

VENTURA GUARANTY

04th October, 2016

The General Manager,
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street , Fort,
Mumbai-400001
Ph: 22721233, Fax: 22723121/3719

Scrip Code: 512060

Dear Sir,

Sub: Annual Report 2015-16

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing Annual Report for the financial year 2015-16 as required.

We hereby confirm that the Annual Report 2015-16 was approved and adopted by the members of the Company at their 32nd Annual General Meeting held on 29th September ,2016, as per provisions of the Companies Act, 2013.

We request you to take the same on your record.

Thanking You,

Yours faithfully,

For VENTURA GUARANTY LIMITED


HEMANT MAJETHIA
DIRECTOR
(00400473)



Encl:- As Above

**VENTURA GUARANTY LIMITED
ANNUAL REPORT
2015-16**

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of Ventura Guaranty Limited will be held on Thursday, September 29, 2016 at I-Think Techno Campus, B -Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607 at 4.00 p.m. to transact the following business:

Ordinary business

- 1) To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date, both on Standalone and Consolidated basis together with the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Sandra Shroff, (DIN: 00189012) who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mr. Hemant Majethia, (DIN: 00400473) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

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

BY ORDER OF THE BOARD OF DIRECTORS

-Sd-
HEMANT MAJETHIA
DIRECTOR

Place: Mumbai
Date: May 30, 2016

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
4. Pursuant to the provisions of Section 105(8) of the Companies Act, 2013, during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / Proxies / Authorized Representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
6. Proxy in prescribed Form No. MGT-11 is enclosed herewith.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
10. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of

the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2016 to September 29, 2016 (both days inclusive) for the purpose of Annual General Meeting

11. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share transfer Agents, Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of Transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
12. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
14. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Notice of the Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website www.venturagaranty.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members, who have any queries, may write to us at investors.vgl@ventura1.com.
16. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2016 are requested to write to the Company atleast 5 days before the date of Annual General Meeting, so as to enable the management to keep information ready.
17. Additional information, pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure to the Notice . The directors have furnished consent/ declaration for their appointment / re-appointment as

required under the Companies Act, 2013 and the Rules thereunder.

18. VOTING THROUGH ELECTRONIC MEANS

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

The instructions for e-voting are as under:

- A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on closing hours of business, on Thursday, September 22, 2016 may cast their vote electronically.
- B. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client ID, irrespective of the number of joint holders.
- C. The Company has appointed Mr. Dattatray B. Dixit, practicing Chartered Accountant, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- D. The scrutinizer will submit his final report to Chairman within three working days after the conclusion of e-voting period.
- E. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after annual general meeting within the prescribed time limits.
- F. The result of the e-voting will also be placed at the website of the Company viz. www.venturaquaranty.com and also on www.cdslindia.com.
- G. The scrutinizer's decision on the validity of e-voting will be final.

Instructions for Remote E-Voting

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

Procedure for shareholders casting their vote electronically for the first time:

- a. To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- b. Click on "Shareholders" tab to cast your votes.
- c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.
- d. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in	For Members holding
--	--------------------------------------	----------------------------

	Demat Form	shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
Dividend Bank Details	Enter your bank account number for the purpose of dividend as registered with your depository participant in case of electronic shares or with the company in respect of physical shares.	
DOB	Enter your date of birth as recorded in your Demat account or in the company records in respect of your shareholding in the Company.	

* Members who have not updated their PAN with the Company/ Depository Participant are requested to use first two characters of the first name and remaining eight digits from the sequence number. If the sequence number is less than eight digit the remaining digits should be padded with the relevant number of zero (0) from the left. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz Thursday, September 22, 2016 in the Dividend Bank details field.

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

- vii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- B. In case of members receiving the physical copy of notice of the annual general meeting (for members whose e-mail ids are not registered with the company/ depository participant(s) or requesting physical copy)

Please follow all steps from sr. no. (i) to sr. no. (ix) above, to cast vote.

- C. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- D. The voting period begins on 9.00 a.m., Monday, September 26, 2016 and ends on 5.00 p.m., Wednesday, September 28, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under "Help" section or write an email to helpdesk.evoting@cdslindia.com.

F. INSTRUCTIONS FOR VOTING THROUGH BALLOT

Further, in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Regulations, those Members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot Form sent along with this Notice. The last date for receiving the ballot form will be September 28, 2016 on or before 5.00 p.m. Ballot forms received after this date shall not be considered.

A shareholder may download duplicate ballot form from the website of the Company forming part of Annual Report.

Detailed instructions for voting are provided in the ballot form.

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

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

BY ORDER OF THE BOARD OF DIRECTORS

-Sd-
HEMANT MAJETHIA
DIRECTOR

Registered Office:

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

Place: Mumbai
Date: May 30, 2016

Additional information on directors recommended for appointment/ reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

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

SR.NO	PARTICULARS	
1	Name of the director	Mrs. Sandra Shroff
2	Date of Birth	05.09.1940
3	Date of Appointment	05/01/1993
4	Expertise in specific functional areas	<ol style="list-style-type: none"> 1. A problem-solving industrialist 2. Driving social welfare with gusto 3. Leading various social projects
5	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Uniphos Enterprises Limited 2. UPL Limited 3. Nivi Trading Limited 4. Uniphos International Limited Limited 5. Shroffs United Chemicals Limited 6. Uniphos Envirotronic Private Limited 7. Shroff Envirotral Private Limited 8. Bharuch Enviro Infrastructure Limited 9. Demuric Holdings Pvt Ltd 10. (TR CO from Maharashtra) 11. JRF Research Private Limited 12. Enviro Technology Limited
6	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
7	Number of shares held in the Company	90000

Additional information on directors recommended for appointment/ reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

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

SR.NO	PARTICULARS	
1	Name of the director	Mr. Hemant Majethia
2	Date of Birth	24.05.1966
3	Date of Appointment	01/12/1993
4	Qualifications	B.Com, CA
5	Expertise in specific functional areas	More than 23 years of experience in the capital markets intermediation, equity research.
6	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. M/s Genesys International Corporation Limited 2. M/s Ventura Securities Limited 3. M/s Ventura Commodities Limited 4. M/s Karjat Properties Private Limited 5. M/s Kashmira Investment and Leasing Private Limited 6. M/s Robinhood Insurance Brokers Private Limited
7	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	<ol style="list-style-type: none"> 1. M/s Genesys International Corporation Limited: Audit Committee 2. M/s Genesys International Corporation Limited: Nomination & Remuneration Committee 3. M/s Genesys International Corporation Limited: Stakeholders Grievance Committee 4. M/s Ventura Securities Limited: Corporate Social Responsibility Committee
8	Number of shares held in the Company	413600

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Second Annual Report of VENTURA GUARANTY LIMITED along with the Audited Statements of Accounts and the Auditors' Report of the Company for the year ended March 31, 2016.

FINANCIAL RESULTS

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

Particulars	(Amount in Rs)	
	Year ended March 31, 2016	Year ended March 31, 2015
Gross Income	-	77,361
Expenditure	3,649,567	3,63,598
Profit/(Loss) from Operations before other income, interest and exceptional items	(3,649,567)	(286,237)
Other Income	12,754,724	85,94,162
Profit before Tax	9,705,157	83,07,925
Less: Provision for Income Tax	-	1,42,000
Less: Deferred Tax	6,764	7,611
Profit after Tax	9,093,425	8,229,570

DIVIDEND

The Directors do not recommend payment of dividend for the year ended March 31, 2016.

BUSINESS REVIEW

During the year under review, the Company's Gross Income reduced to Rs. Nil from Rs. 77,361 recorded in the previous year. Other Income for the year was reported at Rs. 12,754,724 against Rs. 8,594,162 reported in the previous year. The Profit after Tax was recorded at Rs. 9,093,425 against a Profit after Tax of Rs. 8,229,570 in the previous year.

During the year under review, the Company has transferred Rs. 910,000 to the general reserve of the Company.

SUBSIDIARY COMPANIES

The Company has three (3) subsidiaries as on March 31, 2016. There are no associate companies or joint venture companies within the meaning of section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of the business of the subsidiaries.

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

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

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

CONSOLIDATED RESULTS

The Audited Standalone and Consolidated Financial Statements of the Company are attached herewith and form part of this Annual Report. These have been prepared in accordance with the provisions of the Companies Act, 2013, the Accounting Standard 21 (AS-21) on Consolidated Financial Statements read with Accounting Standard 23 - (AS-23) on Accounting for Investments in Associates in Consolidated Financial Statements based on Audited Financial Results for the year ended March 31, 2016.

AUDITORS

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

The Board of Directors recommends their continuation on the basis of satisfactory performance by them during the year under review.

COMMENTS ON AUDITORS'REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s CNK & Associates LLP, Chartered Accountants (ICAI Registration No. 101961W), Statutory Auditors, in their report.

EXTRACT OF ANNUAL RETURN

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

CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

DIRECTORS

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Sandra Shroff and Mr. Hemant Majethia, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

During the year under review, the members approved the appointments of Mr. Ganesh Acharya, Mr. Ashish Nanda and Mr. Sridhar Vaidyanathan as Independent Directors who are not liable to retire by rotation.

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

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

MEETINGS OF THE BOARD

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

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

COMMITTEES OF THE BOARD

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees. There are currently three Committees of the Board, as follows:

1. Audit Committee

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

2. Nomination and Remuneration Committee.

The committee comprises of three directors. Mr. Ganesh Acharya, Chairman, Mr. Hemant Majethia, Member and Mr. Sridhar Vaidyanathan, Member of the Committee.

Nomination and Remuneration Policy

On the basis of recommendation made by Nomination and Remuneration Committee, the Board has formulated a policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy also lays down criteria for selection, appointment and remuneration of Board Members/ Key Managerial Personnel and other senior level employees.

Key Objectives of the Policy are as follows:

- To formulate guidelines in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- To recommend to the Board the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

3. Stakeholders' Relationship Committee

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

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

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

ANNUAL EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

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

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

The evaluation involves Self-valuation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board did not participate in the discussion of his / her evaluation.

CORPORATE GOVERNANCE

As per Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated September 02, 2015 (effective from December 01, 2015) issued by Securities & Exchange Board of India, your Company falls in the exempted category. Therefore, provisions related to Regulation 15 (2),17,18,19, 20,21,22,23,24,25,26,27 and clauses (b) to (i) of Sub regulation 46 and Para C, D, E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

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

PARTICULARS OF EMPLOYEE REMUNERATION

The statement containing particulars of employees as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not attached as the Company has no employee, who falls under the criteria specified in the said Rules.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is also not applicable since company has not paid any remuneration to its directors.

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

There were no material event occurred during the end of financial year i.e. March 31, 2016 and date of this report which may have any effect on financial position of the Company.

RISK MANAGEMENT & INTERNAL FINANCIAL CONTROL SYSTEMS

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

During the Year, on the basis of recommendations of Audit Committee your Directors have approved Risk Management policy.

SECRETARIAL AUDITOR

The Board has appointed Mr. Roy Jacob, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report is given in Form MR-3 for the financial year ended March 31, 2016 is annexed as Annexure "B" forming part of this Report.

