

**VENTURA  
GUARANTY  
LIMITED  
ANNUAL REPORT  
2017-18**

## **BOARD OF DIRECTORS**

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

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

**Sudha Ganapathy**

## **REGISTRAR & SHARE TRANSFER AGENT**

**Bigshare Services Private Limited**

Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis,  
Next to Keys Hotel, Makwana Road, Andheri - East,  
Mumbai - 400059, Maharashtra  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

## **AUDITORS**

**CNK & Associates LLP, Chartered Accountants**

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

# **DIRECTORS' REPORT**

# VENTURA GUARANTY

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Fourth 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, 2018.

### FINANCIAL RESULTS

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

(Amount in Rs.)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Total Income	10,492,470	13,639,598
Total Expenditure	1,092,693	3,904,992
<b>Profit before Tax</b>	<b>9,399,777</b>	<b>9,734,606</b>
Less: Provision for Income Tax	213,000	198,000
Less: Deferred Tax	12,422	6,015
<b>Profit after Tax</b>	<b>9,418,355</b>	<b>9,530,591</b>

### DIVIDEND & TRANSFER TO RESERVE

An interim dividend of Rs. 2.70/- per share was paid in December 2017.

The Directors recommend payment of final dividend for the year ended March 31, 2018 at Rs. 1.80/- per fully paid up equity share subject to the approval of Shareholders at the ensuing Annual General Meeting of the Company.

During the year under review, the Company has transferred Rs. 950,000/- to the General Reserve of the Company.

### BUSINESS REVIEW

During the year under review, the Company's Total Income decreased to Rs. 10,492,470/- from Rs. 13,639,598/- recorded in the previous year. The Profit after Tax was recorded at Rs. 9,418,355/- against a Profit after Tax of Rs. 9,530,591/- in the previous year.

## SUBSIDIARY COMPANIES

The Company has two (2) subsidiaries and two (2) step down subsidiaries as on March 31, 2018. There has been no material change in the nature of the business of the subsidiaries.

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

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

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

## FINANCIAL RESULTS

The Audited Standalone and Consolidated Financial Statements of the Company are attached herewith and forms 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, 2018.

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

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

# VENTURA GUARANTY

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

## AUDITORS

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

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

## COMMENTS IN AUDITORS' REPORT

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

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

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

## EXTRACT OF ANNUAL RETURN

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

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

## MEETINGS OF THE BOARD

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

their schedule and to ensure meaningful participation in the meetings.

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

## COMMITTEES OF THE BOARD

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

### 1. Audit Committee

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

### 2. Stakeholders' Relationship Committee

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

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

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

## ANNUAL EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

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

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

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

## CORPORATE GOVERNANCE

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

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

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

## PARTICULARS OF EMPLOYEE REMUNERATION

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

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

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

There were no material events that occurred between the end of financial year i.e. March 31, 2018 and date of this report which may have any effect on the financial position of the Company.

## RISK MANAGEMENT & INTERNAL FINANCIAL CONTROL SYSTEMS

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

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

## SECRETARIAL AUDITOR

The Board has appointed Mr. Roy Jacob, Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2018 is annexed as Annexure "B" forming part of this Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended March 31, 2018, 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, 2018 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

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

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

# VENTURA GUARANTY

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

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

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

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

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

### A: Conservation of energy

- i. Steps taken or impact on conservation of energy: The operations of the Company are limited to loan and investment business and not energy-intensive. However, adequate measures have been initiated for conservation of energy.
- ii. Steps taken for utilization of alternate sources of energy: Company's operations are not energy consumptive by nature. However, the 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 is not be applicable to the Company.
- c) Imported Technology: Not Applicable
- d) Expenditure incurred on Research and Development: The Company has not carried out any Research and Development activities relating to conservation of energy.

