

VENTURA GUARANTY LIMITED
ANNUAL REPORT
2012-13

VENTURA GUARANTY

NOTICE

Notice is hereby given that the Annual General Meeting of Ventura Guaranty Limited will be held on Friday, September 27, 2013 at A-107, Kailash Industrial Complex, Building No. 2, Parksite, Vikhroli (West), Mumbai – 400079 at 3.00 p.m to transact the following business:

Ordinary business

- 1) To receive and adopt the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sajid Malik, who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mrs. Sandra Rajnikant Shroff, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Mr. Hemant Majethia, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) 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 224 of the Companies Act, 1956 M/s. Dixit Dattatray & Associates, Chartered Accountants, Mumbai (ICAI Registration No. 102665W), the retiring Auditors of the Company, being eligible for re-appointment be re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

For and on behalf of the Board of Directors

Sd/-

**HEMANT MAJETHIA
DIRECTOR**

**Place: Mumbai
Dated: May 30, 2013**

VENTURA GUARANTY

NOTES:

1. An Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from September 20, 2013 to September 27, 2013 (both days inclusive) for the purpose of Annual General Meeting.
4. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956 authorizing their representative to attend and vote on their behalf at the meeting.
5. Members seeking any information or clarification on the Annual Accounts of the company for the year ended March 31, 2013 are requested to send in queries in writing to the Company, at least 5 days before the date of the Meeting, so that the information required by them may be made available to them.

For and on behalf of the Board of Directors

Sd/-

**HEMANT MAJETHIA
DIRECTOR**

**Place: Mumbai
Dated: May 30, 2013**

VENTURA GUARANTY

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Annual Report of VENTURA GUARANTY LTD. along with the Audited Statements of Accounts and the Auditors' Report of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

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

Particulars	(Amount in Rs.)	
	Year ended March 31, 2013	Year ended March 31, 2012
Gross Income	11,11,044	28,768
Expenditure	1,73,147	5,43,691
Profit from Operations before other income, interest and exceptional items	9,37,897	(5,14,923)
Other Income	49,08,498	70,294
Profit / (Loss) before Tax	58,46,395	(4,44,629)
Less: Provision for Income Tax	3,67,000	-
Less: Deferred Tax	2,414	10,884
Less: Tax Provision for earlier years	-	33,601
Profit / (Loss) after Tax	54,76,981	(4,89,114)

DIVIDEND

Directors do not recommend any Dividend for the year ended 31st March, 2013.

BUSINESS REVIEW

During the year under review, the Company's Gross Income increased to Rs. 11.11 lakhs from Rs. 0.29 lakhs recorded in the previous year and Other Income jumped to Rs. 49.08 lakhs from Rs. 0.70 lakhs in the previous year. The Profit after Tax was recorded at Rs. 54.77 lakhs against a loss of Rs. 4.89 lakhs in the previous year. Management of the Company has been working rigorously and resorting to all feasible and concrete actions towards the financial upliftment and augmenting the operations of the Company.

SUBSIDIARY COMPANIES

M/s. Ventura Securities Limited is a subsidiary and M/s. Ventura Insurance Brokers Limited is a wholly owned subsidiaries of your Company. In view of general exemption granted by MCA under Sec. 212 of the Companies Act, 1956, vide **General Circular No. 2/2011 dated**

VENTURA GUARANTY

8th February, 2011 from the requirement of attaching Balance Sheet, Profit & Loss A/c, etc. of its subsidiaries to its accounts, your company has decided to take the benefit of the said exemption. The consolidated financial statement is forming part of this Annual Report. Your Company undertakes that Annual Accounts of the subsidiary company and related information will be made available to the members on request. Further, the annual account of subsidiary company will be kept at registered office of the company for inspection by any member.

CONSOLIDATED RESULTS

The Audited Standalone and Consolidated Financial Statements of the Company along with its subsidiary companies are attached herewith and form part of this Annual Report. These have been prepared in accordance with the provisions of the Companies Act, 1956, the Listing Agreement, the Accounting Standard 21 (AS-21) on Consolidated Financial Statements and Accounting Standard 23 - (AS-23) on Accounting for Investments in Associates in Consolidated Financial Statements based on Audited Financial Results for the ended 31st March, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the Listing Agreement executed by the Company with BSE Limited, Management Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE

The Report on Corporate Governance as per the requirements of Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from the Auditors, M/s. Dixit Dattatray & Associates, Chartered Accountants confirming the compliance with the conditions of Corporate Governance as per the requirements of Clause 49 is annexed to this Report.

DIRECTORS

Mrs. Sajid Malik, Mrs. Sandra Rajnikant Shroff and Mr. Hemant Majethia - Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment.

FIXED DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 during the year under review and, as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

PARTICULARS OF EMPLOYEES

The Company does not have any employee drawing remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies

VENTURA GUARANTY

(Particulars of Employee) Rules 1975, as amended vide Companies (Particulars of Employees) Amendment Rules, 2011 during the year under review.

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

Since your Company is into investment business, disclosure of information required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not applicable to the company and hence, no report is annexed in this regard.

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

AUDITORS

M/s. Dixit Dattatray & Associates, Chartered Accountants, the Statutory Auditors of the Company, bearing ICAI Registration No.102665W will retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The Audit Committee and your Board recommend their reappointment as Auditors of the Company. The Company has received a letter from them to the effect that their reappointment, if made, would be within the prescribed limit under Section 224 (1B) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms and reports:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the Directors have prepared the annual accounts on a going concern basis.

VENTURA GUARANTY

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their deep gratitude and sincere appreciation for the timely co-operation, guidance received from Bankers, 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

**Sd/-
SAJID MALIK
DIRECTOR**

**Sd/-
HEMANT MAJETHIA
DIRECTOR**

Mumbai, May 30, 2013

Registered Office: Dhannur `E',
15 Sir P.M. Road,
Fort, Mumbai - 400 001

VENTURA GUARANTY

CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

For any Company, nowadays, Good Governance is a key to ensure an unbeatable and competitive position among and between the counterparts as well as to take a competitive advantage in the market in general, as the underlying concept of good governance refers to religiously following and evolving best practices of management and administration. The tenets of governance encompassing, inter-alia, transparency, independence, accountability and responsibility, not just influence a company to do well in terms of its corporate strategy, internal control and financial performance but also persuade that company to be ethical and responsible in decision making and thereby, reinforcing the idea of protecting the rights and interest of all its stakeholders. Your company, thus, follows a holistic approach and makes sincere efforts to fulfill all the standards set up for a good governed and managed company.

In the backdrop of above, we present hereunder our report on compliance of governance conditions specified in Clause 49 of the Listing Agreement(s).

BOARD OF DIRECTORS

Composition of the Board

In order to ensure proper governance and management of the Company, the Board has been constituted in a manner, as desired under clause 49 of the Listing Agreement. As at 31st March, 2013, the Board of Directors of the Company consisted of nine Directors all of which are Non-Executive Directors including 3 Independent Directors. In electing a Director importance is given to the experience held by him in related fields of the Company's business.

None of the Directors hold directorship in more than 15 public limited companies, and none of them is a member of more than ten Committees or Chairman of more than five Committees across all public limited companies in which they are Directors.

Board Procedures

During the financial year under the review, Board of directors met five times, viz, 15th May, 2012; 10th July, 2012; 14th August, 2012; 9th November, 2012; 14th February, 2013. The maximum time gap between any two meetings during this period did not exceed four months at any point in time.

Attendance record of directors

Composition of the board and attendance record of directors for financial year 2012-13:-

VENTURA GUARANTY

Name of the Director	Category	No. of Board Meetings attended	Attendance at last AGM
Mr. Sajid Malik DIN: 00400366	Non Executive Director	5	YES
Mrs. Saroja Malik DIN: 00400421	Non Executive Director	3	NO
Mr. Jaidev Shroff DIN: 00191050	Non Executive Director	-	NO
Mrs. Sandra Shroff DIN: 00189012	Non Executive Director	-	NO
Mr. Hemant Majethia DIN: 00400473	Non Executive Director	5	YES
Mr. Kulinkumar Majethia DIN: 02448261	Non Executive Director	3	NO
Mr. Ganesh Acharya DIN: 00702346	Independent Directors	5	YES
Mr. Ashish Nanda DIN: 03163927	Independent Directors	-	NO
Mr. Sridhar Vaidyanathan DIN: 05242265	Independent Directors	5	YES

Directorships and memberships of board committees

Number of Directorships/committee positions of directors as on 31 March 2013

Name of the Director	In other Public Limited Companies as on March 31, 2013	Committee Positions	
		As Chairman	As Member
Mr. Sajid Malik	4	-	-
Mrs. Saroja Malik	2	-	2
Mr. Jaidev Shroff	8	-	1
Mrs. Sandra Shroff	8	-	-
Mr. Hemant Majethia	2	-	-
Mr. Kulinkumar Majethia	-	-	-
Mr. Ganesh Acharya	2	-	4
Mr. Ashish Nanda	-	-	-
Mr. Sridhar Vaidyanathan	-	-	-

Notes: Private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956 are excluded for the above purposes.

Only audit committee and shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

VENTURA GUARANTY

None of the directors was a member in more than 10 committees or a chairman in more than five committees across all companies, in which he/she was a director.

Shares held by Directors

Name of Director	No. of Equity Shares
Mr. Sajid Malik	7,31,500
Mrs. Saroja Malik	5,20,000
Mr. Jaidev Shroff	2,85,000
Mrs. Sandra Shroff	90,000
Mr. Hemant Majethia	4,13,600
Mr. Kulinkumar Majethia	652
Mr. Ganesh Acharya	10,000
Mr. Ashish Nanda	Nil
Mr. Sridhar Vaidyanathan	650

AUDIT COMMITTEE

Constitution and Composition

Audit Committee was set up by Ventura Guaranty Limited on March 30, 2012. The terms of reference stipulated by the Board to Audit Committee as contained in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 can be enumerated as follows:

- a. Oversight of Company's financial reporting process and disclosure of its financial information.
- b. Review with the management, quarterly and annual financial statements and related party transactions.
- c. Review the Company's financial and risk management policies.
- d. Review the adequacy of internal control systems.
- e. Review the financial statements of subsidiary company.
- f. Recommend to the Board the appointment, re-appointment and removal of the statutory auditor, fixation of their remuneration.
- g. Discussion with auditors about nature and scope of audit as well as post audit discussion to ascertain any area of concern and internal control weaknesses, if any, observed by the Statutory Auditors.
- h. Review of Management discussion and analysis of financial condition and results of operations.
- j. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Audit Committee and any other responsibility as may be entrusted by the Board.