The Company is in process of short listing suitable candidate for the position of Chief Financial Officer and Company Secretary. The company will fill these vacancies as soon as it finds out candidate meeting with requirements of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in

the design or operation was observed.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

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

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

All Related Party Transactions entered during the period under review were in ordinary course of business and on an arm's length basis. No materially significant transactions were entered by the Company which may have a potential conflict with the interest of the Company at large. There were no material related party transactions pursuant to the provisions of section 188 of the Act.

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

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

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

A: Conservation of energy:

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

B: Technology Absorption

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

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

GENERAL

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

LISTING AGREEMENT

As per Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated September 02, 2015 (effective from December 01, 2015) issued by Securities & Exchange Board of India with aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. Accordingly, all listed entities were required to enter into the Listing Agreement within six months form the effective date. The Company entered into Listing Agreement with BSE Limited on 09 February,2016.

ACKNOWLEDGEMENT

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

ON BEHALF OF THE BOARD OF DIRECTORS

-Sd-
SAJID MALIK
DIRECTOR

-Sd-
HEMANT MAJETHIA
DIRECTOR

Place: Mumbai
Date: 30.05.2016

ANNEXURE "A" TO DIRECTORS ' REPORT

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2016

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

I. REGISTRATION & OTHER DETAILS:

I	REGISTRATION AND OTHER DETAILS	
	1. CIN	L29299MH1984PLC034106
	2. Registration Date:	24.09.1984
	3. Name of the Company:	Ventura Guaranty Limited
	4. Category/Sub- Category of the Company:	Non Banking Financial Company limited by Shares
	5. Address of the Registered office and Contact details:	Dhannur E , Ground Floor 15, Sir PM Road, Fort, Mumbai - 400001,Maharashtra. 022-22660969,
	6. Whether listed company	Yes
	7. Name : Address: Contact details of Registrar and Transfer Agent, if any:	Bigshare Services Pvt. Ltd E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai-400072. Maharashtra. 022- 40430200

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No.	Name	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Section
1	Ventura Securities Limited	C-112/116, Bldg No. 1, Kailash Industrial Complex, Park Site, Off L.B.S. Marg, Vikhroli (W), Mumbai-400079	U67120MH1994PLC082048	Subsidiary	88.29	2(87)(ii)
2	Ventura Commodities Limited	C-112/116, Bldg No. 1, Kailash Industrial Complex, Park Site, Off L.B.S. Marg, Vikhroli (W), Mumbai-400079	U74999MH2002PLC135585	Subsidiary	99.88	2(87)(ii)
3	Ventura Allied Services Private Limited	E- 128, Kailash Industrial Complex, Off L.B.S. Marg, Vikhroli (W), Mumbai-400079	U74120MH2013PTC244159	Subsidiary	99.90	2(87)(ii)
4	Kashmira Investment and Leasing Private Limited	C-112, Bldg No. 1, Kailash Industrial Complex, Park Site, Off L.B.S. Marg, Vikhroli (W), Mumbai-400079	U55993MH1986PTC186364	Associate	49.79	2(6)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2015]				No. of Shares held at the end of the year [As on 31.03.2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1665100	602558	2267658	70.98	1665100	602558	2267658	70.98	0
b) Central Govt	0	0	0	0.00	0	0	0	0	0
c) State Govt(s)	0	0	0	0.00	0	0	0	0	0
d) Bodies Corp.	0	0	0	0.00	0	0	0	0	0
e) Banks / FI	0	0	0	0.00	0	0	0	0	0
f) Any other	0	0	0	0.00	0	0	0	0	0
Total shareholding of Promoter (A)	1665100	602558	2267658	70.98	1665100	602558	2267658	70.98	0
B. Public Shareholding									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00

c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	825500	825500	25.84	0	825500	825500	25.84	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	65642	65642	2.05	0	65642	65642	2.05	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	36000	36000	1.13	0	36000	36000	1.13	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
Trusts	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	927142	927142	29.02	0	927142	927142	29.02	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	927142	927142	29.02	0	927142	927142	29.02	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1665100	1529700	3194800	100.00	1665100	1529700	3194800	100.00	0.00

B) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2015			Shareholding at the end of the year As on 31.03.2016			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Sajid Malik	7,31,500	22.90	0.00	7,31,500	22.90	0.00	0.00
2.	Saroja Malik	5,20,000	16.28	0.00	5,20,000	16.28	0.00	0.00
3.	Hemant Majethia	4,13,600	12.95	0.00	4,13,600	12.95	0.00	0.00
4.	Jai Raju Shroff	2,85,000	8.92	0.00	2,85,000	8.92	0.00	0.00
5.	Vikram R Shroff	1,35,000	4.23	0.00	1,35,000	4.23	0.00	0.00
6.	R D Shroof	90,000	2.82	0.00	90,000	2.82	0.00	0.00
7.	Sandra R Shroff	90,000	2.82	0.00	90,000	2.82	0.00	0.00
8.	Kulinkumar Majethia	1202	0.03	0.00	1202	0.03	0.00	0.00
9.	Vandana Majethia	652	0.02	0.00	652	0.02	0.00	0.00
10.	Jugal Majethia	652	0.02	0.00	652	0.02	0.00	0.00
11.	Raksha Majethia	52	0.00	0.00	52	0.00	0.00	0.00

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

There is no change in Promoters' Shareholding

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

D) Shareholding Pattern of top ten Shareholders:

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

Sr No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2015)		Cumulative Shareholding during the year (As on 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shatatarka Holding Pvt. Ltd.				
	At the beginning of the year	190000	5.95	190000	5.95
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	190000	5.95
2	Phoenix Asset Management Pvt. Ltd.				
	At the beginning of the year	175500	5.49	175500	5.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	175500	5.49
3	Archana Overseas Pvt. Ltd.				
	At the beginning of the year	155000	4.85	155000	4.85
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	155000	4.85
4	Isar Builders Developers Pvt. Ltd.				
	At the beginning of the year	155000	4.85	155000	4.85
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	155000	4.85
5	Neerka Chemicals Pvt. Ltd.				
	At the beginning of the year	150000	4.70	150000	4.70
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	-	-	-	-

	(e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year	-	-	150000	4.70
6	Dwarika Prasad Singh				
	At the beginning of the year	12000	0.38	12000	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	12000	0.38
7	Navroz Katrak				
	At the beginning of the year	12000	0.38	12000	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	12000	0.38
8	Rajendra Dark				
	At the beginning of the year	12000	0.38	12000	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	12000	0.38
9	Ravi Kothari				
	At the beginning of the year	9786	0.31	9786	0.31
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	9786	0.31
10	Ganapathy Vishwanathan				
	At the beginning of the year	6600	0.20	6600	0.20
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	6600	0.20

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares at beginning (01.04.2015) / end of the year (31.03.2016)	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sajid Malik	7,31,500	22.90	7,31,500	22.90
2.	Saroja Malik	5,20,000	16.28	5,20,000	16.28
3.	Hemant Majethia	4,13,600	12.95	4,13,600	12.95
4.	Jaidev Rajnikant Shroff	2,85,000	8.92	2,85,000	8.92
5.	Sandra Rajnikant Shroff	90,000	2.82	90,000	2.82
6.	Ganesh Acharya	10,000	0.31	10,000	0.31
7.	Kulinkumar Majethia	1,202	0.04	1,202	0.04
8.	Sridhar Vaidyanathan	650	0.02	650	0.02

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due		-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year			-	-
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year			-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

NOT APPLICABLE

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		MD	WTD	Executive Director	
		-	-	-	-
	<u>Gross Salary</u>	-	-	-	-
1.	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	b) Value of perquisites u/s. 17(2) of Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary u/s. 17(3) of Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
	<u>Commission</u>	-	-	-	-
4.	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act				

B. Remuneration to other directors

Independent Directors

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Ganesh Acharya	Ashish Nanda	Sridhar Vaidyanathan	
1	Independent Directors				
	Fee for attending board committee meetings	NIL	NIL	NIL	N.A.
	Commission	NIL	NIL	NIL	N.A.
	Others, please specify	NIL	NIL	NIL	N.A.
	Total (1)	NIL	NIL	NIL	N.A.
Other Directors					
SN.	Particulars of Remuneration	Name of Directors			Total Amount
2	Other Non-Executive Directors	Sajid Malik	Saroja Malik	Hemant Majethia	
	Fee for attending board	NIL	NIL	NIL	NA

	committee meetings				
	Commission	NIL	NIL	NIL	NA
	Others, please specify	NIL	NIL	NIL	NA
	Total (2)	NA	NA	NA	NA
	Total (B)=(1+2)	NA	NA	NA	NA
	Total Managerial Remuneration	NIL	NIL	NIL	NA
Other Directors					
SN.	Particulars of Remuneration	Name of Directors			Total Amount
3	Other Non-Executive Directors	Sandra Shroff	Jaidev Shroff	Kulinkumar Majethia	
	Fee for attending board committee meetings	NIL	NIL	NIL	NA
	Commission	NIL	NIL	NIL	NA
	Others, please specify	NIL	NIL	NIL	NA
	Total (2)	NA	NA	NA	NA
	Total (B)=(1+2)	NA	NA	NA	NA
	Total Managerial Remuneration	NIL	NIL	NIL	NA
	Overall Ceiling as per the Act	1% of the net profits of the Company			

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:
NOT APPLICABLE**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Till date we have not deposited any penalties, punishment and compounding of offences under Companies Act, 2013

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

ON BEHALF OF THE BOARD OF DIRECTORS

-Sd-
SAJID MALIK
DIRECTOR

-Sd-
HEMANT MAJETHIA
DIRECTOR

Place: Mumbai
Date: 30.05.2016

ANNEXURE "B" TO DIRECTORS REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2016

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

To,
The Members,
Ventura Guaranty Limited

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

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
 - a) *Company has not appointed Company Secretary and Chief Financial Officer in compliance with the provisions of section 203 (4)*
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: ***Not applicable to the Company during the Audit period***
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: ***Not Applicable to the Company during the Audit Period***
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999: ***Not Applicable to the Company during the Audit Period.***
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 : ***Not Applicable to the Company during the Audit Period***
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: : ***Not Applicable to the Company during the Audit Period***
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: : ***Not Applicable to the Company during the Audit Period***
- (VI) Reserve Bank of India Act, 1934 and RBI Directions and Guidelines as applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(Not notified hence not applicable to the Company during the audit period).

- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

Not complied with clause 47 in respect of Appointment of Company Secretary

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

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of

Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views if any are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Roy Jacob & Co**
Company Secretary

Place: Mumbai
Date: 30.05.2016

(Roy Jacob)
Sd/-
Proprietor
ACS No.18815
C P No.: 8220

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A": Subsidiaries**

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

Sr.no	Particulars			
1.	Name of the subsidiary	Ventura Securities Ltd	Ventura Allied Services Pvt Ltd	Ventura Commodities Ltd
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-	-	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-	-	-
4.	Share capital	55,491,600	10,100,000	995,000
5.	Reserves & surplus	607,219,354	(11,055,677)	57,537,037
6.	Total assets	2,112,504,362	343,344,878	331,715,198
7.	Total Liabilities	2,112,504,362	344,300,555	331,715,198
8.	Investments	26,789,038	0.00	0.00
9.	Turnover	1,015,629,959	31,302,323	100,259,630
10.	Profit before taxation	166,133,424	(11,687,748)	(5,212,646)
11.	Provision for taxation	58,471,971	(602,898)	(1,583,060)
12.	Profit after taxation	86,503,653	(11,084,850)	(3,629,586)
13.	Proposed Dividend	8,878,656	0.00	0.00
14.	Interim Dividend Paid	5,549,160	0.00	0.00
15.	% of shareholding	88.29%	0.00	0.00

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries which have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

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

Name of associates/Joint Ventures	Kashmira Investment & Leasing Pvt Ltd
Latest audited Balance Sheet Date	31/03/2016
.Shares of Associate/Joint Ventures held by the company on the year end No.	497,900
Amount of Investment in Associates/Joint Venture	9,958,000
Extend of Holding %	49.79
Description of how there is significant influence	Holding 20% or more of the total Share capital
Reason why the associate/joint venture is not consolidated	NIL
Net worth attributable to shareholding as per latest audited Balance Sheet	19,439,716
Profit/Loss for the year	3,400,995
Considered in Consolidation	Yes
Not Considered in Consolidation	NIL

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

ON BEHALF OF THE BOARD OF DIRECTORS

-Sd-
SAJID MALIK
DIRECTOR

-Sd-
HEMANT MAJETHIA
DIRECTOR

Place: Mumbai
Date: 30.05.2016

Annexure "C".

Form No. AOC-2

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

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

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

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

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

Sr. no	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions , including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any
1	Ventura Securities Limited	Demat Charges Paid	01/04/2015 to 31/03/2016	1,182	-	-	-
2	Ventura Securities Limited	Dividend Received	01/04/2015 to 31/03/2016	12,737,816	-	-	-
3	Sajid Malik	Dividend Paid	01/04/2015 to 31/03/2016	1,755,600	-	-	-
4	Hemant Majethia	Dividend Paid	01/04/2015 to 31/03/2016	992,640	-	-	-
5	Saroja Malik	Dividend Paid	01/04/2015 to 31/03/2016	1,248,000	-	-	-

ON BEHALF OF THE BOARD OF DIRECTORS

-Sd-
SAJID MALIK
DIRECTOR

-Sd-
HEMANT MAJETHIA
DIRECTOR

Place: Mumbai
Date: 30.05.2016

INDEPENDENT AUDITOR'S REPORT

To the Members of
Ventura Guaranty limited

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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



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

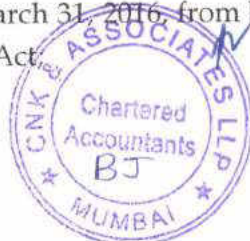
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.



- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure B"; and
- (g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long term contracts, including derivative contracts for which there were any material foreseeable losses;
 - iii. During the year under audit, the Company was not required to transfer any amount to Investor Education and Protection Fund.

For CNK & Associates LLP
Chartered Accountants
Firm Registration Number: 101961W



Hiren Shah
Partner
Membership Number: 100052
Mumbai, dated 30th May, 2016



Annexure 'A' to the Independent Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- i) (a) The Company is maintaining proper records showing full particulars, including quantitative details, and situation of fixed assets;
- (b) As per the information and explanations given to us, the management carries out the physical verification of the fixed assets in accordance with the phased programme of verification of all assets, as informed, no material discrepancies were noticed on such verification.
- (c) As per the information and explanations given to us, there is no immovable property held in the name of the Company.
- ii) (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures for the physical verification of inventories followed by management are reasonable and adequate in relation to the size of the Company and the nature of its business
- (c) In our opinion and according to the information and explanations given to us the Company is maintaining proper records of inventories. Discrepancies noticed on physical verification of inventories were not material and the same have been properly dealt with in the books of account;
- iii) As per the information and explanations given to us, the Company has not granted any loans secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly provisions of clause (iii)(a), (iii)(b) and (iii)(c) of paragraph 3 of the order are not applicable to the Company;
- iv) The company being a Non-Banking Financial Company engaged in the business of financing, provision of section 185 & 186 of the Companies Act, 2013 is not applicable.
- v) In our opinion and as explained to us, the Company being Non-Banking Financial Company, provisions of Section 73 to 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014 and other relevant provisions of the Companies Act are not applicable.



- vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of Companies Act, 2013.
- vii) a. According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues. There are no undisputed statutory dues outstanding as at 31st March 2016, for a period of more than six months from the date they became payable;
- b. According to the records of the Company, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, which have not been deposited on account of disputes.
- viii) Based on the information and explanations given to us and also according to the records of the Company, the Company does not have any borrowings from financial institutions or banks or by way of debentures.
- ix) The Company did not raise any money by way of Initial Public Offer or Further Public Offer (Including debt instruments) during the year. In our opinion and according to the information and explanation given to us, the company did not raise any money by way of term loan during the year.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) According to the information and explanations given to us, the company has not paid or provided for any managerial remuneration during the year. Accordingly, paragraph 3(xi) of the order is not applicable to the Company.
- xii) In our opinion the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and appropriate details have been disclosed in the financial statements as required by the applicable accounting standard.
- xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the order is not applicable to the Company.



- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable to the Company.
- xvi) In our opinion and according to the information and explanations given to us, the Company has obtained Certificate of registration required under section 45-IA of the Reserve Bank of India Act, 1934.

For CNK & Associates LLP
Chartered Accountants
Firm Registration Number: 101961W



Hiren Shah
Partner

Membership Number: 100052
Mumbai, dated 30th May, 2016



Annexure 'B' to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016.

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

We have audited the internal financial controls over financial reporting of Ventura Guaranty Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the "Guidance Note") and the Standards on auditing specified under Section 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For CNK & Associates LLP
Chartered Accountants
Firm's Registration No. 101961W


Hiren Shah
Partner

Membership Number: 100052
Mumbai, dated 30th May, 2016



VENTURA GUARANTY LIMITED
BALANCE SHEET AS AT 31ST MARCH 2016

	Note No.	As at March 31, 2016 Amount (in ₹)	As at March 31, 2015 Amount (in ₹)
I. EQUITY AND LIABILITIES			
1) Shareholders' Funds			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	<u>37,413,359</u>	<u>28,319,934</u>
		69,361,359	60,267,934
2) Current Liabilities			
A) Other Current Liabilities	5	200,031	57,696
B) Short Term Provisions	6	<u>-</u>	<u>7,667,520</u>
		200,031	7,725,216
Total		<u><u>69,561,390</u></u>	<u><u>67,993,150</u></u>
II. ASSETS			
1) Non-Current Assets			
A) Fixed Assets			
(i) Tangible assets	7	-	-
B) Non-Current Investments	8	63,045,400	66,045,400
C) Deferred Tax Asset (Net)	9	55,969	62,732
2) Current Assets			
A) Cash and Cash equivalents	10	6,446,826	1,419,058
B) Other Current Assets	11	<u>13,195</u>	<u>465,960</u>
		6,460,021	1,885,018
Total		<u><u>69,561,390</u></u>	<u><u>67,993,150</u></u>

III. Notes forming integral part of the Financial Statements 1 to 19

As per our Report of even date attached
For and on behalf of
CNK & Associates LLP
Chartered Accountants
Firm Registration No: 101961W

Hiren Shah
(Partner)
Membership No. 100052
Place : Mumbai
Dated : 30th May 2016



For and on behalf of
Ventura Guaranty Limited

Hemant Majethia
(Director)

Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May 2016

VENTURA GUARANTY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

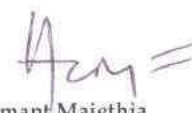
	Note No.	As at March 31, 2016 Amount (in ₹)	As at March 31, 2015 Amount (in ₹)
I. Revenue from Operations	12	-	77,361
II. Other Income	13	12,754,724	8,594,162
III. Total Revenue (I + II)		12,754,724	8,671,523
IV. EXPENSES			
i) Other Expenses	14	3,649,567	363,598
Total		3,649,567	363,598
V. PROFIT BEFORE TAX (III - IV)		9,105,157	8,307,925
VI. TAX EXPENSES :			
Current Tax		-	142,000
Deferred Tax Provision/ (Benefit)		6,764	7,611
Tax Adjustments in respect of earlier years		4,968	(71,256)
VII. PROFIT AFTER TAX (V - VI)		9,093,425	8,229,570
VIII. Earning per Share (Equity Share, par value of Rs 10 each)	18		
Basic		2.85	2.58
Diluted		2.85	2.58
IX. Notes forming integral part of the Financial Statements	1 to 19		

As per our Report of even date attached
For and on behalf of
CNK & Associates LLP
Chartered Accountants
Firm Registration No: 101961W


Hiren Shah
(Partner)
Membership No. 100052
Place : Mumbai
Dated : 30th May 2016



For and on behalf of
Ventura Guaranty Limited


Hemant Majethia
(Director)


Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May 2016

VENTURA GUARANTY LIMITED

Cash Flow Statement for the year ended on 31st March 2016

Particulars	31st March 2016 Amount (in ₹)	31st March 2015 Amount (in ₹)
A. Cash Flow from Operating activities		
Net Profit before tax and extra-ordinary Items	9,105,157	8,307,924
<u>Adjustments for:</u>		
Depreciation	-	-
Provision for Diminution in Value of Investments	3,000,000	-
Dividend received	(12,738,116)	(7,840,934)
Operating profit Before working capital changes	(632,959)	466,990
Adjustment for:		
Other Current Assets	297,685	(8,060)
Trade Payables and Other Liabilities	(7,525,185)	22,781
Cash generated from Operations	(7,860,459)	481,711
Tax received/(paid) (Net)	150,111	(257,375)
Net Cash from Operating Activities	(7,710,348)	224,336
B. Cash Flow from investing activities		
Dividend Paid		(7,667,520)
Dividend received/(Paid)	12,738,116	7,840,934
Net Cash from Investing Activities	12,738,116	173,414
C. Cash Flow from Financing Activities		
Loan Repayment	-	-
Net increase/(decrease) in Cash and cash equivalents	5,027,768	397,750
Cash and Cash equivalents at beginning of period	1,419,058	1,021,307
Cash and Cash equivalents at end of period	6,446,826	1,419,058
Cash and Cash Equivalents comprise		
Cash in Hand	59,549	65,477
Balance with Banks	6,387,277	1,353,581
Cash and Cash Equivalents as at the end of the year	6,446,826	1,419,058

CNK & Associates LLP
Chartered Accountants
Firm Registration No: 101961W

Hiren Shah
(Partner)
Membership No. 100052
Place : Mumbai
Dated : 30th May 2016



For and on behalf of
Ventura Guaranty Limited

Hemant Majethia
(Director)

Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May 2016

VENTURA GUARANTY LIMITED

NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Notes:

1. **Company Background**

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

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 accordance with the prudential norms as per RBI notification no. DNBR.008/ CGM (CDS) - 2015 dated March 27, 2015 which is applicable to non-banking financial company and are in compliance with the applicable Accounting Standards notified under section 133 of the Companies Act 2013, read along with Rule 7 of the Companies (Accounts) Rules 2014 and other generally accepted accounting principles. The accounting policies have been consistently complied by the company, and except wherever otherwise stated, are consistent with those used in the previous year.

b) **Use of Estimates**

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

c) **Revenue Recognition**

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



A handwritten signature in blue ink, consisting of a stylized 'V' followed by a long horizontal stroke and a vertical stroke.