# VENTURA GUARANTY

## C: Foreign Exchange Earnings and Outgo

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

## GENERAL

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

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

## ACKNOWLEDGEMENT

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

## ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-  
SAJID MALIK  
DIRECTOR  
(DIN: 00400366)

Sd/-  
SAROJA MALIK  
DIRECTOR  
(DIN: 00400421)

Place: Mumbai  
Date: May 29, 2018

ANNEXURE "A"

FORM NO. MGT 9

**EXTRACT OF ANNUAL RETURN**

For the financial year ended 31.03.2018

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

**I. REGISTRATION & OTHER DETAILS**

1.	CIN	L65100MH1984PLC034106
2.	Registration Date	24.09.1984
3.	Name of the Company	Ventura Guaranty Limited
4.	Category/Sub-Category of the Company	Company Limited by Guarantee/ Non-Government Company
5.	Address of the Registered office and Contact details	Dhannur 'E' 15, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra
	Telephone	022-22660969
6.	Whether listed company	Yes
7.	Contact details of Registrar and Transfer Agent, if any	
	Name:	Bigshare Services Pvt. Ltd
	Address:	Bharat Tin Works Building, 1st Floor, Opp. Vasant Oasis, Next to Keys Hotel, Makwana Road, Andheri - East, Mumbai - 400059
	Contact No.:	022-62638200

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

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

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

Sr. No.	Name	Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Section
1.	Ventura Securities Limited ("VSL")	Corporate Office: I-Think Techno Campus, 8 <sup>th</sup> Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane, Maharashtra- 400607	U67120MH1994PLC082048	Subsidiary	88.29	2(87)(ii)
2.	Ventura Commodities Limited	I-Think Techno Campus, 8 <sup>th</sup> Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane, Maharashtra- 400607	U74999MH2002PLC135585	Subsidiary	88.29 Through VSL	2(87)(ii)
3.	Ventura Allied Services Private Limited	I-Think Techno Campus, 8 <sup>th</sup> Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane, Maharashtra- 400607	U74120MH2013PTC244159	Subsidiary	88.29 Through VSL	2(87)(ii)



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
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	825,500	825,500	25.84	0	825,500	825,500	25.84	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	650	100,992	101,642	3.18	650	100,992	101,642	3.18	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Non-Resident Indians	0	0	0	0.00	0	0	0	0.00	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing 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
<b>Sub-total</b>	<b>650</b>	<b>926,492</b>	<b>927,142</b>	<b>29.02</b>	<b>650</b>	<b>926,492</b>	<b>927,142</b>	<b>29.02</b>	<b>0.00</b>

<b>(B)(2): -</b>									
Total Public Shareholding (B)=(B)(1) + (B)(2)	650	926,492	927,142	29.02	650	926,492	927,142	29.02	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>2,265,750</b>	<b>929,050</b>	<b>3,194,800</b>	<b>100.00</b>	<b>2,265,750</b>	<b>929,050</b>	<b>3,194,800</b>	<b>100.00</b>	<b>0.00</b>

**B. Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2017			Shareholding at the end of the year as on 31.03.2018			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Sajid Malik	731,500	22.90	0.00	731,500	22.90	0.00	0.00
2.	Saroja Malik	520,000	16.28	0.00	520,000	16.28	0.00	0.00
3.	Hemant Majethia	413,600	12.95	0.00	413,600	12.95	0.00	0.00
4.	Kulinkumar Majethia	1,202	Negligible	0.00	1,254	Negligible	0.00	Negligible
5.	Vandana Majethia	652	Negligible	0.00	652	Negligible	0.00	0.00
6.	Jugal Majethia	652	Negligible	0.00	652	Negligible	0.00	0.00
7.	Raksha Majethia	52	Negligible	0.00	0	0	0.00	Negligible
8.	Jaidev R. Shroff	285,000	8.92	0.00	285,000	8.92	0.00	0.00
9.	Vikram R. Shroff	135,000	4.23	0.00	135,000	4.23	0.00	0.00
10.	Rajnikant D. Shroff	90,000	2.82	0.00	90,000	2.82	0.00	0.00
11.	Sandra R. Shroff	90,000	2.82	0.00	90,000	2.82	0.00	0.00

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

Late Mrs. Raksha Majethia's shareholding of 52 Equity Shares in the Company have been transmitted to Mr. Kulinkumar Majethia.