The present Audit Committee consists of the following directors:

VENTURA GUARANTY

1. Mr. Ganesh Acharya 2. Mr. Ashish Nanda 3. Mr. Sridhar Vaidyanathan

The Committee met 5 times during the year under review on 15th May, 2012; 10th July, 2012; 14th August, 2012; 9th November, 2012; 14th February, 2013. The time gap between the two meetings was not more than 4 months. The composition of Audit Committee and details of Meetings attended by the Members thereof were as follows:

Name of Directors	Status	No. of Meetings Attended
Mr. Ganesh Acharya	Chairman	5
Mr. Ashish Nanda	Member	-
Mr. Sridhar Vaidyanathan	Member	5

All members of the audit committee are independent, non-executive directors and are 'financially literate' in accordance with the provisions of Section 292A read with Clause 49 of the Listing Agreement.

Mr. Ganesh Acharya acts as the Chairman of the Audit Committee. He was present at the last Annual General Meeting of the Company.

SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE

Constitution and Composition

The Board of Directors constituted its Shareholders' Investors' Grievance Committee in 2012. The terms of reference of the Committee, inter alia, includes, approving Transfer / Transmission / Dematerialisation of Equity Shares of the Company, approve issue of Duplicate/Consolidated/Split Share Certificate(s). The committee has been constituted also to specifically look into the shareholders' and investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividend, payment of unclaimed dividends, if any etc.

The committee consists of the following 3 Non-Executive Independent Directors:

1. Mr. Ganesh Acharya 2. Mr. Ashish Nanda 3. Mr. Sridhar Vaidyanathan

The Committee met 5 times during the year under review on 15th May, 2012; 10th July, 2012; 14th August, 2012; 9th November, 2012; 14th February, 2013. The composition of Shareholders' Investors' Grievance Committee and details of Meetings attended by the Members thereof were as follows:

Name of Directors	Status	No. of Meetings Attended
Mr. Ganesh Acharya	Chairman	5
Mr. Ashish Nanda	Member	-
Mr. Sridhar Vaidyanathan	Member	5

VENTURA GUARANTY

Mr. Ganesh Acharya acts as the Chairman of the Committee.

SUBSIDIARY COMPANIES

Ventura Securities Limited and Ventura Insurance Brokers Limited are the two subsidiaries of the Company whereas Ventura Securities Limited is a materially unlisted Indian Subsidiary. Financial statements and all the significant transactions and arrangements entered into by the subsidiary companies, if any, were placed before the board for review purpose.

CODE OF CONDUCT

The Company has framed a code of conduct to be complied with by all Directors of the Company, One can access the said code on the official website- www.venturaguaranty.com - of the Company. All Directors have affirmed compliance with the code for 2012-13. A declaration to this effect duly signed by the Hemant Majethia, Director forms a part of this Annual Report.

COMPLIANCES REGARDING INSIDER TRADING

To prevent the malpractices of insider trading, the Board of Directors has laid down Comprehensive guidelines in accordance with the SEBI regulations in this regard, and thereby, it is ensured that the Code for Prevention of Insider Trading and corporate disclosure practices framed by the Company, as required under the SEBI Regulations, are complied with.

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Presence of Non-executive Directors on the Board of the Company is significant to enforce good and healthy governance in the company and helps in taking decisions in the interest of all the stakeholders. Their role is crucial as they bring in an perspective of stakeholders of the company and provide leadership and strategic guidance while ensuring objective and wise decision.

However the Company has not paid remuneration to any of the Directors of the Company.

DISCLOSURES

A) Basis of Related Party Transactions

All the transactions entered into by the Company with the related parties as per Accounting Standard – 18 are stated under the head “Related Party Transactions”.

However, no materially significant related party transactions had occurred during the financial year 2012-13 which may have potential conflict with the interest of the Company.

VENTURA GUARANTY

B) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company follows Accounting Standards and has not adopted a treatment different from that prescribed.

C) Board Disclosures – Risk Management

The Company lays down the procedures to inform the Board of Directors about the Risk Assessment and Minimization of Risk. Audit Committee has been entrusted to review these procedures regularly in order to ensure that management controls risk through means of properly defined framework.

APPOINTMENT AND/OR RE-APPOINTMENT OF DIRECTORS

For a public company, in accordance with Companies Act, 1956, it is mandatory that at least two third of the board should consist of directors liable to retire by rotation. Of these, one third are required to retire every year and, if eligible, may seek re-appointment by the shareholders. Accordingly, Mrs. Sajid Malik, Mrs.Sandra Rajnikant Shroff and Mr. Hemant Majethia retire from the board by rotation this year and being eligible offer themselves for re-appointment.

VENTURA GUARANTY

Brief profiles of the Directors seeking Appointment/re-appointment are given tabular form below:

Name of the Director	Brief profile of the Directors
Mrs. Sajid Malik	Mr. Sajid Malik is a Chartered Accountant and has nearly twenty years of varied experience in corporate advisory structured finance. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over Banking, Finance, Foreign Exchange Management and Marketing. He is Managing Director of Genesys International Corporation Limited and GI Engineering Solutions Limited
Mrs. Sandra Rajnikant Shroff	Mrs. Sandra Rajnikant Shroff holds various important positions in commercial, educational and social fields. She is on the Board of United Phosphorus Ltd., Uniphos Enterprises Ltd., Uniphos Agro Industries Ltd., Enviro Technology Ltd., Nivi Trading Ltd., Shroff United Chemicals Ltd., Bharuch Enviro Infrastructure Ltd., Vapi Waste and Effluent Management Co. Ltd., and UPL Environmental Engineers Ltd.
Mr. Hemant Majethia	Mr. Hemant Majethia is a Commerce graduate and Chartered Accountant. He has more than twenty years of varied experience in stock broking, capital market intermediation, corporate finance & advisory, research, management consultancy and taxation. He has an international exposure to the developed markets in Europe, US and the Far East. He is the Whole-Time Director of Ventura Securities Limited.

VENTURA GUARANTY

OTHER DISCLOSURES

A. Details of General Meetings and Special Resolutions passed

Annual General Meetings (AGM) held during the past 3 years and the Special Resolution(s) passed therein:

YEAR	LOCATION	DATE & TIME	SPECIAL RESOLUTION(S) PASSED
2009-2010	C-112/116, Kailash Industrial Complex, Building No. 1, Parksite, Vikhroli (W), Mumbai 400 079	September 30, 2010 10.00 a.m.	NIL
2010-2011	C-112/116, Kailash Industrial Complex, Building No. 1, Parksite, Vikhroli (W), Mumbai 400 079	September 30, 2011 03.30 p.m.	NIL
2011-2012	A-107, Kailash Industrial Complex, Building No. 2, Parksite, Vikhroli (West), Mumbai - 400079	September 26, 2012 03:00 p.m.	NIL

The Company has neither used Postal Ballot nor passed any special resolutions and there were no Extra Ordinary General Meetings of the members of the Company during the last three years.

Certification of Financial Statements

As required under the Listing Agreement with the Stock Exchange, the Directors in-charge of operations and entrusted with finance of the Company have certified to the Board regarding the Financial Statements for the Year ended 31st March, 2013.

Compliance of mandatory requirements under Clause 49

The company has complied with all the mandatory requirements of clause 49 of the listing agreement.

VENTURA GUARANTY

GENERAL SHAREHOLDER INFORMATION

Communication to shareholders

Quarterly, half-yearly and annual financial results are published in leading dailies, such as The Free Press Journal and Navshakti . Ventura Guaranty Ltd. has its own website, www.venturagaranty.com , which contains all important public domain information.

Annual general meeting

Day & Date: Friday, September 27, 2013
Time : 3:00 p.m.
Venue : **A-107, Kailash Industrial Complex,
Building No. 2, Parksite,
Vikhroli (West), Mumbai - 400079**

Dates of book closure

The register of members and share transfer books of the company will remain closed from September 20, 2013 to September 27, 2013 (both days inclusive).

Registrar and share transfer agent

Bigshare Services Private Limited
Unit: Ventura Guaranty Limited
E/2, Ansa Industrial Estate,
Saki-Vihar Road, Saki-Naka,
Andheri (East), Mumbai 400 072
Telephone: 91.22.40430200
Facsimile: 91.22.2847 5207
Email: info@bigshareonline.com;

Share transfer system

Share transfers received by the share transfer agent / company would be registered within a specified period of time, provided the documents are complete in all respects.

Stock code

1. BSE, Mumbai 512060
2. ISIN for Depositories (NSDL and CDSL) INE139J01019

Listing on stock exchanges

The shares of the company are currently listed on the BSE Limited(BSE)

During 2012-13, the listing fees payable to these stock exchanges have been paid in full.

VENTURA GUARANTY

Market Price Data

The Company has been suspended from Trading and hence, there was no trading of the scrips at BSE Limited during the year. Hence, the data regarding the price movements are not available.

Shareholding Pattern

The shareholding of different categories of the shareholders as on March 31, 2013 is given below:

Description	Number of Shareholders	Number of Shares	% to Total
Promoters	12	22,67,658	70.98
Bodies Corporate	5	8,25,500	25.84
Individuals	95	1,01,642	3.18
Total	112	31,94,800	100

Address for correspondence

Investors and shareholders can correspond with the share transfer agent or at registered office of the Company at the following address:

Ventura Guaranty Limited

Dhannur,15, Sir P.M. Road,
Fort,
Mumbai-400001
Tel: 022- 6754 7000
Fax: 022-2266 0969
e-mail: investors.vgl@ventura1.com
Website: www.venturagaranty.com

Bigshare Services Private Limited

Unit: Ventura Guaranty Limited
E/2, Ansa Industrial Estate,
Saki-Vihar Road, Saki-Naka,
Andheri (East), Mumbai 400 072
Telephone: 91.22.40430200
Facsimile: 91.22.2847 5207
Email: info@bigshareonline.com;

VENTURA GUARANTY

CEO/ CFO CERTIFICATION

The Board of Directors
Ventura Guaranty Limited

We have reviewed the financial statements, read with the cash flow statement of **Ventura Guaranty Limited** for the year ended March 31, 2013 and that to the best of our knowledge and belief, we state that;

- a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposing to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

However, during the financial year ended on March 31, 2013 there were no such changes or instances.

Yours sincerely,

Sd/-
SAJID MALIK
Director
Place: Mumbai
Dated: May 30, 2013

Sd/-
HEMANT MAJETHIA
Director

VENTURA GUARANTY

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

The Members of
Ventura Guaranty Limited

Sub: Declaration under clause 49 of the Listing Agreement.

I hereby declare that all Directors of the Company have confirmed compliance with the Code of Conduct for the financial year ended March 31, 2013.

For **VENTURA GUARANTY LIMITED**

Sd/-
HEMANT MAJETHIA
DIRECTOR

Place: Mumbai
Dated: May 30, 2013

VENTURA GUARANTY

REPORT OF THE AUDITORS ON CORPORATE GOVERNANCE

To
The Members of Ventura Guaranty Limited

We have examined the compliance of the conditions of the corporate governance by Ventura Guaranty Limited ("the Company") for the financial year ended on 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the Management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

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

**For DIXIT DATTATRAY & ASSOCIATES,
Chartered Accountants
Firm Registration No. : 102665W**

Sd/-
D.B.DIXIT
Proprietor
Membership No 40032
Place: Mumbai
Dated: May 30, 2013

VENTURA GUARANTY

MANAGEMENT DISCUSSION AND ANALYSIS

The global financial crisis which started nearly 3 to 4 years back still continues unabated and major economies are still struggling to recover and FY 2012-13 was also as challenging. The economic distress in Europe, Japan and the United States has engulfed even developing countries, adversely affecting exports and capital flows thereof.