VENTURA GUARANTY LIMITED

d) Fixed Assets

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

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

e) Depreciation / Amortization of Fixed Assets

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

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

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

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

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) Loans and Advances

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

- (i) Standard assets,
- (ii) Sub-standard assets,
- (iii) Doubtful assets, and
- (iv) Loss assets.



VENTURA GUARANTY LIMITED

i) **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.

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

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

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

k) **Provisions, Contingent Liabilities and Contingent Assets**

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

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

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

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

Contingent Assets are neither recognized nor disclosed.



A handwritten signature in blue ink, consisting of stylized initials.

l) **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.

m) **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.



A handwritten signature in blue ink, consisting of a stylized 'A' followed by a large, sweeping flourish.

VENTURA GUARANTY LTD
NOTES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2016

NOTE 3: SHARE CAPITAL

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Authorised Shares: 10,000,000 Equity Shares of ₹ 10/- each (Previous Year 10,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued, Subscribed and Paid up Share Capital: 3,194,800 Equity shares of ₹ 10/- each fully paid up (Previous Year 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
	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 31.03.2016		Equity Shares 31.03.2015	
	Number	Amount	Number	Amount
	Shares outstanding at the beginning of the year Add: Shares Issued during the year	3,194,800	31,948,000	3,194,800
Shares outstanding at the end of the year	3,194,800	31,948,000	3,194,800	31,948,000

B] Terms/Rights attached to Equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

(in ₹)

Class of Shares/Name of the Shareholders	As at March 31, 2016		As at March 31, 2015	
	% of No. of Shares held	No. of Shares held	% of No. of Shares held	No. of Shares held
Sajid Malik	22.90	731,500	22.90	731,500
Saroja Malik	16.28	520,000	16.28	520,000
Hemant Majethia	12.95	413,600	12.95	413,600
Jai R. Shroff	8.92	285,000	8.92	285,000
Shatatarka Holding Pvt. Ltd.	5.95	190,000	5.95	190,000
Phoenix Asset Management Pvt. Ltd.	5.49	175,500	5.49	175,500



Handwritten signature in blue ink.

VENTURA GUARANTY LTD
NOTES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2016

NOTE 4: RESERVES AND SURPLUS

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Reserve Fund u/s. 45IC of RBI Act		
Balance as per last Balance Sheet	3,540,000	1,890,000
Add: transfer for the year	1,820,000	1,650,000
Closing Balance	5,360,000	3,540,000
General Reserve		
Opening Balance	1,230,000	400,000
Add: Transfer during the year	910,000	830,000
Closing Balance	2,140,000	1,230,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per financial statements	23,549,933	25,467,884
Add: Profit for the year	9,093,425	8,229,569
Less: Appropriations		
Proposed Dividend	-	7,667,520
Tax on Proposed Dividend	-	-
Amount transferred to General Reserve	910,000	830,000
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,820,000	1,650,000
Net Surplus in the statement of profit and loss	29,913,358	23,549,933
	37,413,358	28,319,933

NOTE 5: OTHER CURRENT LIABILITIES

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Other Payables	182,991	57,696
Unpaid Dividend	17,040	-
	200,031	57,696

NOTE 6: SHORT TERM PROVISIONS

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
(a) Others		
Proposed Dividend	-	7,667,520
	-	7,667,520



Handwritten signatures in blue ink.

VENTURA GUARANTY LTD
NOTES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2016

NOTE 8: NON-CURRENT INVESTMENTS

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Non Trade Investments:		
In Equity Instruments:		
A) Unquoted (Valued at cost unless otherwise stated)		
Subsidiary :		
Ventura Securities Limited	48,991,600	48,991,600
4,899,160 (Previous Year 4,899,160) Equity Shares of ₹ 10/-each fully paid up		
Associates :		
Kashmira Investments and Leasing Private Limited	9,958,000	9,958,000
497,900 (Previous Year 497,900) Equity Shares of ₹ 10/-each fully paid up		
Others :		
Associated Hotels Limited	492,800	492,800
17,600 (Previous Year 17,600) Equity Shares of ₹ 10/-each fully paid up		
Nivi Trading Limited	603,000	603,000
50,000 (Previous Year 50,000) Equity Shares of ₹ 10/-each fully paid up		
(A)	60,045,400	60,045,400
B) Unquoted (Valued at realisable value unless otherwise stated)		
Multiflex Lamiprint Limited	6,000,000	6,000,000
600,000 (Previous Year 600,000) Equity Shares of ₹ 10/-each fully paid up		
Less : Provision for Diminution in Value of Investments	(3,000,000)	-
(B)	3,000,000	6,000,000
(A) + (B)	63,045,400	66,045,400
Notes:		
1. (a) Aggregate of Quoted Investments:		
Cost	-	-
Market Value	-	-
(b) Aggregate of Unquoted Investments:		
Cost	66,045,400	66,045,400
(c) Aggregate provision for diminution in value of investments	3,000,000	-

Note: In the opinion of the management, there is no diminution in the value of investments other than temporary in nature except in the investment in Multiflex Lamiprint Limited as stated above.

NOTE 9: DEFERRED TAX ASSETS (Net)

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
<u>Deferred Tax Assets</u>		
Depreciation	55,968	62,732
	55,968	62,732

NOTE 10: CASH AND BANK BALANCES

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Cash and Cash Equivalents		
Cash on Hand	59,549	65,477
Balances with Banks	6,387,277	1,353,581
	6,446,826	1,419,058



VENTURA GUARANTY LIMITED

NOTE 7 : FIXED ASSETS

Sr. No.	Description of Asset	Gross Block		Depreciation		Net Block	
		Cost as on 01/04/2015 (in ₹)	Cost as on 31/03/2016 (in ₹)	As at 01/04/2015 (in ₹)	For the period (in ₹)	As at 31/03/2016 (in ₹)	As on 31/03/2015 (in ₹)
A	TANGIBLE ASSETS						
	Furniture & Fitting	1,587,211	1,587,211	1,587,211	-	1,587,211	-
	Vehicles	2,349,475	2,349,475	2,349,475	-	2,349,475	-
	Total	3,936,686	3,936,686	3,936,686	-	3,936,686	-
	Previous Year	3,936,686	3,936,686	3,936,686	-	3,936,686	-



VENTURA GUARANTY LTD
NOTES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2016

NOTE 11 : OTHER CURRENT ASSETS

(in ₹)

Particulars	As at March 31, 2016 Amount	As at March 31, 2015 Amount
Other Advances	10,375	308,060
Advance Income Tax (Net of Provision)	2,820	157,900
	13,195	465,960

NOTE 12: REVENUE FROM OPERATIONS

(in ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Income from Interest	-	77,361
	-	77,361

NOTE 13: OTHER INCOME

(in ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Dividend Income:		
Long term Investments	12,738,116	7,840,934
Other non-operating income	16,608	53,228
Other Income	-	700,000
	12,754,724	8,594,162

NOTE 14: OTHER EXPENSES

(in ₹)

Particulars	For the year ended 31 March, 2016	For the year ended 31 March, 2015
Legal and Professional Fees	111,456	108,086
Listing Fee	228,000	112,360
Membership Fees	-	6,741
Provision for Diminution in Value of Long Term Investments	3,000,000	-
Advertisement Expenses	108,299	103,426
Payment to auditor		
For Statutory Audit	135,000	7,500
For Income Tax matters	-	7,500
For Other Services	45,000	5,000
Other Expenses	21,812	12,985
	3,649,567	363,598



Handwritten signatures and initials.

VENTURA GUARANTY LIMITED

15. **Contingent liabilities and Commitments**

a) Contingent liabilities

Corporate Guarantees issued on behalf of Ventura Securities Ltd., a Subsidiary Company of ₹902,500,000/- (P. Y. ₹ 852,000,000/-)

16. **Related Party Transactions**

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

i) Names of Related parties and description of relationship

I)	Subsidiary Company	a) Ventura Securities Limited
II)	Step-Down Subsidiary	a) Ventura Commodities Limited b) Ventura Insurance brokers Ltd (upto 28.10.2015) c) Ventura Allied Services Private Limited
III)	Associate Enterprise	a) Kashmira Investments and Leasing Private Limited
IV)	Key Management Personnel	a) Mr. Hemant Majethia b) Mr. Sajid Malik
V)	Relatives of Key Management Personnel	a) Mrs. Saroja Malik

ii) Details of Transactions with the Related Parties

	Nature Of Transaction	Subsidiary Company	Associate Enterprise
		Amount (₹)	Amount (₹)
1	Demat Charges Paid: Ventura Securities Limited	1,182 (1,012)	
2	Dividend Received: Ventura Securities Limited	12,737,816 (7,838,656)	
3	Dividend Paid Sajid Malik Hemant Majethia Saroja Malik	1,755,600 (1,755,600) 992,640 (992,640) 1,248,000 (1,248,000)	



Handwritten signatures and initials.

VENTURA GUARANTY LIMITED

17. Earnings Per share:

Basic and Diluted	31 st March 2016	31 st March 2015
Number of equity shares of ₹ 10/-	3,194,800	3,194,800
Weighted average no. of equity shares outstanding	3,194,800	3,194,800
Number of Equity Shares after potential dilution	3,194,800	3,194,800
Weighted average no. of equity shares outstanding after potential dilution	3,194,800	3,194,800
Net profit after tax (basic)	9,093,425	8,229,570
Net profit after tax (diluted)	9,093,425	8,229,570
Basic earnings per share (₹)	2.85	2.58
Diluted earnings per share (₹)	2.85	2.58
Nominal Value per share (₹)	10	10

18. Segmental Reporting

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

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

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

Signature to Notes 1 to 19
As per our Report of even date attached

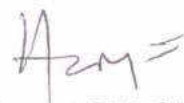
For and on behalf of
CNK & ASSOCIATES LLP
Chartered Accountants
Firm Registration No. 101961W


Hiren Shah
Partner

Membership No: 100052
Place : Mumbai
Dated : 30th May 2016



For and on behalf of
Ventura Guaranty Limited


Hemant Majethia
(Director)

Place : Mumbai
Dated : 30th May 2016


Sajid Malik
(Director)

Independent Auditors' Report

To the Members of,
Ventura Guaranty Limited

Report on the Consolidated Financial Statements
To the Board of Directors of Ventura Guaranty Limited

We have audited the accompanying consolidated financial statements of **Ventura Guaranty Limited** ("the Holding Company"), its Subsidiaries (the Holding Company, its subsidiaries together referred to as the "Group") and its Associate, comprising the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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



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

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company, the subsidiary companies and Associate incorporated in India none of the directors of the Group Companies, incorporated in India is disqualified as on 31st March, 2016 from being appointed as a director of that company in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding company and the operating effectiveness of such controls, refer to our report in "Annexure A"
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its Associate - Refer Note 27(a)(iii) to the consolidated financial statements.
 - ii. The Group and its Associate did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Companies.