**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 01.04.2017)		Shareholding at the end of the year (As on 31.03.2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Shatatarka Holding Pvt. Ltd.</b>				
	At the beginning of the year	190,000	5.95	190,000	5.95
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	190,000	5.95
2.	<b>Phoenix Asset Management Pvt. Ltd.</b>				
	At the beginning of the year	175,500	5.49	175,500	5.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	175,500	5.49
3.	<b>Archana Overseas Pvt. Ltd.</b>				
	At the beginning of the year	155,000	4.85	155,000	4.85
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-

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

	bonus/ sweat equity etc):				
	At the end of the year	-	-	12,000	0.38
9.	<b>Ravi Kothari</b>				
	At the beginning of the year	9,786	0.31	9,786	0.31
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	9,786	0.31
10.	<b>Ganapathy Vishwanathan</b>				
	At the beginning of the year	6,600	0.20	6,600	0.20
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	-	-	6,600	0.20

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

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

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

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

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

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

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

**B. Remuneration to other Directors**

No remuneration has been paid to any Director.

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		<b>Company Secretary</b>
		<b>(Amount in Rs.)</b>
1.	Gross salary	300,000
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	-
	Others	-
5.	Others, please specify	-
	<b>Total (Rs.)</b>	<b>300,000</b>

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

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

Sd/-  
SAJID MALIK  
DIRECTOR  
(DIN: 00400366)

Sd/-  
SAROJA MALIK  
DIRECTOR  
(DIN: 00400421)

Place: Mumbai  
Date: May 29, 2018



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

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

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

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder, except which are specifically mentioned therein and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under;

**"Company has not appointed Chief Financial Officer in compliance with the provisions of section 203 (4)."**

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there





under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **(Not applicable to the Company during the Audit period)**

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and which are applicable to the company:-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: **(Not Applicable to the Company during the Audit Period)**
  - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014: **(Not Applicable to the Company during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **(Not Applicable to the Company during the Audit Period)**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: **(Not Applicable to the Company during the Audit Period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **(Not Applicable to the Company during the Audit Period).**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015:
- (VI) a) Reserve Bank of India Act, 1934 and RBI Directions and Guidelines as applicable to the Company;
- b) Employees Provident Fund and Miscellaneous Provisions Act, 1952;
  - c) Payment of Bonus Act, 1965;
  - d) Payment of Gratuity Act, 1972.

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

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





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

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in composition of the Board of Directors during the period under review.

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

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

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

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

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

I further report that:

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





*Roy Jacob & Co*

**Company Secretaries**


207, Anjani Complex, Nr. WEH Metro Station, Pereira Hill Road, Off Andheri-Kurla Road, Andheri (East), Mumbai - 400099.  
Tel : 022 4005 8178 / Mob. : 93223 85629 / 9167163322 Email : royjacobandco@gmail.com / jacob@hushai.co.in

3. Wherever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of documents/procedures on the test basis.
5. The secretarial audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Mumbai

Date : 29/05/2018

**For Roy Jacob & Co.,**  
Company Secretaries

  
Roy Jacob  
Proprietor  
FCS No. 9017  
COP No.: 8220



**Form AOC-1**

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

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

**Part "A": Subsidiaries**

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

Sr. No.	Particulars				
1.	Name of the subsidiary	Ventura Securities Limited	Ventura Allied Services Private Limited	Ventura Commodities Limited	Kashmira Investment & Leasing Private Limited
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	3,980,000	18,219,180
5.	Reserves & surplus	939,388,360	(14,695,693)	67,286,609	112,911,984
6.	Total Assets	3,167,022,045	310,385,305	580,867,069	830,908,333
7.	Total Liabilities	3,167,022,045	310,385,305	580,867,069	830,908,333
8.	Investments	48,991,660	-	-	9,958,000
9.	Turnover	1,307,154,633	57,115,028	104,543,439	91,163,601
10.	Profit before taxation	342,495,319	992,014	9,725,106	22,867,544
11.	Provision for taxation	124,615,586	190,619	3,471,962	66,01,089
12.	Profit after taxation	217,879,733	801,395	6,253,144	16,266,455
13.	Proposed Dividend*	8,027,767	-	-	-
14.	Interim Dividend Paid*	12,021,910	-	-	-
15.	% of Shareholding	88.29%	88.29%	88.29%	72.44%