ECONOMIC OVERVIEW

Slowdown in its economic growth in India and the general downturn in the global economy, has resulted in depressing variations in the domestic factors including, inter-alia, inflation, interest rate, rupee volatility played an inhibiting role, and consequently lead to sluggishness in the growth rate.

India's current account deficit (CAD) touched a sharp 6.7% of GDP in the third quarter of FY13. The widening in CAD was in part attributed to a deceleration in India's exports (decline of 1.8% in FY13). Moreover, India's economic growth has touched 5% in FY13-a decadal low. This was mainly due to the protracted weakness in industrial activity aggravated by domestic supply bottlenecks (manufacturing sector expanded at 1% in FY13 vis-a-vis 2.7% in FY12), and slowdown in the services sector reflecting weak external demand.

Gross Domestic Product (GDP) growth is expected to decline to 5% for the FY 2012-2013 against 6.2% for the previous year. Against the backdrop of high current account deficit (estimated at around 4.2%) and sustained inflation (estimated at over 7%) along with continuous fall in the value of rupee, the scenario has not changed much and going forward too the pace is expected to be muted.

On the hindsight, the Government of India has been rigorously taking some concrete and material steps to overcome the recessionary conditions and expedite the recovery. These include, inter alia, liberalisation of FDI in multi-brand retail, amendment of the Banking Regulation Act and the setting up of the Cabinet Committee on Investments, along with positive reforms in capital market for promoting investment by small retail investors.

OPPORTUNITIES AND THREATS

- Regulatory reforms would aid greater participation by all class of investors
- Tremendous brand strength and extensive distribution reach
- Important role in the financial sector, particularly in a developing Economy

THREATS

- Competition from local and multinational players
- Execution risk
- Regulatory changes

VENTURA GUARANTY

RISKS AND CONCERNS

Ventura Guaranty Limited is exposed to specific risks which includes market risk, credit risk, operational risk, competition risk, liquidity and interest rate risk, regulatory risk, execution risk and economic cycle that are particular to its businesses and the environment within which it operates.

Market Risk

Market Risk is one of the factors which affect the financial services sector which in turn affects the economic development in India and rest of the world global fund flows and politics. Any economic event across the globe can have a direct or indirect impact on your Company.

Competition Risk

Main competitors of Company are Indian Non-banking Financial companies, both in the public and private sector, mutual funds, broking houses, mortgage lenders, depository participants and other financial services providers. The Company's growth will depend on its ability to compete effectively in this context.

Credit risk

The Board review and consider all the proposals pertaining to credit and finance business. The Board also reviews the risk management processes covering credit and underwriting controls, operations, technology, compliance risks, etc.

Liquidity and Interest Rate Risk

Due to the volatile nature of liquidity and Interest rates, it is difficult to guarantee that the Company would be able to raise debt on competitive terms, in required quantum and in a cost effective manner. Thus, such risk is constant and may adversely impact the Company's business, its future financial performance and the price of its shares. The Company is also hedged to some extent against this risk through the variable interest clause in its advances portfolio.

Operational Risk

While commencing businesses in new markets the Company may encounter operational and control difficulties. The rapid development and establishment of financial services businesses in new markets may raise unanticipated operational or control risks.

Regulatory risk

The Company is subject to regulations by Indian governmental authorities. Also as the Company is governed by different Indian regulators, there may be future changes in the

VENTURA GUARANTY

regulatory system or in the enforcement of the laws and regulations that could adversely affect the Company's performance.

Economic risk

Any slowdown in economic growth in India could cause the business of the Company to suffer.

ADEQUACY OF INTERNAL CONTROL

The Company aims at achieving efficiency in operations, optimum utilization of resources, and compliance with all applicable laws and regulations and thus, has adopted an adequate system of internal control which is supervised directly by the management. The internal control mechanism comprises a well-defined organization structure, pre-determined authority levels with segregation of duties, risk assessment and management framework.

FINANCIAL OVERVIEW

LIABILITIES AND ASSETS

Share Capital

As on March 31, 2013, the Issued, Subscribed And Paid-up Equity Share capital of the Company is Rs. 3,19,48,000/-, comprising of 31,94,800 equity shares of Rs 10 each. There are no outstanding warrants / instruments convertible into equity shares as on the date of this report.

Reserves and Surplus

Reserves and Surplus consists of only Profit And Loss Account, amounting to Rs.3,15,25,155/-.

Secured and Unsecured Loans

The Company did not have any Secured Loans as on March 31, 2013. However Unsecured Loans was at Rs. 54,35,000/-, same as against the end of earlier year, consisting of Inter-Corporate Deposits and Loan from Directors / Shareholders.

Net Current Assets

Current Assets as on March 31, 2013 include Debtors, Cash & Bank Balances And Loans & Advances, which stood at Rs. 27,48,497/-. Current Liabilities And Provisions was Rs. 271,896/- as on March 31, 2013. The balance represents Net Current Assets.

VENTURA GUARANTY

INCOME & EXPENDITURE

The table below presents consolidated results of operations as on March 31, 2013:

(Amt in Rs)

Particulars	Year Ended March 31, 2013
Income	60,19,542/-
Expenditure	1,73,147/-
Profit Before Tax	58,46,395/-
Profit After Tax	54,76,981/-

CAUTIONARY STATEMENT

Certain statements made in the Management Discussion and Analysis Report may constitute 'forward-looking-statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections, etc., whether express or implied. Several factors could make a significant difference to the Company's operations. These include climate and economic conditions affecting demand and supply, government regulations and taxation, natural calamities, etc. over which the Company does not have any direct control.



Compliance Certificate
U/s.383 (A)(1) of the Companies Act, 1956

CIN: L29299MH1984PLC034106

Authorised Capital :Rs.100,000,000/-
Paid-Up Capital : Rs.31,948,000/-

To,

The Members
Ventura Guaranty Limited
Dhannur, E 15, Sir P. M. Road,
Fort, Mumbai – 400001.

I have examined the registers, records, books and papers of M/s **Ventura Guaranty Limited**, having its Registered office at Dhanner, E 15, Sir P.M. Road, Fort, Mumbai - 400001 as required to be maintained under the Companies Act, 1956, and the rules made there under and also under the provisions contained in the Memorandum and Articles of Association of the Company.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the financial year ended 31st March 2013:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company and hence comments are not required.
4. The Board of Directors duly met during Seven times respectively on 15/05/2012, 10/07/2012, 14/08/2012, 09/11/2012, and 14/02/2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members or Debenture holders for the financial year ended on 31st March 2013.
6. The Annual General Meeting for the financial year ended 31st March 2012 was held on 26th September 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. The Company has not held any extra-ordinary meeting during the financial year.
8. The Company has not advanced any loan to its Directors and / or persons firms or companies referred in Specified in that section.





9. The Company has duly complied with the Provisions of section 297 of the Act in respect of contracts specified in the section.
10. The company has made necessary entries to be made in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year under the review.
13. The Company:
 - i. has not made any allotment / transfer / transmission shares or securities during the year under review.
 - ii. has not deposited any amount of dividend in a separate bank account as no dividend was paid during the financial year.
 - iii. was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - iv. has no unpaid/unclaimed dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon for a period of seven years required to be transferred to Investor Education and Protection Fund.
 - v. duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company duly constituted. There were no appointment of Additional Directors, Alternate Directors and Directors to fill casual Vacancy.
15. The Company has not made any appointment of Managing Director /Whole Time Director/Manager during the year.
16. The Company has not appointed any sole-selling agents during the year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued shares/debentures/other securities allotted any shares during the financial year.
20. The Company has not bought back any shares during the financial year.

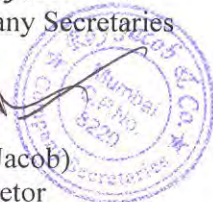


21. The Company has not issued any preference shares/debentures and hence not redeemed preference shares/debentures during the year.
22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposit as referred under sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
24. We have been informed that the Company has not made any borrowings during the financial year.
25. The Company has been made loans or advances or given guarantees or provided securities to other bodies corporate during the year under review in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was/were no prosecution was initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the company in such cases.
32. The Company has not received any security from its employees during the year under certification.
33. The Company has generally regular in depositing Employer's and Employee's Provident Fund with prescribed authorities as per Section 418 of the Act .

Place: Mumbai
Date: 30/05/2013

For *Roy Jacob & Co*
company Secretaries

(Roy Jacob)
Proprietor
C. P. No.: 8220



Annexure A

Registers as maintained by the Company

1. Register of Members and share ledger u/s. 150 (1)
2. Board Meeting Minutes u/s 193
3. General Meeting Minutes u/s 193 & 196
4. Annual Accounts u/s 209.
5. Register of Fixed Assets u/s 227 (4) (A)
6. Register of Disclosure of Interest by Directors u/s 299
7. Register of Share Transfers.
8. Register of Directors, Managing Directors etc. u/s. 303 (1)
9. Register of Director's Share holding u/s. 307 (1)
10. Register of Contracts in which Directors are interested u/s 301 (1)

Annexure B

**Forms and Returns as filed by the Company with the Registrar of Companies / Regional Director/
Central Government during the year under report.**

Date of Filing	Document Filed	Financial year to which document related	SRN No.
22/11/2012	Form 66	2011-12	Q00829416
22/11/2012	Form 23AC	2011-12	Q01070507
23/11/2012	Form 20 B	2011-12	Q01781913

Place: Mumbai
Date: 30/05/2013

For *Roy Jacob & Co*
Company Secretaries

(Roy Jacob)
Proprietor
C. P. No.: 8220



Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

**Independent Auditors' Report
To the Members,
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, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal controls 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;



Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

(b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the 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, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

(a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

(c) The Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;

(e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Dixit Dattatray & Associates

Chartered Accountants

Firm registration No.102665W



D B Dixit
Proprietor

Membership No 40032

Mumbai, Dated: 30th May 2013



Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

Annexure to the Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date on the Accounts for the year ended 31st March 2013 of Ventura Guaranty Limited)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management during the year. As informed to us, no material discrepancies were noticed on such verification. In our opinion, frequency of verification is at reasonable intervals.
- c) During the year, the Company has not disposed off any substantial part of the fixed assets.
2. The Company has no inventory and hence clause (ii) of paragraph 4 of the Order is not applicable.
3. a) According to the information and explanations given to us, the Company has granted loan to a party covered in the register maintained under section 301 of the Companies Act 1956. The maximum amount involved during the year was ₹ 17,525,891/- and the year-end balance was ₹ NIL.
- b) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions on which loans have been given to the parties covered in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company
- c) The terms of repayment of the loan have not been stipulated, hence there are no overdue amounts.
- d) As stated above, no repayment schedule has been specified and there are no overdue amounts in excess of ₹ One lakh.
- e) According to the information and explanations given to us, the Company has taken loan from a party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 735,000/- and the year-end balance was ₹ 735,000/-
- f) In our opinion and according to the information and explanation given to us, the rate of interest and other terms and conditions on which loans have been from the party covered in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company



Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

- g) The terms of repayment of the loan have not been stipulated, hence the payments are regular.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. a) The particulars of contracts and arrangements referred to in section 301 of the Companies Act 1956 have been entered in the register maintained under section 301 of the said Act.
- b) The transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices and other relevant factors at the time of transaction.
6. The Company has not accepted any deposits from the public and consequently the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable.
7. In our opinion, the Company's internal audit system was commensurate with its size and nature of its business.
8. The Company is not engaged in production, processing, manufacturing or mining activities. Therefore the provisions of clause (viii) of paragraph 4 of the order are not applicable.
9. a) The Company has been generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it, with the appropriate authorities. There are no arrears of outstanding statutory dues as at the year-end for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company does not have any accumulated losses at the end of the financial year and it has not incurred cash losses in the current financial year but incurred cash losses in the immediately preceding financial year.



Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

11. The Company has not obtained any loans from any financial institution, bank or debenture holders and hence clause (xi) of paragraph 4 of the Order is not applicable.
12. According to the information and explanations the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
14. In our opinion, the Company has maintained proper records of transactions and contracts relating to investments. Further, such investments have been held by the Company in its own name except as permissible under section 49 of the Act.
15. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any term loans during the entire year.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment by the Company.
18. The Company does not have any outstanding debentures during the year.
19. The Company has not raised any money by public issues during the year.
20. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Dixit Dattatray & Associates
Chartered Accountants
Firm Registration No.102665W**



**D B Dixit
Proprietor
Membership No 40032
Mumbai, Dated: 30th May 2013**



VENTURA GUARANTY LIMITED
BALANCE SHEET AS AT 31ST MARCH 2013

	Note No.	31st March 2013 Amount ₹	31st March 2012 Amount ₹
I. EQUITY & LIABILITIES			
1) Shareholders' Funds			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	31,525,155	26,048,174
		<u>63,473,155</u>	<u>57,996,174</u>
2) Current Liabilities			
A) Short Term Borrowings	5	5,435,000	18,435,000
B) Other Current Liabilities	6	16,000	11,533,091
C) Short Term Provisions	7	255,896	-
		<u>5,706,896</u>	<u>29,968,091</u>
Total		<u><u>69,180,051</u></u>	<u><u>87,964,265</u></u>
II. ASSETS			
1) Non-Current Assets			
A) Fixed Assets			
(i) Tangible assets	8	-	-
B) Non-Current Investments	9	66,045,400	66,045,400
C) Deferred Tax Asset (Net)	10	86,154	88,568
D) Long Term Loans & Advances	11	300,000	300,000
2) Current Assets			
A) Trade Receivables	12	-	81,753
B) Cash and Bank Balances	13	2,742,800	3,916,956
C) Short Term Loans and Advances	14	-	17,525,891
D) Other Current Assets	15	5,697	5,697
		<u>2,748,497</u>	<u>21,530,297</u>
Total		<u><u>69,180,051</u></u>	<u><u>87,964,265</u></u>

III. Notes forming integral part of the Financial Statements

1 to 23

As per our Report of even date attached
For and on behalf of
For Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W


D B Dixit
(Proprietor)
Membership No. 40032
Place : Mumbai
Dated : 30th May 2013



For and on behalf of
Ventura Guaranty Limited


Hemant Majethia
(Director)



Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May 2013

VENTURA GUARANTY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2013

	Note No.	31st March 2013 Amount ₹	31st March 2012 Amount ₹
I. Revenue from Operations	16	1,111,044	28,768
II. Other Income	17	4,908,498	70,294
III. Total Revenue (I + II)		6,019,542	99,062
IV. EXPENSES			
i) Depreciation/ Amortisation	8	-	-
ii) Other Expenses	18	173,147	543,691
Total		173,147	543,691
V. PROFIT BEFORE TAX (III - IV)		5,846,395	(444,629)
VI. TAX EXPENSES			
Current Tax		367,000	-
Deferred Tax Provision/ (Benefit)		2,414	10,884
Tax Adjustments in respect of earlier years		-	33,601
VII. PROFIT AFTER TAX (V - VI)		5,476,981	(489,114)
VIII. Earning per Share (Equity Share, par value of ₹ 10 each)	21		
Basic		1.71	(0.15)
Diluted		1.71	(0.15)
IX. Notes forming integral part of the Financial Statements	1 to 23		

As per our Report of even date attached
For and on behalf of
For Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W




D B Dixit
(Proprietor)
Membership No. 40032
Place : Mumbai
Dated : 30th May 2013



For and on behalf of
Ventura Guaranty Limited



Hemant Majethia
(Director)



Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May 2013

VENTURA GUARANTY LIMITED

Cash Flow Statement for the year ended on 31st March 2013

Particulars	31st March 2013 Amount (₹)	31st March 2012 Amount (₹)
A. Cash Flow from Operating activities		
Net profit after tax	5,476,981	(489,114)
<u>Adjustments for:</u>		
Tax	369,414	44,485
Net Profit before tax and extraordinary Items	5,846,395	(444,629)
<u>Adjustments for :</u>		
Depreciation	-	-
Profit on sale of Securities	(7,802)	(15,044)
Dividend received	(4,900,696)	(51,453)
Operating profit Before working capital changes	937,897	(511,126)
Adjustment for:		
Trade Receivables	81,753	91,527
Loans & Advances	17,525,891	(7,244,562)
Trade Payables and Other Liabilities	(11,517,091)	11,431,154
Cash generated from Operations	7,028,449	3,766,993
Tax paid (Net)	(111,104)	(39,298)
Net Cash from Operating Activities	6,917,345	3,727,695
B. Cash Flow from investing activities		
Purchase of Securities	(40,270)	(11,909,781)
Sale of Securities	48,072	11,924,825
Dividend Received	4,900,696	51,453
Net Cash from Investing Activities	4,908,498	66,497
C. Cash Flow from Financing Activities		
Arrears money of Equity shares received	-	58,800
Loan Repayment	(13,000,000)	-
Net Cash used in Financing Activities	(1,174,156)	3,852,992
Net increase in Cash and cash equivalents	(1,174,156)	3,852,991
Cash and Cash equivalents at beginning of period	3,916,956	63,965
Cash and Cash equivalents at end of period	2,742,800	3,916,956
Cash & Cash Equivalents comprise		
Cash in Hand	76,097	82,190
Balance with Banks	2,666,703	3,834,766
Cash & Cash Equivalents as at the end of the year	2,742,800	3,916,956

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

For Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W



D B Dixit
(Proprietor)
Membership No. 40032
Place : Mumbai
Dated : 30th May 2013



For and on behalf of
Ventura Guaranty Limited


Hemant Majethia
(Director)

Place : Mumbai
Dated : 30th May 2013


Sajid Malik
(Director)

VENTURA GUARANTY LIMITED

NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

Notes:

1. Company Background

Ventura Guaranty Limited is a Non-Banking Financial Company, registered with RBI.

2. 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 compliance with the applicable Accounting Standards notified in the Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently complied by the company, and except whether 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) Method of accounting

1. Revenue

- 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 on a time proportion basis taking into account the amount outstanding and the rate applicable.
- v) All other income is recognized on accrual basis.

2. Expenditure

Expenses are accounted on accrual basis and provisions are made for all known liabilities.

d) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation & amortisation. Cost of acquisition includes taxes, duties and other incidental expenses related to acquisition and installation of the concerned assets.

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



VENTURA GUARANTY LIMITED

e) Depreciation / Amortisation of Fixed Assets

Depreciation on fixed assets is provided using the straight-line method, at the rates specified in Schedule XIV to the Companies Act, 1956 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.

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

f) 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.

g) 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.

h) 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.

i) 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.

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.



VENTURA GUARANTY LIMITED

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.

j) 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 required 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, require 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 recognised nor disclosed.

k) 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.

l) 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 MARCH 31, 2013

NOTE 3: SHARE CAPITAL

(in ₹)

Particulars	As on	As on
	31.03.2013	31.03.2012
Authorised Shares: 1,000,000 Equity Shares of ₹ 10/- each (Previous Year 1,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued, Subscribed and Fully Paid up Share Capital: 3,194,800 Equity Shares of ₹ 10/- fully paid up (P. Y. 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
Total Issued, Subscribed and Fully Paid up Shares:	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	Equity Shares		Equity Shares	
	31.03.2013		31.03.2012	
	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 31.03.2013		As on 31.03.2012	
	% No. of Shares held	No. of Shares held	% 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

NOTE 4: RESERVES AND SURPLUS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Reserve Fund u/s. 45IC of RBI Act		
Balance as per last Balance Sheet	-	-
Add: Transfer for the year	1,100,000	-
Closing Balance	1,100,000	-
Surplus/ (deficit) in the Statement of Profit & Loss		
Balance as per Financial Statements	26,048,174	26,537,288
Add: Profit for the year	5,476,981	(489,114)
Less: Appropriations		
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,100,000	
Net Surplus in the Statement of Profit & Loss	31,525,155	26,048,174
	31,525,155	26,048,174

NOTE 5: SHORT-TERM BORROWINGS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Unsecured		
Loan From Director / Shareholder	735,000	735,000
Inter Corporate Deposits	4,700,000	17,700,000
	5,435,000	18,435,000

(a) The above loans are interest free and the terms of repayment of the loans have not been stipulated.

NOTE 6: OTHER CURRENT LIABILITIES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Other Payables	16,000	11,533,091
	16,000	11,533,091

(a) Other payables includes amount payable towards contractual obligations.