For & on behalf of

CNK & Associates LLP

Chartered Accountants

Firm Registration No: 101961W


Hiren Shah

Partner

Membership No: 100052

Place: Mumbai

Date: 30th May, 2016



Annexure 'A' to the Independent Auditor's Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of **Ventura Guaranty Limited** ("the Holding Company"), its subsidiaries and its Associate which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For CNK & Associates LLP
Chartered Accountants
Firm Registration No: 101961W


Hiren Shah
Partner
Membership No: 100052



Place: Mumbai
Date: 30th May, 2016

VENTURA GUARANTY LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2016

	Note No.	31st March 2016 Amount ₹	31st March 2015 Amount ₹
I. EQUITY & LIABILITIES			
1) Shareholders' Funds			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	623,987,393	557,590,079
		<u>655,935,393</u>	<u>589,538,079</u>
2) Minority Interest		81,987,865	75,588,194
3) Non-Current Liabilities			
A) Long Term Borrowings	5	283,690,423	-
B) Other Long Term Liabilities	6	72,313,790	55,509,776
C) Long Term Provisions	7	28,306,390	24,942,280
		<u>384,310,603</u>	<u>80,452,056</u>
4) Current Liabilities			
A) Short Term Borrowings	8	112,387,599	-
B) Trade Payables	9	1,353,135,572	1,423,523,572
C) Other Current Liabilities	10	169,328,564	134,030,919
D) Short Term Provisions	11	6,490,169	13,701,741
		<u>1,641,341,904</u>	<u>1,571,256,233</u>
Total		<u>2,763,575,765</u>	<u>2,316,834,562</u>
II. ASSETS			
1) Non-Current Assets			
A) Fixed Assets	12		
(i) Tangible Assets		353,053,208	59,654,459
(ii) Intangible Assets		13,853,298	6,749,314
(iii) Capital work-in-progress		56,154,216	3,673,137
		<u>423,060,722</u>	<u>70,076,910</u>
B) Non-Current Investments	13	30,135,516	45,224,852
C) Deferred Tax Asset (Net)	14	15,974,281	13,768,578
D) Long Term Loans and Advances	15	161,779,570	94,320,848
2) Current Assets			
A) Current Investments	16	63,980	-
B) Trade Receivables	17	615,071,363	611,570,736
C) Cash and Bank Balances	18	1,414,805,000	1,369,150,947
D) Short Term Loans and Advances	19	67,135,541	77,250,143
E) Other Current Assets	20	35,549,792	35,471,548
		<u>2,132,625,676</u>	<u>2,093,443,374</u>
Total		<u>2,763,575,765</u>	<u>2,316,834,562</u>

III. Notes forming integral part of the Financial Statements

1 to 42

As per our Report of even date attached

For and on behalf of

CNK & Associates LLP

Chartered Accountants

Firm Registration No: 101961W

Hiren Shah
(Partner)

Membership No. 100052

Place : Mumbai

Dated : 30th May, 2016



For and on behalf of
Ventura Guaranty Limited

Hemant Majethia
Director

Sajid Malik
Director

Place : Mumbai

Dated : 30th May, 2016

VENTURA GUARANTY LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

	Note No.	31st March 2016 Amount ₹	31st March 2015 Amount ₹
I. Revenue from Operations	21	1,003,364,934	950,809,671
II. Other Income	22	112,313,317	108,062,400
III. Total Revenue (I + II)		<u>1,115,678,251</u>	<u>1,058,872,071</u>
IV. EXPENSES			
i) Operating Expenses	23	215,326,863	277,558,220
ii) Employee Benefit Expenses	24	375,282,216	338,862,767
iii) Finance Cost	25	46,633,035	11,796,391
iv) Depreciation/ Amortisation	12	34,966,682	22,611,930
v) Other Expenses	26	310,895,972	247,038,141
Total		<u>983,104,768</u>	<u>897,867,450</u>
V. PROFIT BEFORE TAX (III - IV)		132,573,483	161,004,621
VI. TAX EXPENSES			
Current Tax		58,500,000	58,953,000
Deferred Tax Provision/ (Benefit)		(2,205,703)	(4,914,847)
Tax Adjustments in respect of earlier years		3,448	(246,221)
VII. PROFIT AFTER TAX (V - VI)		<u>76,275,738</u>	<u>107,212,689</u>
Less: Share of Minority		7,574,280	10,872,319
Add: Share of Profit/(Loss) of Associate		1,148,464	1,973,681
VIII. PROFIT FOR THE YEAR (after adjustment for Minority Interest and Associate)		<u>69,849,922</u>	<u>98,314,051</u>
IX. Earning per Share (Equity Share, par value of ₹ 10 each)	40		
Basic		21.86	30.77
Diluted		21.86	30.77
X. Notes forming integral part of the Financial Statements	1 to 42		

As per our Report of even date attached

For and on behalf of

CNK & Associates LLP

Chartered Accountants

Firm Registration No: 101961W

Hiren Shah
(Partner)

Membership No. 100052

Place : Mumbai

Dated : 30th May, 2016



For and on behalf of

Ventura Guaranty Limited

Hemant Majethia
Director

Sajid Malik
Director

Place : Mumbai

Dated : 30th May, 2016

VENTURA GUARANTY LIMITED
Consolidated Cash Flow Statement for the year ended 31st March 2016

Particulars	31st March 2016	31st March 2015
	Amount	Amount
	₹	₹
A. Cash Flow from Operating activities		
Net profit after tax	69,849,922	98,314,051
Adjustments for:		
Tax	56,297,745	53,791,932
Net Profit before tax and extraordinary Items	126,147,667	152,105,983
Adjustments for :		
Depreciation	34,966,682	22,611,930
Profit on sale of Securities	(1,500,738)	(115,574)
Wealth Tax Expenses	-	88,000
Share of Minority	7,574,280	10,872,319
Share of Profit of Associate company	(1,148,464)	(1,973,681)
(Profit) / Loss on Assets Sold/Scrapped	15,682	21,982
Provision for Diminution in Value of Investments	16,237,800	-
Dividend received on Current Investments	(560)	(2,486)
Interest paid	34,916,026	2,065,156
Interest received	(108,414,041)	(105,743,451)
Operating profit before working capital changes	108,794,333	79,930,179
Adjustment for:		
Inventories	-	762,054
Trade Receivables	(3,500,627)	(246,528,654)
Loans and Advances	(57,344,120)	(49,808,572)
Other Current Assets	297,685	(8,060)
Trade Payables and Other Liabilities	(18,286,341)	456,874,373
Provisions	(6,693,579)	(2,691,566)
Cash generated from Operations	23,267,352	238,529,755
Tax paid (Net)	(60,849,007)	(57,806,300)
Net Cash from Operating Activities	(37,581,655)	180,723,455
B. Cash Flow from investing activities		
Purchase of Fixed Assets	(388,020,252)	(43,004,820)
Purchase of Securities	(95,499,361)	(1,205,749)
Sale of Fixed Assets	54,074	218,200
Sale of Securities	96,936,119	1,321,321
Interest received	110,382,270	101,259,958
Dividend received on Current Investments	560	2,486
Net Cash from Investing Activities	(276,146,590)	58,591,395
C. Cash Flow from Financing Activities		
Interest paid	(34,916,026)	(2,065,156)
Interim Dividend Payout	(1,779,698)	-
(Repayment)/Proceeds of Long Term Loan	396,078,022	(66,324)
Net Cash from Financing Activities	359,382,298	(2,131,480)
Net Increase in Cash & Cash Equivalents [A+B+C]	45,654,053	237,183,371
Net increase in Cash and Cash equivalents	45,654,053	237,183,371
Cash and Bank balances at beginning of period	1,369,150,947	1,131,967,576
Cash and Bank balances at end of period	1,414,805,000	1,369,150,947
Cash & Bank Balance comprise		
Cash in Hand	515,506	402,037
Balance with Banks	1,414,289,494	1,368,748,910
- includes fixed deposits of ₹ 1,099,911,503/- (Previous Year ₹ 768,935,871/-)		
(Fixed deposits includes earmarked deposits against Bank Guarantee and Security/Margin deposits is ₹ 1,041,732,581/- Previous Year ₹ 760,215,236/-)		
Cash & Cash Equivalents as at the end of the year	1,414,805,000	1,369,150,947

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

CNK & Associates LLP
Chartered Accountants
Firm Registration No: 101961W

Hiren Shah
(Partner)
Membership No. 100052
Place : Mumbai
Dated : 30th May, 2016



For and on behalf of
Ventura Guaranty Limited

Hemant Majethia
(Director)

Sajid Malik
(Director)

Place : Mumbai
Dated : 30th May, 2016

VENTURA GUARANTY LIMITED

NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Notes:

1. Basis of Consolidation

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

M



VENTURA GUARANTY LIMITED

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

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 st March 2016	Extent of holding as on 31 st March 2015
Ventura Securities Limited	Subsidiary	India	82.29%	82.29%
*Jivanta Advisory Services Limited (Erstwhile know as Ventura Insurance Brokers' Limited upto 28/10/2015)	Step down Subsidiary	India	100%	100%
**Ventura Allied Services Private Limited	Step down Subsidiary	India	100%	100%
**Ventura Commodities Limited	Step down Subsidiary	India	100%	100%

* Ventura Securities Limited holds the entire share capital of Jivanta Advisory Services Limited upto 28/10/2015.

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

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

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 st March 2016
Kashmira Investment and Leasing Private Limited	Associate	India	49.79%

2. Significant Accounting Policies

a) Basis for preparation of consolidated financial statements

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

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.

(Handwritten signature)



VENTURA GUARANTY LIMITED

c) Revenue Recognition

1. Revenue

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

d) Tangible Assets

Tangible Assets are stated at cost of acquisition less accumulated depreciation / amortization. Cost of acquisition includes taxes, duties and other incidental expenses related to acquisition and installation of the concerned assets. Motor Cars acquired under hire purchase agreement are capitalized to the extent of its principal value, whereas the interest element is expensed when paid.

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

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

e) Intangible Assets

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

f) Depreciation / Amortization of Fixed Assets

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

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

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



VENTURA GUARANTY LIMITED

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

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

Useful lives of the assets are estimated as follows:

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

- On tangible assets of one of the Subsidiary Company, where depreciation on fixed assets is provided using the written-down-value (WDV) method as per the useful life prescribe in schedule II to the Companies Act, 2013.
- The same method is consistently adopted from year to year in the above subsidiary companies.

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

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

- Assets costing below ₹ 5000/- are entirely depreciated in the year of acquisition.
- Depreciation / amortization on assets purchased / sold during the year are provided on pro rata basis with reference to date of installation / disposal.

g) Impairment of assets

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

h) Investments

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



VENTURA GUARANTY LIMITED

i) Loans and Advances

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

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

j) Employee Benefits

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

k) Inventories

Inventories are valued at lower of cost or net realisable value

l) Foreign Currency Transactions

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

m) Earnings per share

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

Handwritten signature or initials.