Note: \* Dividend distribution tax in Point No. 13 is Rs.1,368,775/- and Point No. 14 is Rs. 2,033,422/-.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Sd/-**  
**SAJID MALIK**  
**DIRECTOR**  
**(DIN: 00400366)**

**Sd/-**  
**SAROJA MALIK**  
**DIRECTOR**  
**(DIN: 00400421)**

Place: Mumbai  
Date: May 29, 2018

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 arm's 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 - Subsidiary Company	Demat Charges Paid	01/04/2017 to 31/03/2018	575	-	-	-
2.	Ventura Securities Limited - Subsidiary Company	Dividend Received	01/04/2017 to 31/03/2018	8,818,488	-	-	-
3.	Sajid Malik - Key Managerial Person	Dividend Paid	01/04/2017 to 31/03/2018	1,975,050	-	-	-
4.	Hemant Majethia - Key Managerial Person	Dividend Paid	01/04/2017 to 31/03/2018	1,116,720	-	-	-
5.	Saroja Malik - Relative of KMP	Dividend Paid	01/04/2017 to 31/03/2018	1,404,000	-	-	-
6.	Kashmira Investment & Leasing Private Limited - Subsidiary Company	Interest Received / Receivable	01/04/2017 to 31/03/2018	1,668,355	-	-	-
7.	Kashmira Investment & Leasing Private Limited - Subsidiary Company	Loan Given	01/04/2017 to 31/03/2018	45,800,000	-	-	-

8.	Kashmira Investment & Leasing Private Limited - Subsidiary Company	Loan Repaid	01/04/2017 to 31/03/2018	45,800,000	-	-	-
9.	Ventura Securities Limited - Subsidiary Company	Guarantees Given	01/04/2017 to 31/03/2018	1,245,100,000	-	-	-
10.	Ventura Commodities Limited - Step down Subsidiary Company	Guarantees Given	01/04/2017 to 31/03/2018	60,000,000	-	-	-

**ON BEHALF OF THE BOARD OF DIRECTORS**

Sd/-  
SAJID MALIK  
DIRECTOR  
(DIN: 00400366)

Sd/-  
SAROJA MALIK  
DIRECTOR  
(DIN: 00400421)

Place: Mumbai  
Date: May 29, 2018



2.	Appointment of a Director in place of Mr. Sajid Malik (DIN: 00400366), who retires by rotation and being eligible, seeks re-appointment.			
3.	Appointment of a Director in place of Mr. Kulinkumar Majethia (DIN: 02448261), who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of CNK & Associates LLP Chartered Accountants, Mumbai, as Statutory Auditors of the Company.			
5.	Declaration of Dividend			

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**Signature of the member**

**Place:**

**Date:**

## **INSTRUCTIONS:**

1. Members may fill up the Ballot Form and send it to Mr. Dattatray Dixit, Chartered Accountant in Practice, 'The Scrutinizer', at 264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400028 so as to reach by 5:00 P.M. on September 25, 2018. Ballot Forms received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his/her votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. A Shareholder/Member need not use all his/her votes, nor he/she needs to cast all his/her votes in the same way.
6. The right of voting by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/ Trust/ Society, etc. a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
11. Instructions for E-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company, [www.venturagaranty.com](http://www.venturagaranty.com).



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Thirty Fourth Annual General Meeting of the Company, to be held on the 26<sup>th</sup> day of September 2018 at 4:00 pm at Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		FOR	AGAINST	ABSTAIN
<b>Ordinary Business</b>				
1.	Adoption of Accounts both on Standalone and Consolidated basis, Report of the Auditors and Directors thereon.			
2.	Appointment of a Director in place of Mr. Sajid Malik (DIN: 00400366), who retires by rotation and being eligible, seeks re-appointment.			
3.	Appointment of a Director in place of Mr. Kulinkumar Majethia (DIN: 02448261), who retires by rotation and being eligible, seeks re-appointment.			
4.	Appointment of CNK & Associates LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company.			
5.	Declaration of Dividend			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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

