at 'Dhannur', E-15, Sir P. M. Road, Fort, Mumbai-400001 at 11:00 A.M to transact the following business:

### Ordinary Business

- 1) To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, both on Standalone and Consolidated basis, together with the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Saroja Malik, (DIN: 00400421) who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mr. Jaidev Shroff, (DIN: 00191050) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment of CNK & Associates, LLP, Chartered Accountants, (ICAI Registration No. 101961W/ W-100036), as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors who have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and Rule 4 of The Companies (Audit and Auditors) Rules, 2014 ."

### Special Business

- 5) Regularization of appointment of Whole Time Director

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

# **VENTURA GUARANTY**

**"RESOLVED THAT** pursuant to Section 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Members be and is hereby accorded to the appointment of Mr. Hemant Majethia as a Whole Time Director not liable to retire by rotation for a period of three years with effect from October 20, 2016."

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to submit and file necessary form(s), application(s), writing(s), and other document(s) to Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give full effect to this resolution."

**FOR VENTURA GUARANTY LIMITED**

Sd/-

**SUDHA GANAPATHY  
COMPANY SECRETARY & COMPLIANCE  
OFFICER**

Place: Mumbai

Date: 30/05/2017

# VENTURA GUARANTY

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) 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.
3. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
4. Pursuant to the provisions of Section 105 (8) of the Companies Act, 2013, during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / Proxies / Authorized Representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
8. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

# VENTURA GUARANTY

9. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Books of the Company will remain closed from September 20, 2017 to September 27, 2017 (both days inclusive) for the purpose of Annual General Meeting.
10. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents/ Company Secretary at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
11. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
13. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Notice of the Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2016-17 will be available on the Company's website [www.venturaguaranty.com](http://www.venturaguaranty.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members, who have any queries, may write to the Company at [investors.vgl@ventura1.com](mailto:investors.vgl@ventura1.com).

# VENTURA GUARANTY

15. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2017 are requested to write to the Company at least 5 days before the date of the Annual General Meeting, so as to enable the management to keep the information ready.
16. Additional information, pursuant to regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure to the Notice. The Directors have furnished consent/ declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.

## 17. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members, the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

### The instructions for e-voting are as under:

- A. The Shareholders of the Company holding shares either in physical form or in dematerialized form, as on closing hours of business, on Wednesday, September 20, 2017 may cast their vote electronically.
- B. The Shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client ID, irrespective of the number of joint holders.
- C. The Company has appointed Mr. Dattatray B. Dixit, practicing Chartered Accountant, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- D. The Scrutinizer will submit his final report to the Chairman within three working days after the conclusion of e-voting period.
- E. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after Annual General Meeting within the prescribed time limits.
- F. The result of the e-voting will also be placed on the website of the Company viz. [www.venturagaranty.com](http://www.venturagaranty.com) and also on [www.cdslindia.com](http://www.cdslindia.com).
- G. The Scrutinizer's decision on the validity of e-voting will be final.



# VENTURA GUARANTY

## Instructions for Remote E-Voting

### A. In case of Members receiving e-mail:

- i. If you are holding shares in demat form and have earlier logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.
- ii. If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

### Procedure for Shareholders casting their vote electronically for the first time:

- a. To initiate the voting process, log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" tab to cast your votes.
- c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" from the drop down menu and click on "SUBMIT" for voting.

Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For CDSL: 16 digits Beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat Shareholders as well as physical Shareholders)	
Dividend Bank Details	Enter your bank account number for the purpose of dividend as registered with your depository participant in case of electronic shares or with the Company in respect of physical shares.	
DOB	Enter your date of birth as recorded in your Demat account or in the Company records in respect of your shareholding in the Company.	

\* Members who have not updated their PAN with the Company/ Depository Participant are requested to use first two characters of the first name and remaining

# VENTURA GUARANTY

eight digits from the sequence number. If the sequence number is less than eight digits the remaining digits should be padded with the relevant number of zero (0) from the left. E.g. If your name is 'Ramesh Kumar' with sequence number 1, then enter RA00000001 in the PAN Field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Wednesday, September 20, 2017 in the Dividend Bank details field.

- i. After entering these details appropriately, click on "SUBMIT" tab.
- ii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, Members holding shares in Demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.
- v. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the resolution and option "NO" implies that you dissent to the resolution.
- vi. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- vii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

# VENTURA GUARANTY

- B. In case of Members receiving the physical copy of notice of the Annual General Meeting (for Members whose e-mail Ids are not registered with the Company/ depository participant(s) or requesting physical copy)

Please follow all steps from Sr. No. (i) To Sr. No. (ix) above, to cast vote.