NOTE 7: SHORT TERM PROVISIONS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
(a) Others		
Provision for Taxation (Net of Advance Tax)	255,896	-
	255,896	-

VENTURA GUARANTY LIMITED

NOTE 8 : FIXED ASSETS

Sr. No.	Description of Asset	Gross Block			Depreciation			Net Block	
		Cost as on 01/04/2012 (₹)	Additions (Deductions) (₹)	Cost as on 31/03/2013 (₹)	As at 01/04/2012 (₹)	For the period (₹)	As on 31/03/2013 (₹)	As at 31/03/2013 (₹)	As on 31/03/2012 (₹)
A	<u>TANGIBLE ASSETS</u>								
	Motor Cars	2,349,475	-	2,349,475	2,349,475	-	2,349,475	-	-
	Furniture & Fixtures	1,587,211	-	1,587,211	1,587,211	-	1,587,211	-	-
	Total	3,936,686	-	3,936,686	3,936,686	-	3,936,686	-	-
	Previous Period's Total	3,936,686	-	3,936,686	3,936,686	-	3,936,686	-	-

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NOTE 9: NON-CURRENT INVESTMENTS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Long Term Investments		
Non Trade Investments - Unquoted at cost		
Investment in Equity Instruments		
Subsidiary		
Ventura Securities Limited	48,991,600	48,991,600
4,899,160 (P.Y. 4,899,160) Equity Shares of ₹ 10/-each fully paid up		
Associate		
Kashmira Investments & Leasing Pvt. Ltd.	9,958,000	9,958,000
497,900 (P.Y. 497,900) Equity Shares of ₹ 10/-each fully paid up		
Others		
Multiflex Lamiprint Ltd.	6,000,000	6,000,000
600,000 (P.Y. 600,000) Equity Shares of ₹ 10/-each fully paid up		
Associated Hotels Ltd.	492,800	492,800
17,600 (P.Y. 17,600) Equity Shares of ₹ 10/-each fully paid up		
Nivi Trading Ltd	603,000	603,000
50,000 (P.Y. 50,000) Equity Shares of ₹ 10/-each fully paid up		
	66,045,400	66,045,400

NOTE 10: DEFERRED TAX ASSETS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Deferred Tax Assets*		
Fixed assets	86,154	88,568
	86,154	88,568

* Net Deferred Tax Assets reversal of ₹ 2,414/- for the current year have been recognized in the statement of profit & loss (Previous year - ₹ 10,884/-).

NOTE 11: LONG-TERM LOANS & ADVANCES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Unsecured, considered good		
Loans & Advances	300,000	300,000
Total	300,000	300,000

NOTE 12: TRADE RECEIVABLES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured		
Considered Good	-	-
Other Trade Receivables		
Unsecured		
Considered Good	-	81,753
	-	81,753

NOTE 13: CASH AND BANK BALANCES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
(a) Cash & Cash Equivalents		
Cash on Hand;	76,097	82,190
Balances with Banks		
In Current Accounts	2,666,703	3,834,766
	2,742,800	3,916,956

NOTE 14: SHORT-TERM LOANS & ADVANCES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Unsecured, considered good		
Loans & Advances		
Loans to Other Body Corporates	-	17,525,891
Total	-	17,525,891

NOTE 15 : OTHER CURRENT ASSETS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Advance Income Tax (Net Of Provision)	5,697	5,697
Total	5,697	5,697

NOTE 16: REVENUE FROM OPERATIONS

(in ₹)

Particulars	2012-13	2011 - 12
(a) Income from Interest	1,111,044	28,768
	1,111,044	28,768

NOTE 17: OTHER INCOME

(in ₹)

Particulars	2012-13	2011 - 12
(a) Dividend Income: Current Investments	4,900,696	51,453
(b) Income on Arbitrage	7,802	15,044
(c) Other Non-Operating Income	-	3,797
	4,908,498	70,294

NOTE 18: OTHER EXPENSES

(in ₹)

Particulars	2012-13	2011 - 12
(a) Legal and Professional Fees	34,731	18,500
(b) Listing Fee	16,854	468,875
(c) Membership Fees	13,482	18,236
(d) Advertisement Expenses	81,864	14,091
(e) Payment to Auditor		
For Statutory Audit	12,500	6,500
For Income Tax Matter	-	5,000
For Other Services	2,500	1,000
(f) Other Expenses	11,216	11,489
	173,147	543,691



VENTURA GUARANTY LIMITED

5	Outstanding Debit/Credit: Ventura Securities Ltd	- (348 DR)			
	Kashmira Investments & Leasing Pvt. Ltd.		- (17,525,891)		
	Mrs. Saroja Malik				735,000CR (735,000CR)

21. **Earnings Per share:**

Basic and Diluted	31 st March 2013	31 st March 2012
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)	5,476,981	(489,114)
Net profit after tax (diluted)	5,476,981	(489,114)
Basic earnings per share (₹)	1.71	(0.15)
Diluted earnings per share (₹)	1.71	(0.15)
Nominal Value per share (₹)	10	10

22. **Segmental Reporting**

As per Accounting Standard (AS) 17 on "Segment Reporting", segment information has been provided under the Notes to Consolidated Financial Statements

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

Signature to Notes 1 to 23

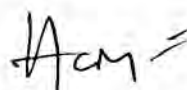
As per our Report of even date attached


For and on behalf of
Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W


D B Dixit
(Proprietor)
Membership No: 40032



For and on behalf of
Ventura Guaranty Limited


Hemant Majethia
(Director)


Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May, 2013

Place : Mumbai
Dated : 30th May, 2013

Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

Independent Auditor's Report.

To The Board of Directors of

Ventura Guaranty Limited

Report on Consolidated Financial Statements.

We have audited the accompanying consolidated financial statements of **Ventura Guaranty Limited** ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

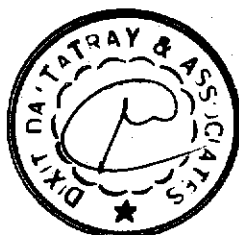
Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India; this includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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.

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 control relevant to the Company's preparation and presentation 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 management, as well as evaluating the overall presentation of the consolidated financial statements.

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



Dattatray B. Dixit

B.Com., F.C.A., L.L.B.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;

(b) in the case of the consolidated Profit and Loss Account, of the profit for the year ended on that date; and

(c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter's

We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets (net) of ₹ 452,220,442 as at March 31, 2013, total revenues of ₹ 610,939,056 and net cash outflows amounting to ₹ 190,414,090 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

For Dixit Dattatray & Associates

Chartered Accountants

Firm registration No.102665W



D B Dixit
Proprietor

Membership No 40032

Mumbai, Dated: 30th May 2013



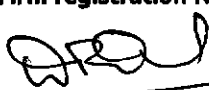
VENTURA GUARANTY LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2013

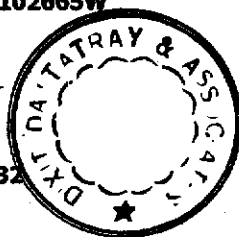
	Note No.	31st March 2013 Amount ₹	31st March 2012 Amount ₹
I. EQUITY & LIABILITIES			
1) Shareholders' Funds			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	<u>384,044,333</u>	<u>337,534,971</u>
		415,992,333	369,482,971
2) Minority Interest			
		52,970,769	47,613,458
3) Non-Current Liabilities			
A) Long Term Provisions	5	<u>11,107,035</u>	<u>8,602,672</u>
		11,107,035	8,602,672
4) Current Liabilities			
A) Short Term Borrowings	6	5,435,000	18,435,000
B) Trade Payables	7	841,613,304	637,331,535
C) Other Current Liabilities	8	163,348,619	171,694,126
D) Short Term Provisions	9	<u>5,872,693</u>	<u>5,482,105</u>
		1,016,269,616	832,942,766
Total		<u>1,496,339,753</u>	<u>1,258,641,867</u>
II. ASSETS			
1) Non-Current Assets			
A) Fixed Assets	10		
(i) Tangible assets		49,079,018	57,825,905
(ii) Intangible assets		<u>8,839,394</u>	<u>11,535,966</u>
		57,918,412	69,361,871
B) Non-Current Investments	11	42,173,567	40,870,149
C) Deferred Tax Asset (Net)	12	4,874,746	2,482,563
D) Long Term Loans & Advances	13	48,411,864	34,951,873
E) Trade Receivables	14	7,190,428	7,190,428
2) Current Assets			
A) Current Investments	15	-	5,193
B) Trade Receivables	14	321,290,195	299,202,792
C) Cash and Bank Balances	16	916,483,303	727,243,369
D) Short Term Loans and Advances	17	71,558,279	43,404,594
E) Other Current Assets	18	<u>26,438,959</u>	<u>33,929,035</u>
		1,335,770,736	1,103,784,983
Total		<u>1,496,339,753</u>	<u>1,258,641,867</u>

III. Notes forming integral part of the Financial Statements

1 to 33

As per our Report of even date attached
For and on behalf of
For Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W


D B Dixit
(Proprietor)
Membership No. 40032
Place : Mumbai
Dated : 30th May, 2013



For and on behalf of
Ventura Guaranty Limited


Hemant Majethia
Director

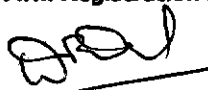
Place : Mumbai
Dated : 30th May, 2013


Sajid Malik
Director

VENTURA SECURITIES LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2013

	Note No.	31st March 2013 Amount ₹	31st March 2012 Amount ₹
I. Revenue from Operations	19	544,849,474	521,708,006
II. Other Income	20	67,209,964	53,481,937
III. Total Revenue (I + II)		612,059,438	575,189,943
IV. EXPENSES			
i) Operating Expenses	21	162,804,627	163,120,741
ii) Employee Benefit Expenses	22	188,952,053	176,732,597
iii) Finance Expenses	23	9,017,814	10,476,709
iv) Depreciation/ Amortisation	10	17,858,838	17,748,540
v) Other Expenses	24	155,248,537	156,597,411
Total		533,881,869	524,675,998
V. PROFIT BEFORE TAX (III - IV)		78,177,569	50,513,945
VI. TAX EXPENSES			
Current Tax		28,367,000	18,700,000
Deferred Tax Provision/ (Benefit)		(2,392,183)	(1,168,725)
Tax Adjustments in respect of earlier years		46,416	(552,842)
VII. PROFIT AFTER TAX (V - VI)		52,156,336	33,535,512
Less: Share of Minority		5,702,761	1,423,108
Add: Share of Profit/(Loss) of Associate		1,303,418	753,774
VIII. PROFIT FOR THE YEAR (after adjustment for Minority Interest and		47,756,993	32,866,178
IX. Earning per Share (Equity Share, par value of ₹ 10 each)	31		
Basic		14.95	10.29
Diluted		14.95	10.29
X. Notes forming integral part of the Financial Statements	1 to 33		

As per our Report of even date attached
For and on behalf of
Dixit Dattatray & Associates
Chartered Accountants
Firm Registration No: 102665W