Affix  
Revenue  
Stamp

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

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



# FINANCIALS

**STANDALONE  
FINANCIAL  
STATEMENTS**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of  
Ventura Guaranty limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of Ventura Guaranty limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, 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, as amended. 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 internal financial controls with reference to financial statements, 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, 2018, 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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - (f) With respect to the internal financial controls with reference to financial statements 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 C N K & Associates LLP**  
**Chartered Accountants**  
**Firm Registration No: 101961W/ W-100036**

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



**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**

## 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 2018, we report that:

- i) (a) The Company is maintaining proper records showing full particulars, including quantitative details, and situation of fixed assets;
- (b) As per the information and explanations given to us, the management carries out the physical verification of the fixed assets in accordance with the phased programme of verification of all assets, as informed, no material discrepancies were noticed on such verification.
- (c) As per the information and explanations given to us, there is no immovable property held by the Company.
- ii) According to the information and explanations given to us, the Company does not have any inventory and hence reporting under clause 3(ii) of the Order is not applicable.
- iii) As per the information and explanations given to us, the Company has granted loan unsecured to company covered in the register maintained under section 189 of the Companies Act, 2013.
  - (a) In respect of aforesaid loan, terms and conditions under which such loans were granted is not prejudicial the company's interest.
  - (b) In respect of the aforesaid loan, the schedule of repayment of principal and payment of interest has been stipulated, and the party is repaying the principal amounts, as stipulated, and is also regular in payment of interest as applicable.
  - (c) In respect of aforesaid loan, there is no amount which is overdue for more than ninety days.
- iv) The company being a Non-Banking Financial Company engaged in the business of financing, provision of section 185 & 186 of the Companies Act, 2013 is not applicable.
- v) In our opinion and as explained to us, the Company being Non-Banking Financial Company, provisions of Section 73 to 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014 and other relevant provisions of the Companies Act are not applicable.
- vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of Companies Act, 2013.
- vii) (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, service tax, cess and other statutory dues. There are no undisputed statutory dues outstanding as at 31st March 2018, 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, service tax, which have not been deposited on account of disputes.
- viii) Based on the information and explanations given to us and also according to the records of the Company, the Company does not have any borrowings from financial institutions or banks or by way of debentures.
- ix) The Company did not raise any money by way of Initial Public Offer or Further Public Offer (Including debt instruments) during the year. In our opinion and according to the information and explanation given to us, the company did not raise any money by way of term loan during the year.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) According to the information and explanations given to us, the company has not paid or provided for any managerial remuneration during the year. Accordingly, paragraph 3(xi) of the order is not applicable to the Company.
- xii) In our opinion the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and appropriate details have been disclosed in the financial statements as required by the applicable accounting standard.
- xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Accordingly, paragraph 3(xiv) of the order is not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable to the Company.
- xvi) In our opinion and according to the information and explanations given to us, the Company has obtained Certificate of registration required under section 45-IA of the Reserve Bank of India Act, 1934.

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

**(Hiren Shah)**  
**Partner**  
**Membership No: 100052**  
**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2018**



## **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 2018.

### **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, 2018 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 internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements 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 internal financial controls system with reference to financial statements 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 internal financial controls system with reference to financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**(Hiren Shah)**

**Partner**

**Membership No: 100052**

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2018**



**VENTURA GUARANTY LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2018**

	Note No.	As at 31.03.2018 Amount (in ₹)	As at 31.03.2017 Amount (in ₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1) Shareholders' Funds</b>			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	47,736,344	46,943,949
		79,684,344	78,891,949
<b>2) Current Liabilities</b>			
A) Other Current Liabilities	5	179,948	208,857
B) Short Term Provisions	6	46,163	105,152
		226,111	314,009
<b>Total</b>		<b>79,910,455</b>	<b>79,205,958</b>
<b>II. ASSETS</b>			
<b>1) Non-Current Assets</b>			
A) Property, Plant And Equipment			
(i) Tangible assets	7	-	-
B) Non-Current Investments	8	60,045,400	60,045,400
C) Deferred Tax Asset (Net)	9	37,532	49,954
<b>2) Current Assets</b>			
A) Cash and Cash equivalents	10	19,775,065	19,104,604
B) Other Current Assets	11	52,458	6,000
		19,827,523	19,110,604
<b>Total</b>		<b>79,910,455</b>	<b>79,205,958</b>