VENTURA GUARANTY LIMITED

n) **Taxation**

a. **Current Tax**

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

b. **Deferred Tax**

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

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

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

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

o) **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 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 recognized nor disclosed.

p) **Cash and Cash Equivalents**

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

q) **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

24



VENTURA GUARANTY LIMITED
NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016
NOTE 3: SHARE CAPITAL

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Authorised Share Capital: 10,000,000 Equity Shares of ₹ 10/- each (Previous Year 10,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	100,000,000	100,000,000
Issued, Subscribed and Paid up Share Capital: 3,194,800 Equity Shares of ₹ 10/- Fully paid up (Previous Year. 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
	31,948,000	31,948,000
Total	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	As on 31.03.2016		As on 31.03.2015	
	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.

The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2016 the amount of dividend per share recognized as distributions to equity shareholders was ₹ NIL per share (Previous Year ₹ 2.40/- per share). The total dividend appropriation for the year ended March 31, 2016 amounted to ₹ NIL (Previous Year ₹ 7,667,520) including dividend distribution tax.

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

Class of Shares/Name of the Shareholders	As on 31.03.2016		As on 31.03.2015	
	% 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



VENTURA GUARANTY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 4: RESERVES AND SURPLUS

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Securities Premium Account	51,647,612	51,647,612
Capital Reserve (on consolidation)	51,938,992	51,938,992
General Reserve		
Opening Balance	38,111,692	32,514,220
Add: Transfer for the year	5,310,000	6,230,000
Less: Minority Interest	515,393	632,528
Closing Balance	42,906,299	38,111,692
Reserve Fund u/s. 45IC of RBI Act		
Opening Balance	3,540,000	1,890,000
Add: transfer for the year	1,820,000	1,650,000
Closing Balance	5,360,000	3,540,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last Balance Sheet	412,351,783	338,188,200
Add: Profit for the year	69,849,922	98,314,051
Less: Additional depreciation (net of tax ₹3,596,408/-) pursuant to enactment of Schedule II of Companies Act, 2013. (Refer Note 24(b))	-	6,795,431
Less: Appropriations		
Proposed Dividend	-	7,667,520
Tax on Proposed Dividend	2,937,215	1,807,517
Amount transferred to General Reserve	5,310,000	6,230,000
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,820,000	1,650,000
Net Surplus in the Statement of Profit and Loss	472,134,490	412,351,783
Total	623,987,393	557,590,079

NOTE 5: LONG-TERM BORROWINGS

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Secured		
Long Term Borrowings from Financial Institutions (Vehicle loans under vehicle finance from financial institutions amount to ₹66,324/- carrying interest rate 9.26% p.a. is repayable in EMI's and fully secured by hypothecation of vehicle acquired by utilising the said loan.)	283,690,423	-
Total	283,690,423	-

NOTE 6: OTHER LONG-TERM LIABILITIES

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Deposits from Business Associates and Clients	72,313,790	55,509,776
Total	72,313,790	55,509,776



VENTURA GUARANTY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 7: LONG TERM PROVISIONS

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Provision for Employee Benefits (Refer Note No. 35)		
Gratuity	26,067,658	23,079,551
Compensated Absence	2,238,732	1,862,729
Total	28,306,390	24,942,280

NOTE 8: SHORT-TERM BORROWINGS

Particulars		As on 31.03.2015
Secured Loans		
Bank Over Draft	90,135,479	-
Current maturities of Long- Term Borrowings	22,252,120	
Total	112,387,599	-

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

NOTE 9: TRADE PAYABLES

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Trade and Margin Money	1,328,700,505	1,400,618,301
Sundry Creditors	24,435,067	22,905,271
Total	1,353,135,572	1,423,523,572

NOTE 10: OTHER CURRENT LIABILITIES

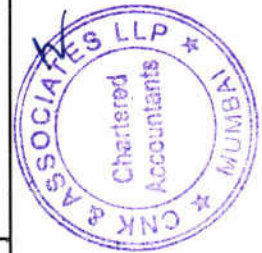
(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Current maturities of long-term debt [refer note (a) below]	-	66,324
Trade Deposits	115,902,852	105,668,721
Sundry Creditors	1,826,230	-
Other Payables	38,197,531	28,295,874
Book Over Draft	13,384,911	-
Unpaid Dividend	17,040	-
Total	169,328,564	134,030,919
Other Payables Includes:		
Statutory Liabilities	12,761,157	13,214,162
Stock Exchange Dues	1,561,844	1,391,938

4



SR. NO.	Description of Asset	Gross Block				Depreciation				Net Block	
		As at 01-04-15 ₹	Additions	Sales / Deletion / Capitalised	As at 31-03-15 ₹	As at 01-04-15 ₹	Fully Depreciated as per New Rate	Depreciation Sales / Deletion	For the period	As at 31-03-16 ₹	As at 31-03-15 ₹
A	TANGIBLE ASSETS										
1	Building Premises	23,402,850	309,303,400	-	332,706,250	1,122,302	-	13,464,393	14,586,695	318,119,555	22,280,548
2	Plant & Equipments	91,586,171	7,859,390	213,144	99,232,417	72,465,425	-	10,254,180	82,541,385	16,691,032	19,120,746
(i)	Computer Equipments	22,721,434	1,359,647	86,750	23,994,331	17,353,459	-	2,651,731	19,918,440	4,075,891	5,367,975
(ii)	Office Equipment	11,892,999	212,209	41,500	12,063,708	6,182,402	-	1,314,020	7,489,756	4,573,952	5,710,597
3	Furniture & Fixtures	45,122,439	4,885,368	-	50,007,807	41,152,359	-	3,004,477	44,156,836	5,850,971	3,970,080
4	Leasehold Improvements	14,866,339	1,389,143	-	16,255,482	11,661,827	-	851,849	12,513,676	3,741,806	3,204,512
5	Motor Car	209,592,232	325,009,158	341,394	534,259,996	149,937,774	-	31,540,649	181,206,788	353,053,208	59,654,458
B	INTANGIBLE ASSETS										
1	Computer Software	33,912,616	10,530,016	-	44,442,632	27,163,302	-	3,426,032	30,589,334	13,853,298	6,749,314
		33,912,616	10,530,016	-	44,442,632	27,163,302	-	3,426,032	30,589,334	13,853,298	6,749,314
C	CAPITAL WORK-IN-PROGRESS										
	CAPITAL WORK-IN-PROGRESS	3,673,137	65,070,314	12,589,235	56,154,216	-	-	-	-	56,154,216	3,673,137
	CAPITAL WORK-IN-PROGRESS	3,673,137	65,070,314	12,589,235	56,154,216	-	-	-	-	56,154,216	3,673,137
	Total	247,177,985	400,609,487	12,930,629	634,856,843	177,101,076	-	34,966,682	211,796,122	423,060,722	70,076,909
	Current Year's	206,015,566	43,730,820	2,568,402	247,177,984	145,699,527	10,391,839	22,611,930	177,101,075	70,076,910	60,316,039
	Previous Year's										



VENTURA GUARANTY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 11: SHORT TERM PROVISIONS

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Provision for Employee Benefits (Refer Note No. 35)		
Gratuity	2,896,407	2,564,394
Compensated Absence	746,245	620,910
Others		
Proposed Dividend	1,040,000	8,707,520
Provision for Tax on Dividend	1,807,517	1,807,517
Provision for Taxation (Net of Advance Tax)	-	1,400
Total	6,490,169	13,701,741

NOTE 13: NON-CURRENT INVESTMENTS

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Long Term Investments		
Trade Investments		
In Associate Company		
Kashmira Investments and Leasing Private Limited	19,439,716	18,291,252
497,900 (Previous Year 497,900) of ₹ 10/- each fully paid up		
<i>Non Trade Investments - Unquoted at cost</i>		
Investments in Equity Instruments		
Others		
Multiflex Lamiprint Ltd.	25,837,800	25,837,800
1,320,000 (Previous Year 1,320,000) Equity Shares of ₹ 10/- each fully paid up		
Less : Provision for diminution in value of investment	(16,237,800)	-
Associated Hotels Ltd.	492,800	492,800
17,600 (Previous Year 17,600) Equity Shares of ₹ 10/- each fully paid up		
Nivi Trading Ltd	603,000	603,000
50,000 (Previous Year 50,000) Equity Shares of ₹ 10/- each fully paid up		
Total	30,135,516	45,224,852

NOTE 14: DEFERRED TAX ASSETS (NET)

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Deferred Tax Assets		
Depreciation and Amortisation	3,093,614	3,920,975
Provision for Gratuity and Compensated Assets	10,918,574	9,612,251
Preliminary Expenses	5,974	11,020
Unabsorbed Tax Loss	1,956,119	-
Share Issue Expenses	-	4,499
Liabilities allowed on Payment Basis	-	219,833
	15,974,281	13,768,578
Total	15,974,281	13,768,578

Net Deferred Tax Benefit of ₹ 2,205,703/- for the current year have been recognized in the statement of profit and loss (Previous year Net Deferred Tax Provision ₹ 4,914,847/-).



VENTURA GUARANTY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 15: LONG-TERM LOANS AND ADVANCES

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Capital advances		
Unsecured, considered good	300,000	1,955,355
	300,000	1,955,355
Security deposits		
Unsecured, considered good		
Deposits With Stock Exchanges	135,674,080	71,016,042
Deposits with Government Department	45,000	45,000
Other Deposits	23,504,524	21,304,451
Prepaid Expenses	2,255,966	-
	161,479,570	92,365,493
Total	161,779,570	94,320,848

NOTE 16 : CURRENT INVESTMENTS

	As on 31.03.2016	As on 31.03.2015
Non Trade Investments - Quoted at Cost		
Investments in Preference Shares	63,980	-
L & T Finance Holdings Limited		
665 (Previous Year NIL) Preference Shares of ₹ 100/- each, fully paid up		
	63,980	-

NOTE 17: TRADE RECEIVABLES

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Current		
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured		
Considered Good	13,625,213	14,900,926
Other Trade Receivables		
Unsecured		
Considered Good	601,446,150	596,669,810
Total	615,071,363	611,570,736



VENTURA GUARANTY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 18: CASH AND BANK BALANCES

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Cash and Cash Equivalents		
Cash on hand	515,506	402,037
Balances with Banks		
In Current Accounts	226,561,209	268,837,407
	227,076,715	269,239,444
Other Bank Balances		
(i) In Deposit Accounts (Refer Note (i) below)	8,395,704	58,178,922
(ii) In Earmarked Deposit Accounts (Refer Note (i), (ii), (iii) and (iv))	1,179,332,581	1,041,732,581
	1,187,728,285	1,099,911,503
Total	1,414,805,000	1,369,150,947

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

(ii) Balance with banks in deposit accounts includes ₹912,600,000/- (Previous Year ₹ 862,600,000/-) maintained as security margin for guarantees issued by banks. Refer Note No.25

(iii) Balance with bank in deposit accounts includes ₹53,632,581/- (Previous Year ₹29,132,581/-) towards security/ margin/other deposits kept with Stock Exchanges.