D B Dixit
Proprietor
Membership No:40032
Place : Mumbai
Dated : 30th May, 2013



For and on behalf of
Ventura Securities Limited


Hemant Majethia
Director

Place : Mumbai
Dated : 30th May, 2013


Sajid Malik
Director

VENTURA GUARANTY LIMITED

Consolidated Cash Flow Statement for the year ended 31st March 2013

Particulars	31st March 2013	31st March 2012
	Amount	Amount
	₹	₹
A. Cash Flow from Operating activities		
Net profit after tax	47,756,993	32,866,178
Adjustments for:		
Tax	26,021,233	16,978,433
Net Profit before tax and extraordinary Items	73,778,226	49,844,611
Adjustments for :		
Depreciation	17,858,838	17,748,540
Profit on sale of Securities	(1,886,046)	(253,456)
Wealth Tax Expenses	100,000	100,000
Share of Minority	5,702,761	1,423,108
Share of Profit of Associate company	(1,303,418)	(753,774)
(Profit) / Loss on Assets Sold/Scrapped	(2,972)	587,593
Investment Written off	-	-
Dividend received on Current Investments	(2,733)	(167,559)
Interest paid	785,700	2,764,370
Interest received	(65,318,213)	(52,962,772)
Operating profit before working capital changes	29,712,143	18,330,661
Adjustment for:		
Trade Receivables	(22,087,403)	(78,679,590)
Loans & Advances	(41,613,676)	10,739,400
Trade Payables and Other Liabilities	195,936,262	(146,441,379)
Provisions	462,522	1,542,245
Cash generated from Operations	162,409,848	(194,508,663)
Tax paid (Net)	(16,612,838)	(20,635,199)
Net Cash from Operating Activities	145,797,010	(215,143,862)
B. Cash Flow from investing activities		
Purchase of Fixed Assets	(6,444,909)	(9,815,702)
Purchase of Securities	(55,982,260)	(25,280,838)
Sale of Fixed Assets	32,500	-
Sale of Securities	57,873,501	25,534,062
Interest received	61,747,060	53,627,955
Dividend received on Current Investments	2,733	167,559
Net Cash from Investing Activities	57,228,624	44,233,036
C. Cash Flow from Financing Activities		
Interest paid	(785,700)	(2,764,370)
Arrears money of Equity shares received	-	58,800
(Repayment)/Proceeds of Long Term Loan	(13,000,000)	-
Net Cash from Financing Activities	(13,785,700)	(2,705,570)
Net Increase in Cash & Cash Equivalents [A+B+C]	189,239,934	(173,616,396)
Net Increase in Cash and Cash equivalents	189,239,934	(173,616,396)
Cash and Bank balances at beginning of period	727,243,369	900,859,765
Cash and Bank balances at end of period	916,483,303	727,243,369
Cash & Bank Balance comprise		
Cash in Hand	312,282	695,334
Balance with Banks	916,171,021	726,548,035
- includes fixed deposits of ₹ 507,093,546/- (Previous Year ₹ 521,343,546/-)		
(Fixed deposits includes earmarked deposits against Bank Guarantee and Security/Margin deposits is ₹ 500,668,546/- Previous Year ₹ 428,568,546/-)		
Cash & Cash Equivalents as at the end of the year	916,483,303	727,243,369

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

For Daxit Dattatray & Associates
Chartered Accountants
Firm registration No. 102665W

D B Dixit
(Proprietor)
Membership No. 40032
Place : Mumbai
Dated : 30th May, 2013



For and on behalf of
Ventura Guaranty Limited

Hemant Majethia
(Director)

Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May, 2013

VENTURA GUARANTY LIMITED

NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

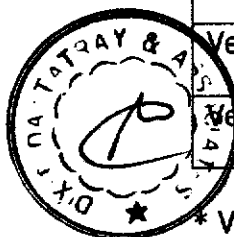
Notes:

1. Basis of Consolidation

- a) The consolidated financial statements relate to Ventura Guaranty Limited (the Company), its subsidiaries and associate. The Company and its subsidiaries together constitute 'the Group'. The consolidated financial statements have been prepared 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 unrealised profits or losses as per Accounting Standard 21 'Consolidated Financial Statements', as notified by the Companies (Accounting Standards) Rules, 2006 (as amended).
 - ii. Investments in associate company have been accounted for under the equity method as per Accounting Standard 23 'Accounting for Investments in Associates in consolidated financial statements', as notified by the Companies (Accounting Standards) Rules, 2006 (as amended).
 - 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 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.
- a) The following the subsidiaries has been considered in the consolidated financial statements:

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 st March 2013
Ventura Securities Ltd	Subsidiary	India	82.29%
Ventura Insurance Brokers Limited	Step down Subsidiary	India	100%*

* Ventura Securities Limited holds the entire share capital of Ventura Insurance Brokers Limited.



A A

VENTURA GUARANTY LIMITED

The parent 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 st March 2013
Kashmira Investment & Leasing Private Limited	Associate	India	49.79%

2. Significant Accounting Policies

a) Basis for preparation of consolidated financial statements

The consolidated 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 in the Companies (Accounting Standard) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The accounting policies have been consistently complied by the Group, and except whether otherwise stated, are consistent with those used in the previous year.

b) Use of Estimates

The preparation of consolidated 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 consolidated 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.

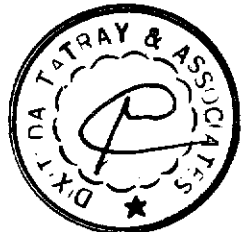
c) Method of accounting

1. Revenue

- i) Brokerage Income on secondary market transactions is accounted on accrual basis in respect of all transactions upto the last day of the financial year.
- ii) Brokerage Income on 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) Income from Depository Participant service is recognized on the basis of the agreements entered with the clients.
- iv) Dividend Income is recognized when right to receive is established.
- v) Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- vi) All other income is recognized on accrual basis.

2. Expenditure

Expenses are accounted on accrual basis and provisions are made for all known liabilities.



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VENTURA GUARANTY LIMITED

d) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation / amortisation. Cost of acquisition includes taxes, duties and other incidental expenses related to acquisition and installation of the concerned assets.

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

e) Intangible Assets

Softwares acquired are stated at the acquisition price including directly attributable costs for bringing the asset into use, less accumulated amortisation. 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 prescribed in the Companies (Accounting Standards) Rules, 2006.

f) Depreciation / Amortisation of Fixed Assets

Depreciation on fixed assets is provided using the straight-line method, at the rates specified in Schedule XIV to the Companies Act, 1956 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 amortised over a period of six years being the estimated useful life.

Depreciation / amortisation 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'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.



VENTURA GUARANTY LIMITED

i) 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 & 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 & loss.

j) 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 Statement of Profit & 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 Statement of Profit & Loss.

k) Earning 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.

l) 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.

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VENTURA GUARANTY LIMITED

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.

m) 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.

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.

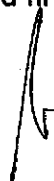
Contingent Assets are neither recognised nor disclosed.

n) 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.

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 Group are segregated.



VENTURA GUARANTY LIMITED
NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2013

NOTE 3: SHARE CAPITAL

(in ₹)

Particulars	As on	As on
	31.03.2013	31.03.2012
Authorised Share Capital: 1,000,000 Equity Shares of ₹ 10/- each (Previous Year 1,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued, Subscribed and Fully Paid up Share Capital: 3,194,800 Equity Shares of ₹ 10/- Fully paid up (P. Y. 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
	31,948,000	31,948,000
Total Issued, Subscribed and Fully Paid up Shares:	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

(in ₹)

Particulars	Equity Shares		Equity Shares	
	31.03.2013		31.03.2012	
	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

(in ₹)

Class of Shares/Name of the Shareholders	As on 31.03.2013		As on 31.03.2012	
	% No. of Shares held	No. of Shares held	% No. of Shares held	No. of Shares held
Equity Shares :				
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



NOTE 4: RESERVES AND SURPLUS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Securities Premium Account	51,647,612	51,647,612
Capital Reserve (on consolidation)	3,167,184	3,167,184
General Reserve		
Balance as per last Balance Sheet	25,669,304	27,275,000
Add: Transfer for the year	2,600,000	1,800,000
Less: Minority Interest	304,551	-
Less: Adjustment on account of change in stake of subsidiary	-	3,405,696
Closing Balance	27,964,753	25,669,304
Reserve Fund u/s. 45IC of RBI Act		
Balance as per last Balance Sheet	-	-
Add: transfer for the year	1,100,000	-
Closing Balance	1,100,000	-
Surplus/ (deficit) in the statement of profit & loss		
Balance as per last Balance Sheet	257,050,871	256,967,171
Add: Profit for the year	47,756,993	32,866,178
Less: Adjustment on account of change in stake of subsidiary	-	30,082,266
Less: Appropriations		
Proposed Dividend	-	-
Tax on Proposed Dividend	943,080	900,212
Amount transferred to General Reserve	2,600,000	1,800,000
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,100,000	-
Net Surplus in the Statement of Profit & Loss	300,164,784	257,050,871
	384,044,333	337,534,971

NOTE 5: LONG TERM PROVISIONS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Provision for Employee Benefits (Refer Note No. 28)		
Gratuity	10,194,354	8,602,672
Compensated Absence	912,681	-
	11,107,035	8,602,672

NOTE 6: SHORT-TERM BORROWINGS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Unsecured		
Loan From Director / Shareholder*	735,000	735,000
Inter Corporate Deposits*	4,700,000	17,700,000
	5,435,000	18,435,000

* The above loans are interest free and the terms of repayment of the loans have not been stipulated.



NOTE 7: TRADE PAYABLES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Trade and Margin Money	841,613,304	637,331,535
	841,613,304	637,331,535

Amount due to Micro, Small and Medium Enterprises :

(a) Trade payables includes (i) ₹ Nil (Previous year ₹ Nil) due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME); and (ii) ₹ 841,613,302/- (Previous year ₹ 637,331,883/-) due to other parties.

(b) No interest is paid/payable during the year to any enterprise registered under the MSME.

(c) The above information has been determined to the extent such parties could be identified on the basis of the information available with the company regarding the status of suppliers under the MSME.