III. Notes forming integral part of the Financial Statements

1 to 22

As per our Report of even date attached

For and on behalf of

C N K & Associates LLP

Chartered Accountants

Firm Registration No: 101961W/W-100036

Hiren Shah

Partner

Membership No. 100052

Place : Mumbai

Dated : 29th May 2018



Sajja Malik

Director

DIN-00400366

Place : Mumbai

Dated : 29th May 2018

For and on behalf of

Ventura Guaranty Limited

Saroja Malik

Director

DIN-00400421

Sudha Ganapathy

Company Secretary

Mem. No. ACS 9342

**VENTURA GUARANTY LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018**

	Note No.	As at 31.03.2018 Amount (in ₹)	As at 31.03.2017 Amount (in ₹)
I. Revenue from Operations	12	1,668,355	900,282
II. Other Income	13	8,824,115	12,739,316
<b>III. Total Revenue (I + II)</b>		<b>10,492,470</b>	<b>13,639,598</b>
<b>IV. EXPENSES</b>			
i) Employee Benefit Expenses	14	300,000	195,161
ii) Other Expenses	15	792,693	3,709,831
<b>Total</b>		<b>1,092,693</b>	<b>3,904,992</b>
<b>V. PROFIT BEFORE TAX (III - IV)</b>		<b>9,399,777</b>	<b>9,734,606</b>
<b>VI. TAX EXPENSES :</b>			
Current Tax		213,000	198,000
Less : MAT Credit entitlement		46,000	-
Deferred Tax		12,422	6,015
Tax Adjustments in respect of earlier years		(198,000)	-
<b>VII. PROFIT AFTER TAX (V - VI)</b>		<b>9,418,355</b>	<b>9,530,591</b>
<b>VIII. Earning per Share (Equity Share, par value of ₹ 10 each)</b>			
Basic and Diluted	19	2.95	2.98
<b>IX. Notes forming integral part of the Financial Statements</b>	1 to 22		

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


  
**Hiren Shah**  
Partner  
Membership No. 100052  
Place : Mumbai  
Dated : 29th May 2018



  
**Sajid Malik**  
Director  
DIN-00400366  
Place : Mumbai  
Dated : 29th May 2018

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

  
**Saroja Malik**  
Director  
DIN-00400421

  
**Sudha Ganapathy**  
Company Secretary  
Mem. No. ACS 9342

VENTURA GUARANTY LIMITED

Cash Flow Statement for the year ended on 31st March 2018

Particulars	31st March 2018 Amount (in ₹)	31st March 2017 Amount (in ₹)
<b>A. Cash Flow from Operating activities</b>		
Net Profit before tax and extra-ordinary Items	9,399,777	9,734,606
<u>Adjustments for :</u>		
Depreciation	-	-
Provision for Diminution in Value of Investments	-	3,000,000
Interest on Income Tax Refund	(4,052)	
Dividend received	(8,820,063)	(12,737,991)
Operating profit Before working capital changes	575,662	(3,385)
Adjustment for:		
Short Term Provision	58,989	(105,152)
Other Current Assets	(458)	4,375
Trade Payables and Other Liabilities	(87,898)	113,978
Cash generated from Operations	546,295	9,816
Tax received/(paid) (Net)	(69,937)	(90,029)
<b>Net Cash from Operating Activities</b>	<b>476,358</b>	<b>(80,213)</b>
<b>B. Cash Flow from investing activities</b>		
Dividend Paid	(8,625,960)	-
Dividend Received/(Paid)	8,820,063	12,737,991
<b>Net Cash from Investing Activities</b>	<b>194,103</b>	<b>12,737,991</b>
<b>C. Cash Flow from Financing Activities</b>		
Short Term Loans and Advance Given (Net)	-	-
	-	-
<b>Net Cash used in Financing Activities</b>	<b>670,461</b>	<b>12,657,778</b>
Net increase/(decrease) in Cash and cash equivalents	670,461	12,657,778
Cash and Cash equivalents at beginning of period	19,104,604	6,446,826
Cash and Cash equivalents at end of period	19,775,065	19,104,604
<b>Cash and Cash Equivalents comprise</b>		
Cash in Hand	17,823	18,274
Balance with Banks	19,740,202	19,069,290
Cash and Cash Equivalents as at the end of the year	19,758,025	19,087,564