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

(v) Balance with bank in deposit accounts includes ₹18,100,000/- (Previous Year ₹NIL) has been kept as security deposit towards issuing Letter of Credit facility to a Subsidiary Company.

NOTE 19: SHORT-TERM LOANS AND ADVANCES

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Unsecured, considered good		
Loans and Advances		
Loan to Other Body Corporates	28,811,944	29,570,465
Prepaid Expenses	16,131,194	16,458,102
Loans and Advances to Employees	3,163,185	3,477,907
Service Tax Credit Receivable	6,504,991	4,918,831
Capital Advances	2,490,234	-
Other Advances	10,033,993	22,824,838
Total	67,135,541	77,250,143



4

VENTURA GUARANTY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

NOTE 20: OTHER CURRENT ASSETS

(in ₹)

Particulars	As on 31.03.2016	As on 31.03.2015
Other Advances	10,375	308,060
Interest Accrued but not Due	16,111,525	18,079,753
Advance Income Tax (Net of Provision)	19,234,357	16,890,200
Fringe Benefit Tax (Net of Provision)	193,535	193,535
Total	35,549,792	35,471,548

NOTE 21: REVENUE FROM OPERATIONS

(in ₹)

Particulars	2015 - 16	2014 - 15
Income from Brokerage and Depository services	855,463,291	867,637,747
Financial Products Distribution	39,243,254	31,094,874
Other Operating Income	108,658,389	51,206,628
Sale of Stock in trade	-	870,422
Total	1,003,364,934	950,809,671

NOTE 22: OTHER INCOME

(in ₹)

Particulars	2015 - 16	2014 - 15
Interest Income on:		
Bank Deposits	105,504,721	103,718,901
Others	2,936,679	2,062,221
Investment Income		
Current Investments	560	2,486
Profit on sale of Subsidiary	4,607	-
Profit on sale of Securities	1,500,738	115,574
Others		
Miscellaneous Income	2,366,012	2,163,218
Total	112,313,317	108,062,400

NOTE 23 : OPERATING EXPENSES

(in ₹)

Particulars	2015 - 16	2014 - 15
Sub Brokerage and Commission	206,692,501	268,331,615
Depository Transaction Charges	8,634,362	8,464,551
Changes in Inventories of Finished Goods	-	762,054
Total	215,326,863	277,558,220



NOTE 24: EMPLOYEE BENEFIT EXPENSES

(in ₹)

Particulars	2015 - 16	2014 - 15
Salaries and wages	342,001,075	303,209,320
Contribution to provident and other funds	2,090,724	2,421,309
Staff welfare expense	13,149,690	12,339,818
Gratuity Expenses *	4,909,632	7,514,083
Compensated Absence *	11,250,192	10,147,239
Insurance	1,880,903	3,230,998
Total	375,282,216	338,862,767
* (Refer Note No. 35)		

NOTE 25: FINANCE COST

(in ₹)

Particulars	2015 - 16	2014 - 15
Interest Expense	34,916,026	2,065,156
Bank Charges	1,031,375	112,740
Bank Guarantee Charges	10,685,634	9,618,495
Total	46,633,035	11,796,391

NOTE 26: OTHER EXPENSES

(in ₹)

Particulars	2015 - 16	2014 - 15
Electricity Expenses	20,609,194	18,297,209
Rent, Rates and Taxes	58,550,246	51,695,021
Repairs to Buildings	3,491,142	1,220,793
Repairs to Machinery	27,882,175	23,534,283
Repairs to Others	5,240,119	2,268,424
Communication Expenses	37,134,515	30,483,095
Travelling and Conveyance Expenses	27,819,026	24,399,633
Legal and Professional Fees	20,269,339	19,317,911
Stock Exchange Charges	1,026,552	769,878
Stamps / Documentation Charges	5,875,606	2,621,843
Service Tax	4,987,603	2,765,183
Professional Tax	25,544	21,788
Advertisement Expenses	230,368	161,641
Software Usage Charges	625,000	625,000
Server Co-Location Charges	1,288,966	1,113,300
Business Development Charges	41,955,634	35,610,554
Printing and Stationery	7,312,488	6,470,158
Membership and Subscription Expenses	6,678,286	5,757,004
Payment to Auditor		
For Statutory Audit	1,060,000	852,500
For Tax Audit	155,000	117,500
For Other services	305,000	265,000
Loss on Assets Sold/Scrapped	15,682	21,982
ROC Filing Fees	227,750	1,600
Listing Fee	228,000	112,360
Courier and Postage Charges	5,612,262	5,475,315
Bad Debts	1,151,405	1,025,889
Provision for Diminution in Value of Long Term Investments	16,237,800	-
Other Expenses	14,901,270	12,033,277
Total	310,895,972	247,038,141



VENTURA GUARANTY LIMITED

27. Contingent liabilities and Commitments

a) Contingent liabilities

i) Guarantees issued by the banks:

Stock Exchanges / Bank	31 st March 2016 Amount (₹)	31 st March 2015 Amount (₹)
National Stock Exchange – Cash Segment	405,000,000	405,000,000
National Stock Exchange – F&O Segment	1,100,000,000	1,000,000,000
National Stock Exchange – Currency Segment	50,000,000	50,000,000
National Stock Exchange – SLBM Segment	10,000,000	10,000,000
Bombay Stock Exchange – Cash Segment	260,000,000	260,000,000
Bank of Maharashtra	100,000	100,000

ii) The bank guarantees have been secured by personal guarantees of the two directors, corporate guarantee of the holding company, and fixed deposits of ₹ 912,600,000/- (Previous Year ₹ 862,600,000/-).

iii) Claims against the Group not acknowledged as debts are ₹ 753,444/- (Previous Year ₹ 776,246/-).

iv) Fixed Deposit of ₹ 18,100,000/- has been kept as security deposit towards issuing of letter of Credit to a Subsidiary Company.

v) The Company has provided guarantee by pledging three of its building premises with bank for the loan against facility to one of its subsidiary company.

b) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹49,906,473/- (Previous Year ₹2,965,173/-).

c) No provision has been made in respect of disputed Income Tax dues of ₹2,487,698/- (Previous Year ₹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 and Loss. The agreements are executed for a period ranging from 11 months to five years with a renewable clause. Some agreements have a clause for a minimum lock-in period. The Group has also taken some other assets under operating lease.

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

Minimum Lease Rental	31 st March 2016	31 st March 2015
	Amount (₹)	Amount (₹)
Upto one year	53,425,385	8,813,961
One to five years	58,361,028	11,832,412
Over five years	-	-

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

(Handwritten signature)



VENTURA GUARANTY LIMITED

29. Secured Loans:

During the year the Company has availed short term secured borrowings from , Companies and Non Banking Financial Companies against the pledge of fixed deposits belonging to the Company and pledge of securities provided by the clients towards margin on outstanding exposure with interest rate ranging from 10% to 16% p.a. The said borrowings have been utilized for meeting clients pay-in obligation to the Stock Exchanges.

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

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

Sr. No.	Name of the Company	As on 31 st March 2016	Maximum amount outstanding during the year	As on 31 st March 2015	Maximum amount outstanding during the year
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
1	Arihant Sharecom Private Limited	1,510,171	1,510,171	3,538,555	4,964,881
2	Saurav Impex Private Limited	6,591,773	6,591,773	6,591,773	6,591,773
3	Phoenix Asset Management Private Limited	20,710,000	20,710,000	19,440,137	24,000,000
4	Ventura Allied Services Pvt. Ltd	3,96,191	36,000,000	-	-

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

b. The details of Investments made are disclosed under Note 13.

31. Exceptional Item amount to ₹ 21,157,800/- represents provision for diminution in the value of long term investment in equity shares of Multiflex Lamiprint Ltd., which in the opinion of the Management is permanent in nature.

32. Depreciation :

Effective 1st April 2014, one of its Subsidiary Company i.e Ventura Securities Limited;

- a. Depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act 1956.
- b. In accordance with the provisions of Schedule II of the Act, in case of fixed assets which have completed their useful life as at 1st April 2014, the carrying value (net of residual value) amounting to ₹ 6,795,431/- (net of deferred tax of ₹ 3,596,408/-) as a transitional provision has been recognized in the retained earnings.
- c. Further, in case of assets acquired prior to 1st April 2014, the carrying value of assets (net of residual value) is depreciated over the remaining useful life as determined effective 1st April, 2014.

(Handwritten signature)



VENTURA GUARANTY LIMITED

33. Details of Directors Remuneration are as under:

	31 st March 2016		31 st March 2015	
	Amount (₹)		Amount (₹)	
	Hemant Majethia	Juzer Gabajiwala	Hemant Majethia	Juzer Gabajiwala
Salaries	5,400,000	1,949,430	6,120,000	2,244,696
House Rent Allowance	-	974,718	-	924,000
Other Allowances	15,000	295,996	15,000	169,000
Value of Perquisites	639,600	234,546	639,600	224,400
Total	6,054,600	3,454,690	6,774,600	3,562,096

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

34. Expenditure in Foreign Currency:

Expenditure (at actuals)	31 st March 2016	31 st March 2015
	Amount (₹)	Amount (₹)
Foreign Travel	1,727,181	233,407

35. 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 ₹28,964,065/- (Previous Year ₹25,643,945/-) and Compensated Absence liability of ₹2,984,977/- (Previous Year ₹2,483,639/-) The liability in respect of gratuity is determined as per actuarial valuation carried out as at Balance Sheet date. The present value of the obligation under such plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss account for the period in which they occur.