- C. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.
- D. The voting period begins at 9:00 A.M, Friday, September 22, 2017 and ends at 5:00 P.M, Tuesday, September 26, 2017. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## F. INSTRUCTIONS FOR VOTING THROUGH BALLOT

- 1) Further, in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Regulations, those Members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot Form sent along with this Notice. The last date for receiving the Ballot Form will be September 26, 2017 on or before 4:00 P.M. Ballot Forms received after this date shall not be considered.
- 2) A Shareholder may download a copy of the Ballot Form forming part of the Annual Report from the website of the Company.
- 3) Detailed instructions for voting are provided in the Ballot Form.
- 4) The Members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

# **VENTURA GUARANTY**

- 5) A Member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a Member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

**FOR VENTURA GUARANTY LIMITED**

Sd/-

**SUDHA GANAPATHY  
COMPANY SECRETARY & COMPLIANCE  
OFFICER**

**Registered Office:**

Dhannur, E 15, Sir P.M. Road,  
Fort, Mumbai-400001  
CIN: L29299MH1984PLC034106

Place : Mumbai  
Date : 30/05/2017

# VENTURA GUARANTY

## ANNEXURE

### ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### Details of Director Seeking Re-appointment at the Annual General Meeting

Sr. No.	Particulars	
1.	Name of the Director	Mrs. Saroja Malik
2.	Date of Birth	28/09/1937
3.	Date of Appointment	30/03/1994
4.	Qualification	B.Com, LLB
5.	Expertise in specific functional areas	Mrs. Saroja Malik has in-depth experience in Legal Compliance, Income Tax & Allied Matters and Custom Regulations. She has a flair for Office Administration.
6.	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	GI Engineering Solutions Limited Genesys International Corporation Limited
7.	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	1. GI Engineering Solutions Limited- Audit Committee 2. GI Engineering Solutions Limited- Stakeholders Grievance Committee
8.	Number of shares held in the Company	520,000
9.	Relationship between Directors	Mrs. Saroja Malik is the mother of Mr. Sajid Malik.

# VENTURA GUARANTY

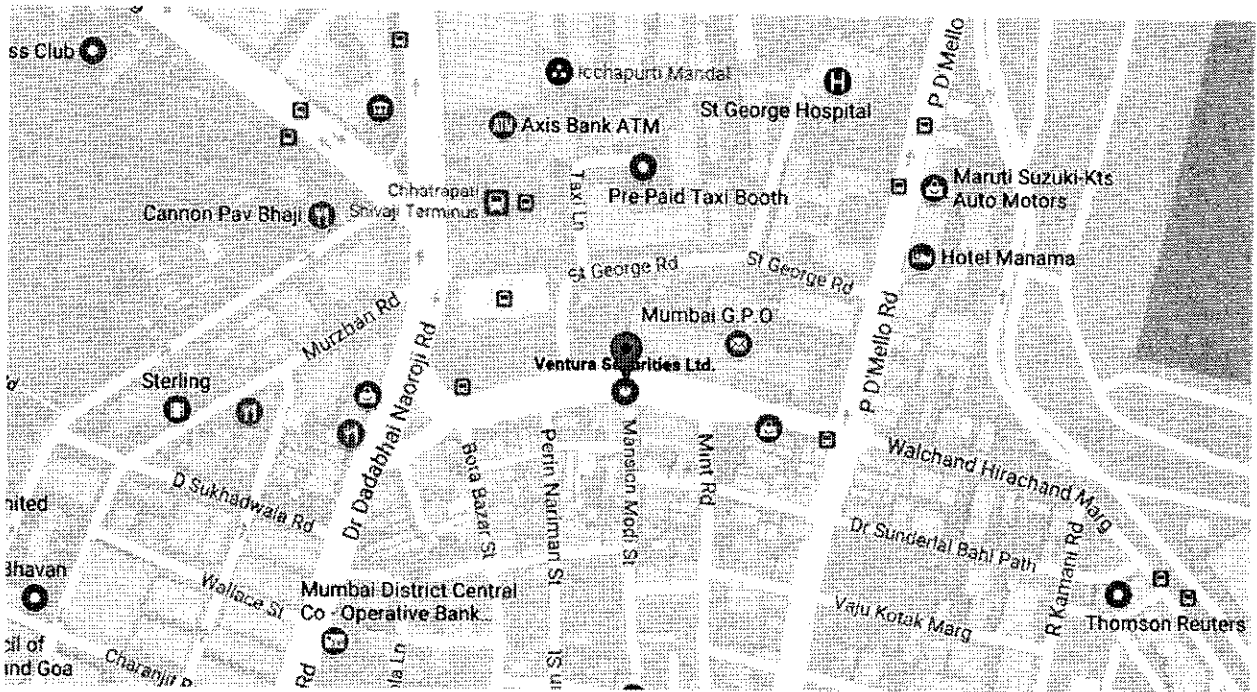
ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