As per our Report of even date attached

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


  
Hiren Shah  
Partner  
Membership No. 100052  
Place : Mumbai  
Dated : 29th May 2018



  
Sajid Malik  
Director  
DIN-00400366  
Place : Mumbai  
Dated : 29th May 2018

For and on behalf of  
Ventura Guaranty Limited

  
Saroja Malik  
Director  
DIN-00400421

  
Sudha Ganapathy  
Company Secretary  
Mem. No. ACS 9342

## VENTURA GUARANTY LIMITED

### NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

#### Notes:

#### I. Company Background

Ventura Guaranty Limited was incorporated in the year September 1984 under the Companies Act, 1956. It is a Non-Banking Financial Company, registered as Investing Company with Reserve Bank of India.

#### II. Significant Accounting Policies

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

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

##### b) Use of Estimates

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

##### c) Revenue Recognition

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



## VENTURA GUARANTY LIMITED

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

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

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

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

### e) **Intangible assets**

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

### f) **Depreciation / Amortization of Tangible / Intangible 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.

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 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.



## VENTURA GUARANTY LIMITED

### h) Investments

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

Current Investments are stated at lower of cost or Fair value

### i) Dividend

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

### j) Earnings per share

The basic earnings per share is computed using weighted average number of equity shares outstanding during the year.

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

### k) Taxation

#### a. Current Tax

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

#### b. Deferred Tax

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

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.



## VENTURA GUARANTY LIMITED

### c. Minimum Alternative Tax

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

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

Provisions are recognized when the Company has a present obligation as a result of past event, for which it is probable that an outflow of resources will be 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.

### m) Loans and Advances

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

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

### n) Cash and Cash Equivalents

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

### o) Cash Flow Statement

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



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VENTURA GUARANTY LTD  
NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2018

NOTE 3: SHARE CAPITAL

(in ₹)

Particulars	As at	As at
	31.03.2018	31.03.2017
	Amount	Amount
<b>Authorised Shares:</b> 10,000,000 Equity Shares of ₹ 10/- each (Previous Year 10,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	<b>100,000,000</b>	<b>100,000,000</b>
<b>Issued, Subscribed and Paid up Share Capital:</b> 3,194,800 Equity shares of ₹ 10/- each fully paid up (Previous Year 3,194,800 Equity Shares of ₹ 10/- each fully paid up)	31,948,000	31,948,000
	<b>31,948,000</b>	<b>31,948,000</b>

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

EQUITY SHARES

(in ₹)

Particulars	Equity Shares		Equity Shares	
	31.03.2018		31.03.2017	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	3,194,800	31,948,000	3,194,800	31,948,000
Add: Shares Issued during the year		-		-
Shares outstanding at the end of the year	3,194,800	31,948,000	3,194,800	31,948,000

B] Terms/Rights attached to Equity shares:

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

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

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

(in ₹)

Class of Shares/Name of the Shareholders	As at		As at	
	31.03.2018		31.03.2017	
	% of No. of Shares held	No. of Shares held	% of No. of Shares held	No. of Shares held
Sajid Malik	22.90	731,500	22.90	731,500
Saroja Malik	16.28	520,000	16.28	520,000
Hemant Majethia	12.95	413,600	12.95	413,600
Jai R. Shroff	8.92	285,000	8.92	285,000
Shatatarka Holding Pvt. Ltd.	5.95	190,000	5.95	190,000
Phoenix Asset Management Pvt. Ltd.	5.49	175,500	5.49	175,500



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VENTURA GUARANTY LTD  
NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2018

NOTE 4: RESERVES AND SURPLUS

(in ₹)