NOTE 8: OTHER CURRENT LIABILITIES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Trade Deposits	122,569,713	116,367,820
Other Payables	40,778,906	55,326,306
	163,348,619	171,694,126
Other Payables Includes:		
Statutory Liabilities	14,736,841	16,397,022
Sundry Creditors for Capital Expenditure	-	194,044

NOTE 9: SHORT TERM PROVISIONS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
(a) Provision for Employee Benefits (Refer Note No. 29)		
Gratuity	1,132,706	955,852
Compensated Absence	304,227	972,710
(b) Others		
Proposed Dividend	650,000	650,000
Provision for Tax on Dividend	943,080	900,212
Provision for Taxation (Net of Advance Tax)	2,842,680	2,003,331
	5,872,693	5,482,105

NOTE 11: NON-CURRENT INVESTMENTS

(in ₹)

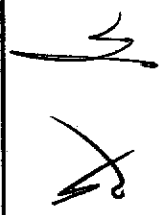

Particulars	As on 31.03.2013	As on 31.03.2012
Long Term Investments		
Trade Investments		
(a) In Associate Company		
Kashmira Investments & Leasing Pvt. Ltd.	15,239,967	13,936,549
497,900 (P.Y. 497,900) of ₹ 10/-each fully paid up		



VENTURA SECURITIES LIMITED

Note : 10 Fixed Assets

SR. NO.	Description of Asset	Gross Block					Depreciation				Net Block	
		As at 01/04/2012	Additions	Sales / Deletion	As at 31/03/2013	As at 01/04/2012	Depreciation Sales / Deletion	For the period	As at 31/03/2013	As at 31/03/2013	As at 31/03/2012	
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
A	TANGIBLE ASSETS											
1	Building Premises	8,245,750	-	-	8,245,750	791,671	-	134,405	926,076	7,319,674	7,454,079	
2	Plant & Equipments	61,048,894	3,056,945	47,815	64,058,024	45,747,749	18,287	5,878,923	51,608,385	12,449,639	15,301,145	
(A)	Computer Equipments	17,649,089	683,529	-	18,332,618	3,497,609	-	883,594	4,381,203	13,951,415	14,151,480	
(B)	Office Equipment											
3	Furniture & Fixtures	8,885,912	227,159	-	9,113,071	3,924,506	-	568,836	4,493,342	4,619,729	4,961,406	
4	Leasehold Improvements	41,693,908	728,177	-	42,422,085	31,404,523	-	6,104,093	37,508,616	4,913,469	10,289,385	
5	Motor Car	12,732,798	1,159,697	-	13,892,495	7,064,387	-	1,003,016	8,067,403	5,825,092	5,668,411	
	TANGIBLE ASSETS	150,256,351	5,855,507	47,815	156,064,043	92,430,445	18,287	14,572,867	106,985,025	49,079,018	57,825,906	
B	INTANGIBLE ASSETS											
1	Computer Softwares	27,429,139	589,399	-	28,018,538	15,893,173	-	3,285,971	19,179,144	8,839,394	11,535,966	
	INTANGIBLE ASSETS	27,429,139	589,399	-	28,018,538	15,893,173	-	3,285,971	19,179,144	8,839,394	11,535,966	
	Total	177,685,490	6,444,906	47,815	184,082,581	108,323,618	18,287	17,858,838	126,164,169	57,918,411	69,361,872	
	Current Year's	168,756,468	9,815,702	886,680	177,685,490	90,767,985	192,907	17,748,540	108,323,618	69,361,872	77,988,483	
	Previous Year's											

NOTE 11: NON-CURRENT INVESTMENTS (Cont.....)

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Non Trade Investments - Unquoted at cost		
(a) Investments in Equity Instruments		
Subsidiary		
Ventura Securities Limited	-	-
4,899,160 (P.Y. 4,899,160) Equity Shares of ₹ 10/-each fully paid up		
Ventura Insurance Brokers Ltd. (100% Subsidiary)	-	-
50,000 (P.Y. 50,000) Equity Shares of ₹ 10/-each fully paid up		
Others		
Multiflex Lamiprint Ltd.	25,837,800	25,837,800
1,320,000 (P.Y. 1,320,000) Equity Shares of ₹ 10/-each fully paid up		
Associated Hotels Ltd.	492,800	492,800
17,600 (P.Y. 17,600) Equity Shares of ₹ 10/-each fully paid up		
Nivi Trading Ltd	603,000	603,000
50,000 (P.Y. 50,000) Equity Shares of ₹ 10/-each fully paid up		
	42,173,567	40,870,149

NOTE 12: DEFERRED TAX ASSETS (NET)

(in ₹)

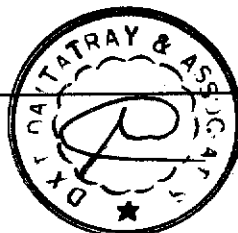
Particulars	As on 31.03.2013	As on 31.03.2012
Deferred Tax Liability		
Depreciation and Amortisation	973,197	2,957,139
	973,197	2,957,139
Deferred Tax Assets		
Provision for Gratuity & Compensated Assets	3,889,222	3,147,196
Liabilities allowed on Payment Basis	1,958,721	2,292,506
	5,847,943	5,439,702
	4,874,746	2,482,563

Net Deferred Tax Assets of ₹ 2,392,183/- for the current year have been recognized in the statement of profit & loss (Previous year - ₹ 1,168,725/-).

NOTE 13: LONG-TERM LOANS & ADVANCES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
(A) Capital advances		
Unsecured, considered good	13,503,900	2,500,000
Total	13,503,900	2,500,000
(B) Security deposits		
Unsecured, considered good		
Deposits With Stock Exchanges	19,094,766	16,695,000
Other Deposits	15,513,198	15,456,873
(C) Loans & Advances		
Unsecured, considered good		
Loans & Advances	300,000	300,000
Total	34,907,964	32,451,873
Total (A+B)	48,411,864	34,951,873



NOTE 14: TRADE RECEIVABLES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Non-Current		
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured		
Considered Good	-	-
Other Trade Receivables		
Unsecured		
Considered Good	7,190,428	7,190,428
	7,190,428	7,190,428
Current		
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured		
Considered Good	26,039,377	47,319,180
Other Trade Receivables		
Unsecured		
Considered Good	295,250,818	251,883,612
	321,290,195	299,202,792

NOTE 15: CURRENT INVESTMENTS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Non Trade Investments - Quoted		
Investments in Mutual Funds		
NIL (P.Y. 494.573) Units of HDFC Cash Management Fund - Treasury Advantage Plan - Retail - Daily Dividend - Reinvest option	-	5,193
	-	5,193

NOTE 16: CASH AND BANK BALANCES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
(a) Cash & Cash Equivalents		
Cash on hand	312,282	695,334
Balances with Banks		
In Current Accounts	409,077,475	205,204,489
	409,389,757	205,899,823
(b) Other Bank Balances		
(i) In Deposit Accounts (Refer Note (i) & (ii) below)	6,425,000	92,775,000
(ii) In Earmarked Deposit Accounts (Refer Note (i) & (iii) & (iv) below)	500,668,546	428,568,546
	507,093,546	521,343,546

(i) Balances with banks include deposits amounting to ₹ 3,325,000/- (Previous Year ₹ 221,343,546/-) which have an original maturity of less than twelve months.

(ii) Balance with banks in deposit accounts includes ₹ 375,100,000/- (Previous Year ₹ 300,000,000/-) maintained as security margin for guarantees issued by banks. Refer Note No. 21



NOTE 16: CASH AND BANK BALANCES (Cont....)

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
(iii) Balance with bank in deposit accounts includes ₹ 69,568,546/- (Previous Year ₹ 73,568,546/-) towards security/margin/other deposits kept with Stock Exchanges.		
(iv) Balance with bank in deposit accounts includes ₹ 56,000,000/- (Previous Year ₹ 55,000,000/-) 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 ₹ Nil (Previous Year ₹ Nil)		

NOTE 17: SHORT-TERM LOANS & ADVANCES

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Unsecured, considered good		
Loan to subsidiary	-	-
Loans & Advances		
Loan to Other Body Corporates	36,679,527	17,525,891
Prepaid Expenses	12,754,011	14,315,444
Loans & Advances to Employees	4,199,830	5,087,665
Other Advances	17,924,911	6,475,594
Total	71,558,279	43,404,594

NOTE 18: OTHER CURRENT ASSETS

(in ₹)

Particulars	As on 31.03.2013	As on 31.03.2012
Interest Accrued but not Due	12,894,519	9,323,366
Advance Income Tax (Net Of Provision)	13,350,905	23,590,713
Fringe Benefit Tax (Net Of Provision)	193,535	1,014,956
Total	26,438,959	33,929,035

NOTE 19: REVENUE FROM OPERATIONS

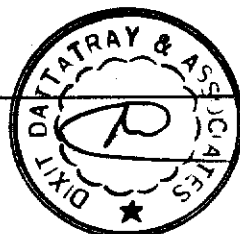
(in ₹)

Particulars	2012 - 13	2011 - 12
(a) Income from Brokerage and Depository services	502,531,564	499,329,815
(b) Financial Products Distribution	20,536,718	20,117,829
(c) Other Operating Income	21,781,192	2,260,362
	544,849,474	521,708,006

NOTE 20: OTHER INCOME

(in ₹)

Particulars	2012 - 13	2011 - 12
(a) Interest Income on:		
Bank Deposits	57,585,896	48,472,515
Others	7,732,317	4,490,257
(b) Dividend Income;		
Current Investments	2,733	167,559
(c) Profit on sale of Securities	1,878,196	253,456
(d) Income on Arbitrage	7,850	18,753
(e) Miscellaneous Income	2,972	79,397
	67,209,964	53,481,937



NOTE 21 : OPERATING EXPENSES

(in ₹)

Particulars	2012 - 13	2011 - 12
(a) Sub Brokerage and Commission	133,552,192	135,602,246
(b) Administration Charges of Franchisee	23,434,580	22,553,862
(c) Depository Transaction Charges	5,817,855	4,964,633
Total	162,804,627	163,120,741

NOTE 22: EMPLOYEE BENEFIT EXPENSES

(in ₹)

Particulars	2012 - 13	2011 - 12
(a) Salaries and wages	169,492,759	159,822,940
(b) Contribution to provident and other funds	3,256,792	4,203,243
(c) Staff welfare expense	9,208,979	7,872,119
(d) Gratuity Expenses (Refer Note No. 28)	2,325,382	694,907
(e) Compensated Absence	4,668,141	4,139,388
	188,952,053	176,732,597

NOTE 23: FINANCE EXPENSES

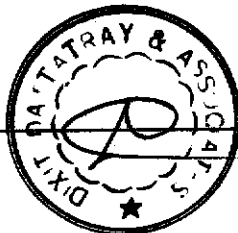
(in ₹)

Particulars	2012 - 13	2011 - 12
(a) Interest Expense	785,700	2,764,370
(b) Bank Charges	224,777	199,149
(c) Bank Guarantee Charges	8,007,337	7,513,190
	9,017,814	10,476,709

NOTE 24: OTHER EXPENSES

(in ₹)

Particulars	2012 - 13	2011 - 12
(a) Electricity Expenses	9,768,208	8,639,837
(b) Rent	34,768,710	33,941,195
(c) Repairs to buildings	1,358,672	931,368
(d) Repairs to machinery	13,123,156	12,481,427
(e) Repairs to Others	1,224,923	526,872
(f) Communication expenses	21,417,005	20,861,686
(g) Travelling and Conveyance Expenses	15,024,157	14,955,194
(h) Legal and Professional Fees	10,688,110	11,063,662
(i) Stock Exchange Charges	399,075	1,453,615
(j) Stamps / Documentation charges	2,580,528	4,823,849
(k) Service Tax	433,708	5,008,616
(l) Advertisement Expense	190,357	196,354
(m) Business Development Charges	16,735,767	18,260,381
(n) Printing & Stationery	4,665,085	6,355,029
(o) Payment to auditor	-	-
For Statutory Audit	506,250	505,000
For Tax Audit	56,250	55,000
For Other services	152,500	152,500
(p) Loss on Assets Sold/Scrapped	-	587,593
(q) ROC Filing Fees	7,500	13,000
(r) Listing Fee	16,854	468,875
(s) Courier & Postage Charges	3,980,752	4,420,149
(t) Client claim paid / Bad Debts	7,496,620	1,799,545
(u) Other expenses	10,654,350	9,096,664
	155,248,537	156,597,411