**Details of Director Seeking Re-appointment at the Annual General Meeting**

Sr. No.	Particulars	
1.	Name of the Director	Mr. Jaidev Shroff
2.	Date of Birth	04/10/1965
3.	Date of Appointment	05/01/1993
4.	Qualifications	Bachelor's Degree- Chemistry (University of Mumbai)
5.	Expertise in specific functional areas	Mr. Jaidev Rajnikant Shroff is a science graduate. He has been on the Board of the Company for over two decades. He is Global CEO of the United Phosphorus Group. Besides being a businessman specializing in agrochemical operations, he has also been actively involved in expansion and global acquisition of companies.
6.	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. Adavanta Limited 2. Uniphos Enterprises Limited 3. UPL Limited 4. Pradeep Metals Limited 5. Nivi Trading Limited
7.	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
8.	Number of shares held in the Company	285,000
9.	Relationship between Directors	Mr. Jaidev Shroff is the son of Mrs. Sandra Shroff.

# VENTURA GUARANTY

## ROUTE MAP



VENTURA GUARANTY LIMITED Dhannur, 15, Sir. P.M. Road, Fort, Mumbai - 400 001. Telefax : 022-2266 0969

Registered Office : VENTURA GUARANTY LIMITED Dhannur, 15, Sir. P.M. Road, Fort, Mumbai - 400 001.

CIN : L29299MH1984PLC034106

**VENTURA GUARANTY LIMITED**

Registered Office: Dhannur, E 15, Sir P. M. Road, Fort, Mumbai-400001

Ph: 022-22660969; Fax: 022-22653179

Website: [www.venturagaranty.com](http://www.venturagaranty.com); E-mail: [investors.vgl@ventura1.com](mailto:investors.vgl@ventura1.com)

CIN: L29299MH1984PLC034106

**BALLOT FORM**  
(In lieu of e-voting)

Name of the Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Folio No. / Client ID : 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID : 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

No. of Shares held :

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, exercise my/ our vote in respect of the Resolution(s) to be passed for the business stated in the Notice convening the Annual General Meeting of the Company to be held on September 27, 2017 by conveying my/ our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Resolution	No. of Shares	Vote	
			FOR	AGAINST
<b>Ordinary Business</b>				
1.	Adoption of Accounts, Report of the Auditors and Directors thereon.			
2.	Appointment of a Director in place of Mr. Jaidev Shroff, who retires by rotation and being eligible, seeks re-appointment.			



3.	Appointment of a Director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of CNK & Associates LLP Chartered Accountants, Mumbai, as Statutory Auditors of the Company.			
<b>Special Business</b>				
5.	Regularization of appointment of Mr. Hemant Majethia as the Whole Time Director.			

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**Signature of the member**

**Place:**

**Date:**

## **INSTRUCTIONS:**

1. Members may fill up the Ballot Form and send it to Mr. Dattatray Dixit, Chartered Accountant in Practice, 'The Scrutinizer', at 264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400028 so as to reach by 5:00 P.M on September 26, 2017. Ballot Forms received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. A Shareholder/Member need not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
6. The right of voting by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
11. Instructions for E-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company, [www.venturagaranty.com](http://www.venturagaranty.com).



at the Thirty Third Annual General Meeting of the Company, to be held on the 27<sup>th</sup> day of September 2017 at 11:00 A.M. at Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		FOR	AGAINST	ABSTAIN
<b>Ordinary Business</b>				
1.	Adoption of Accounts both on Standalone and Consolidated basis, Report of the Auditors and Directors thereon.			
2.	Appointment of a director in place of Mr. Jaidev Shroff, who retires by rotation and being eligible, seeks re-appointment.			
3.	Appointment of a director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of CNK & Associates LLP Chartered Accountants, Mumbai, as Statutory Auditors of the Company.			
<b>Special Business</b>				
5.	Regularization of appointment of Mr. Hemant Majethia as the Whole Time Director.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

\_\_\_\_\_  
Signature of the shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of the Proxy Holder(s)

**Notes:**

- 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.
- A proxy need not be a member of the Company.
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**VENTURA GUARANTY LIMITED**

**Registered Office: Dhannur, E 15, Sir P. M. Road, Fort, Mumbai-400001**  
**Ph: 022-22660969; Fax: 022-22653179**  
**Website: [www.venturagaranty.com](http://www.venturagaranty.com); E-mail: [investors.vgl@ventura1.com](mailto:investors.vgl@ventura1.com)**  
**CIN: L29299MH1984PLC034106**

**ATTENDANCE SLIP**

(For physical holding)

Registered Folio No.																						
No. of shares held																						

(For demat holding)

Client ID																						
D.P. ID																						

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the **Thirty Third Annual General Meeting** of the Company at Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra on Wednesday, September 27, 2017 at 11:00 A.M.

Members' / Proxy's Name in Block Letters:

\_\_\_\_\_

Signature: \_\_\_\_\_

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Members are requested to bring their copies of the Annual Report.