Principal actuarial assumptions:

	Gratuity		Compensated Absence	
	31 st March 2016	31 st March 2015	31 st March 2016	31 st March 2015
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 31.03.2016	28,964,065	25,643,945	2,984,977	2,483,639
Fair Value of plan assets at 31.03.2016	Nil	Nil	Nil	Nil
Un-funded Liability at 31.03.2016	28,964,065	25,643,945	2,984,977	2,483,639
Unrealized actuarial gains/losses	Nil	Nil	Nil	Nil
Un-funded Liability recognized in Balance Sheet	28,964,065	25,643,945	2,984,977	2,483,639



VENTURA GUARANTY LIMITED

Profit and Loss Statement:

Interest Cost from 01.04.2015 to 31.03.2016	2,051,516	1,543,984	198,961	104,232
Service Cost from 01.04.2015 to 31.03.2016	11,539,191	5,943,961	1,276,369	1,230,220
Actual return on plan assets from 01.04.2015 to 31.03.2016	N.A.	N.A.	N.A.	N.A.
(Gain)/Loss recognized as on 31.03.2016	8,681,075	(26,138)	(9,775,132)	6,008,307
Net Loss to be shown in Statement of P&L as expense	4,909,632	7,514,083	11,250,192	10,147,239

Reconciliation of Benefit Obligations:

Liability at the beginning of the year	25,643,945	19,299,803	2,483,639	1,302,899
Interest Cost	2,051,516	1,543,984	198,691	104,232
Current Service Cost	11,539,191	5,943,961	1,276,369	1,230,220
Benefit Paid	1,589,512	1,169,941	10,748,854	8,966,499
Actuarial (Gain)/Loss on Obligation	8,681,075	219,024	(9,775,132)	6,008,307
Amount recognized and disclosed under the head 'Provision for Employees Benefits'	28,964,065	25,643,945	2,984,977	2,483,639

36. Related Party Transactions

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

- i) Names of Related parties and description of relationship
- | | |
|--|---|
| I) Associate Enterprise | a) Kashmira Investments and Leasing Private Limited |
| | b) Genesys International Corporation Limited |
| II) Key Management Personnel | a) Mr. Hemant Majethia |
| | b) Mr. Sajid Malik |
| | c) Mr. Juzer Gabajiwala |
| III) Relatives of Key Management Personnel | a) Mrs. Shazia Sajid Malik |
| | b) Mr. Sohel Malik |
| | c) Mrs. Saroja Malik |
| | d) Mrs. Fatima Gabajiwala |

4



VENTURA GUARANTY LIMITED

5	Dividend paid: Genesys International Corporation Ltd. Sajid Malik Hemant Majethia Saroja Malik	1,690,000 (1,040,000)	1,755,600 (1,755,600) 992,640 (992,640) 1,248,000 (1,248,000)	
6	Loan / Advance taken: Kashmira Investments and Leasing Private Limited	40,000,000 (30,350,000)		
7	Professional Fess: Hemant Majethia	- (70,000)		
8	Interest paid: Kashmira Investments and Leasing Private Limited	14,795 (55,017)		
9	Loan / Advance repaid: Kashmira Investments and Leasing Private Limited	40,000,000 (30,350,000)		
10	Outstanding Debit/Credit: Hemant Majethia Juzer Gabajiwala Shazia Sajid Malik Sohel Malik Fatima Gabajiwala Kashmira Investments and Leasing Private. Limited.	(-) (49,515 CR)	15,025 CR (399,348 CR) 80,199 CR (24,000 CR)	1350 DR (900 DR) 1,318,526 CR (3,796,600 CR) 1421 DR (-)

37. Disclosure in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

		Particulars		
		Liabilities Side:		
1		Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a)	Debentures :Secured		
		: Unsecured	-	
		(other than falling within the meaning of Public Deposits*)		
	(b)	Deferred Credits	-	
	(c)	Term Loans	283,690,423	-



VENTURA GUARANTY LIMITED

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



VENTURA GUARANTY LIMITED

	(ii) Debentures and Bonds			
	(iii) Units of Mutual Funds			
	(iv) Government Securities			
	(v) Others (Please specify)			
2	Unquoted:			
	(i) Shares			
	(a) Equity		63,045,400	
	(b) Preference			
	(ii) Debentures and Bonds			
	(iii) Units of Mutual Funds			
	(iv) Government Securities			
	(v) Others (Please specify)			
5	Borrower Group-wise Classification of Assets as in (3) and (4) above:			
	Category	Amount Net of Provisions		
		Secured	Unsecured	Total
1	Related Parties			
	(a) Subsidiaries	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL
2	Other related parties			
	Total:			NIL
6	Investor Group-wise Classification of all Investments (Current and Long-Term) in Shares and Securities (Both Quoted and Unquoted)			
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1	Related Parties:			
	(a) Subsidiaries	48,991,600	48,991,600	
	(b) Companies in the same group			
	(c) Other related parties	9,958,000	9,958,000	
2	Other than Related Parties:	4,095,800	7,095,800	
	Total:	63,045,400	66,045,400	
7	Other information:			
	Particulars			
(i)	Gross Non-Performing Assets			
	(a) Related Parties	NIL	NIL	
	(b) Other than Related Parties	NIL	NIL	
(ii)	Net Non-Performing Assets			
	(a) Related Parties	NIL	NIL	
	(b) Other than Related Parties	NIL	NIL	
(iii)	Assets acquired in satisfaction of debt	NIL	NIL	

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

4



VENTURA GUARANTY LIMITED

39. Statement of Net Assets and Profit or Loss Attributable to Owners

Name of the Entity	Country of Incorporation	% of voting power as on	% of voting power as on	Net assets		Share in Profit or loss	
				As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount
		31 March, 2016	31 March, 2015				
Ventura Guaranty Limited	India			8.68	69,361,359	11.09	9,093,425
Subsidiary							
Ventura Securities Limited	India	88.29	88.29	82.93	662,710,954	105.47	86,503,653
Step Down Subsidiary							
Ventura Commodities Limited	India	100	100	7.32	58,532,037	(4.43)	(3,629,586)
Ventura Allied Services Private Limited	India	100	100	(0.12)	(955,677)	(13.52)	(11,084,850)
Ventura Insurance Brokers Limited till 28/10/2015	India	100	100	-	-	(0.02)	(13,700)
Associates							
Kashmira Investment & Leasing Pvt Ltd				1.19	9,481,716	1.40	1,148,464
Total				100.00	799,130,389	100.00	82,017,406
Less Adjustments on consolidation					143,194,995		12,167,484
Consolidated Net assets/ Profit after Tax					655,935,394		69,849,922

4



VENTURA GUARANTY LIMITED

40. Earnings Per share:

Basic and Diluted	31 st March 2016	31 st March 2015
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)	69,849,922	98,314,051
Net profit after tax (diluted)	69,849,922	98,314,051
Basic earnings per share (₹)	21.86	30.77
Diluted earnings per share (₹)	21.86	30.77
Nominal Value per share (₹)	10	10

41. Segmental Reporting

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

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

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

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

For and on behalf of
CNK & Associates LLP
Chartered Accountants
Firm Registration No: 101961W


Hiren Shah
Partner
Membership No: 100052
Place : Mumbai
Dated : 30th May, 2016



For and on behalf of
Ventura Guaranty Limited

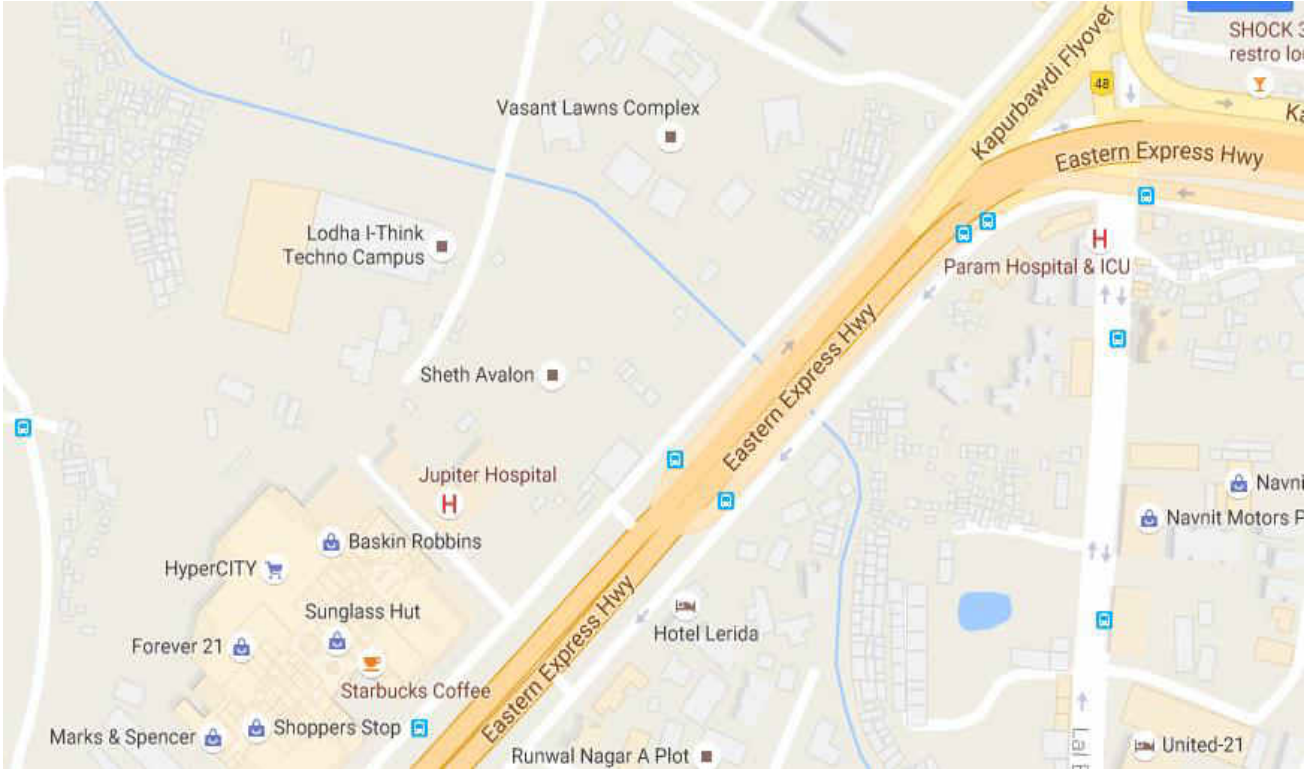

Hemant Majethia
Whole time Director
Place : Mumbai
Dated : 30th May, 2016


Sajid Malik
Director

INSTRUCTIONS :

1. Members may fill up the Ballot Form and send it to Mr. Dattatray Dixit, Chartered Accountant in Practice, The Scrutinizer at 264, Maru Sadan, N.C. Kelkar Road, Dadar, Mumbai – 400 028 so as to reach by 5.00 pm on September 28, 2016. Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company, www.venturagaranty.com

ROUTE MAP FOR AGM LOCATION



(Map not to scale)

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Second Annual General Meeting of the Company, to be held on the 29th day of September 2016 at 4.00 P.M. at I-Think Techno Campus, B –Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote		
		FOR	AGAINST	ABSTAIN
Ordinary Business				
1	Adoption of Accounts both on Standalone and Consolidated basis, Report of the Auditors and Directors thereon			
2	Appointment of a director in place of Mrs. Sandra Shroff, who retires by rotation and being eligible, seeks re-appointment			
3	Appointment of a director in place of Mr. Hemant Majethia who retires by rotation and being eligible, seeks re-appointment			
4	Appointment of M/s. CNK & Associates LLP Chartered Accountants, Mumbai as Statutory Auditors of the Company			

Signed this _____ day of _____ 2016

Signature of the shareholder

Signature of the Proxy Holder(s)

Affix Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.

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

VENTURA GUARANTY LIMITED

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

Ph: 022-22660969; Fax: 022-22653179

Website: www.venturagaranty.com; E-mail: investors.vgl@ventura1.com

CIN: L29299MH1984PLC034106

ATTENDANCE SLIP

(For physical holding)

Registered Folio No.																			
No. of shares held																			

(For demat holding)

Client ID																			
D.P. ID																			

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

I hereby record my presence at the **Thirty Second Annual General Meeting** of the Company at I-Think Techno Campus, B -Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607 Maharashtra on Friday, September 29, 2016 at 4.00 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.

Members are requested to bring their copies of the Annual General Meeting.