VENTURA GUARANTY LIMITED

25. Contingent liabilities and Commitments

a) Contingent liabilities

i) Guarantees issued by the banks:

In favour of	31 st March 2013 Amount (₹)	31 st March 2012 Amount (₹)
National Stock Exchange – Cash Segment	220,000,000	147,500,000
National Stock Exchange – F&O Segment	330,000,000	282,500,000
Bombay Stock Exchange – Cash Segment	190,000,000	170,000,000
Bank of Maharashtra	100,000	-

ii) The bank guarantees have been secured by personal guarantees of the directors, corporate guarantee of the parent company, and fixed deposits of ₹ 375,100,000/- (P. Y. ₹ 300,000,000/-).

iii) Claims against the Group not acknowledged as debts are ₹ NIL/- (P.Y. ₹ 6,071,000/-).

b) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 209,000/- (P.Y. ₹ 10,500,000/-).

c) No provision has been made in respect of disputed Income Tax dues of ₹ 1,877,268/- (P.Y. ₹ 1,877,268/-) since the Group expects to get relief in appeal.

d) 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 & 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:

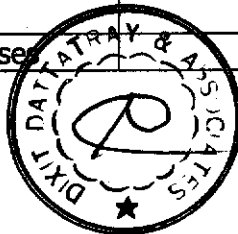
Minimum Lease Rental	31 st March 2013	31 st March 2012
	Amount (₹)	Amount (₹)
Upto one year	8,214,878	3,920,479
One to five years	2,613,537	2,089,871
Over five years	-	-

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

26. Expenditure in Foreign Currency:

Expenditure (at actuals)	31 st March 2013	31 st March 2012
	Amount (₹)	Amount (₹)
Business Development Expenses	3,231,300	-

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VENTURA GUARANTY LIMITED

27. Exchange Differences

During the year, realized and unrealized exchange loss (net) amounting to ₹ 211,500/- (Previous Year exchange loss of ₹ 117,400/-) is included in the financial statements. There are no forward exchange contracts/options outstanding as on 31st March, 2013.

28. 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 ₹ 11,327,060/- (Previous Year ₹ 9,558,524/-) and Compensated Absence liability of ₹ 1,216,908/- (Previous Year ₹ 972,710/-) 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 & Loss for the period in which they occur.

Principal actuarial assumptions:

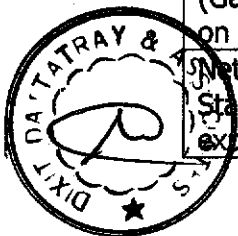
	Gratuity		Compensated Absence	
	31 st March 2013	31 st March 2012	31 st March 2013	31 st March 2012
Increment Rate:	4% p.a.	4% p.a.	4% p.a.	4% p.a.
Discounting Rate:	8% p.a.	8% p.a.	8% p.a.	8% p.a.

Balance sheet Statement:

Present value of the obligation at 31.03.2013	11,327,060	9,558,524	1,216,908	972,710
Fair Value of plan assets at 31.03.2013	Nil	Nil	Nil	Nil
Un-funded Liability at 31.03.2013	11,327,060	9,558,524	1,216,908	972,710
Unrealized actuarial gains/losses	Nil	Nil	Nil	Nil
Un-funded Liability recognized in Balance Sheet	11,327,060	9,558,524	1,216,908	972,710

Profit and Loss Statement:

Interest Cost from 01.04.2012 to 31.03.2013	764,682	719,119	77,817	NIL
Service Cost from 01.04.2012 to 31.03.2013	2,917,926	2,559,669	3,725,906	3,746,697
Actual return on plan assets from 01.04.2012 to 31.03.2013	N.A.	N.A.	N.A.	N.A.
(Gain)/Loss recognized as on 31.03.2013	(1,357,226)	(2,583,881)	864,418	1,258,431
Net Loss to be shown in Statement of P&L as expense	2,325,382	694,907	4,668,141	5,005,128



VENTURA GUARANTY LIMITED

Reconciliation of Benefit Obligations:


Liability at the beginning of the year	9,558,524	8,988,989	972,710	NIL
Interest Cost	764,682	719,119	77,817	NIL
Current Service Cost	2,917,926	2,559,669	3,725,906	3,746,697
Benefit Paid	NIL	NIL	4,423,943	4,032,418
Actuarial (Gain)/Loss on Obligation	(1,357,226)	(2,583,881)	864,418	1,258,431
Amount recognized and disclosed under the head 'Provision for Employees Benefits'	11,327,060	9,558,524	1,216,908	972,710

29. 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) Ventura Commodities Private Limited
b) Kashmira Investments & Leasing Private Limited
c) 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 |



VENTURA GUARANTY LIMITED

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	Brokerage Earned: Hemant Majethia Juzer Gabajiwala Fatima Gabajiwala Shazia Sajid Malik Sohel Malik Kashmira Investments & Leasing Private Limited.		48,595 (68,953) 9,636 (5,856)	7,970 (11,113) - (150) - (5,030)
		235 (1,497)		
2	Rent Paid: Sajid Malik Saroja Malik		840,000 (840,000)	3,000,000 (3,000,000)
3	Remuneration Paid: Mr. Hemant Majethia Mr. Juzer Gabajiwala		5,200,000 (5,000,000) 2,912,000 (2,806,000)	
4	Loan / Advance Given: Kashmira Investments & Leasing Pvt. Ltd.	15,200,000 (17,807,500)		
5	Loan / Advance Received Back: Kashmira Investments & Leasing Pvt. Ltd.	32,725,891 (307,500)		

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VENTURA GUARANTY LIMITED

6	Business Development Expenses: Fatima Gabajiwala			75,180 (52,554)
7	Interest paid: Genesys International Corporation Limited	(2,354,141)		
8	Interest Received: Kashmira Investments & Leasing Pvt. Ltd.	1,111,044 (28,768)		
9	Outstanding Debit/Credit: Hemant Majethia Juzer Gabajiwala Kashmira Investments & Leasing Pvt. Ltd. Mrs. Saroja Malik Shazia Sajid Malik Sohel Malik Fatima Gabajiwala		11,320 CR (596,156 CR) 34,531 CR (102,841 CR) - (17,525,891) (DR)	735,000CR (735,000CR) 55,154 CR (42,654 CR) 442 DR (442 DR) 31,833 CR (159,391 CR)

30. Quantitative Information In Respect of Trading in Securities

Bonds	31 st March 2013	31 st March 2012
	Qty	Qty
Opening Balance	-	-
Purchases	110	-
Sales	110	
Profit		

[Handwritten signature]



VENTURA GUARANTY LIMITED

31. Earnings Per share:

Basic and Diluted	31 st March 2013	31 st March 2012
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)	47,756,993	32,866,179
Net profit after tax (diluted)	47,756,993	32,866,179
Basic earnings per share (₹)	14.95	10.29
Diluted earnings per share (₹)	14.95	10.29
Nominal Value per share (₹)	10	10

32. 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 Group.

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

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

Signature to Notes 1 to 33
As per our Report of even date attached

For and on behalf of
Dixit Dattatray & Associates
Chartered Accountants
Firm Registration No: 102665W



D B Dixit
Partner
Membership No: 40032



For and on behalf of
Ventura Guaranty Limited



Hemant Majethia
Director



Sajid Malik
Director

Place : Mumbai
Dated : 30th May, 2013

Place : Mumbai
Dated : 30th May, 2013

VENTURA GUARANTY

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY

1 Name of the Subsidiary	:	Ventura Securities Limited	Ventura Insurance Broker's Limited
2 Financial year of the subsidiary Company ended on	:	31 st March, 2013	31 st March, 2013
3 Holding Company's Interest	:		
Number of shares - Equity Shares	:	4,899,160	500,000
Extent of holding	:	88.29%	100.00%
4 The net aggregate amount of the subsidiary's profits/(Losses) so far as it concerns members of the Holding Company and is not dealt with in the Holding Company's accounts.	:		
(i) for the financial year of the subsidiary	:	39,814,618	(9,000)
(ii) for the previous financial years of the subsidiary since it became the Holding Company's subsidiary	:	237,361,073	(195,507)
5 Net aggregate amounts of the profits/(losses) of the subsidiary dealt with in the Holding Company's accounts	:		
(i) for the financial year of the subsidiary	:	4,899,160	Nil
(ii) for the previous financial years of the subsidiary since it became the Holding Company's subsidiary.	:	24,495,520	Nil

ON BEHALF OF THE BOARD OF DIRECTORS


SAJID MALIK
 DIRECTOR


HEMANT MAJETHIA
 DIRECTOR

Mumbai, 30th May 2013

VENTURA GUARANTY LIMITED

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

ATTENDANCE SLIP

Regd. Folio No. Client ID.....

No. of Shares held.....

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

I hereby record my presence at the **Annual General Meeting** of the Company at A-107, Kailash Industrial Complex, Building No. 1, Parksite, Vikhroli (W), Mumbai 400 079 on Friday, September 27, 2013 at 3.00 p.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.

VENTURA GUARANTY LIMITED

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

PROXY FORM

Regd. Folio No. Client ID.....

No. of Shares held.....

I/We _____ of _____ being a Member / Members of the Company, hereby appoint _____ of _____ or falling him / her _____ of _____ as my/our proxy to vote for me / us on my / our behalf at the **Annual General Meeting** of the Company to be held at A-107,, Kailash Industrial Complex, Building No. 1, Parksite, Vikhroli (W), Mumbai 400 079 on Friday, September 27, 2013 at 3.00 p.m. or at any adjournment(s) thereof.

Signed this _____ day of September 2013 Signature _____

Rupee 1
Revenue
Stamp

Note: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered office of the Company, not less than 48 hours before the meeting.

VENTURA GUARANTY

FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH STOCK EXCHANGE – FOR STANDALONE ACCOUNTS


1	Name of the Company	VENTURA GUARANTY LIMITED
2	Annual financial statements for the year ended	31 st March 2013
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not Applicable


For Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W




D. B. Dixit
Proprietor
Membership No. 40032




Hemant Majethia
Director


Ganesh Acharya
Chairman – Audit Committee


Sajid Malik
Director

Place : Mumbai
Date : 30th May 2013




VENTURA GUARANTY

FORM A

COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH STOCK EXCHANGE – FOR CONSOLIDATED ACCOUNTS

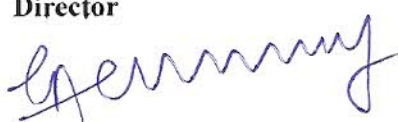
1	Name of the Company	VENTURA GUARANTY LIMITED
2	Annual financial statements for the year ended	31 st March 2013
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not Applicable


For Dixit Dattatray & Associates
Chartered Accountants
Firm registration No.102665W


D. B. Dixit
Proprietor
Membership No. 40032




Hemant Majethia
Director


Ganesh Acharya
Chairman – Audit Committee


Sajid Malik
Director

Place : Mumbai
Date : 30th May 2013