Particulars	As at 31.03.2018 Amount	As at 31.03.2017 Amount
<b>Reserve Fund u/s. 45IC of RBI Act</b>		
Balance as per last Balance Sheet	7,270,000	5,360,000
Add: transfer for the year	1,890,000	1,910,000
Closing Balance	9,160,000	7,270,000
<b>General Reserve</b>		
Opening Balance	3,100,000	2,140,000
Add: Transfer during the year	950,000	960,000
Closing Balance	4,050,000	3,100,000
<b>Surplus/ (deficit) in the statement of profit and loss</b>		
Balance as per financial statements	36,573,949	29,913,358
Add: Profit for the year	9,418,355	9,530,591
Less: Appropriations		
Interim Dividend	8,625,960	-
Amount transferred to General Reserve	950,000	960,000
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,890,000	1,910,000
Net Surplus in the statement of profit and loss	34,526,344	36,573,949
<b>Total</b>	<b>47,736,344</b>	<b>46,943,949</b>

NOTE 5: OTHER CURRENT LIABILITIES

(in ₹)

Particulars	As at 31.03.2018 Amount	As at 31.03.2017 Amount
Other Payables	162,908	191,817
Unpaid Dividend	17,040	17,040
<b>Total</b>	<b>179,948</b>	<b>208,857</b>

NOTE 6: SHORT TERM PROVISIONS

(in ₹)

Particulars	As at 31.03.2018 Amount	As at 31.03.2017 Amount
Others		
Income Tax Provision (Net of Advance Tax)	46,163	105,152
<b>Total</b>	<b>46,163</b>	<b>105,152</b>



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VENTURA GUARANTY LIMITED

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

Sr. No.	Description of Asset	Gross Block			Depreciation			Net Block	
		Cost as on 01/04/2017 (in ₹)	Additions (Deductions) (in ₹)	Cost as on 31/03/2018 (in ₹)	As at 01/04/2017 (in ₹)	For the period (in ₹)	As on 31/03/2018 (in ₹)	As at 31/03/2018 (in ₹)	As on 31/03/2017 (in ₹)
A	<u>TANGIBLE ASSETS</u>								
(i)	Furniture & Fitting	1,587,211	-	1,587,211	1,587,211	-	1,587,211	-	-
(ii)	Vehicles	2,349,475	-	2,349,475	2,349,475	-	2,349,475	-	-
	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	-	-



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VENTURA GUARANTY LTD  
NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2018

NOTE 8: NON-CURRENT INVESTMENTS

(in ₹)

Particulars	As at 31.03.2018 Amount	As at 31.03.2017 Amount
<b>Non Trade Investments:</b>		
<b>In Equity Instruments:</b>		
<b>A) Unquoted (Valued at cost unless otherwise stated)</b>		
<b>Subsidiaries :</b>		
Ventura Securities Limited 4,899,160 (Previous Year 4,899,160) Equity Shares of ₹ 10/-each fully paid up	48,991,600	48,991,600
Kashmira Investments and Leasing Private Limited 497,900 (Previous Year 497,900) Equity Shares of ₹ 10/-each fully paid up	9,958,000	9,958,000
<b>Others :</b>		
Associated Hotels Limited 17,600 (Previous Year 17,600) Equity Shares of ₹ 10/-each fully paid up	492,800	492,800
Nivi Trading Limited 50,000 (Previous Year 50,000) Equity Shares of ₹ 10/-each fully paid up	603,000	603,000
<b>(A)</b>	<b>60,045,400</b>	<b>60,045,400</b>
<b>B) Unquoted (Valued at realisable value unless otherwise stated)</b>		
Multiflex Lamiprint Limited 600,000 (Previous Year 600,000) Equity Shares of ₹ 10/-each fully paid up	6,000,000	6,000,000
Less : Provision for Diminution in Value of Long Term Investments	(6,000,000)	(6,000,000)
<b>(B)</b>	<b>-</b>	<b>-</b>
<b>(A) + (B)</b>	<b>60,045,400</b>	<b>60,045,400</b>
<b>Notes:</b>		
1. (a) Aggregate of Quoted Investments:		
Cost	-	-
Market Value	-	-
(b) Aggregate of Unquoted Investments:		
Cost	63,045,400	63,045,400
(c) Aggregate provision for dimunition in value of investments	6,000,000	6,000,000

NOTE 9: DEFERRED TAX ASSETS (NET)

(in ₹)

Particulars	As at 31.03.2018 Amount	As at 31.03.2017 Amount
Deferred Tax Assets		
Depreciation	37,532	49,954
<b>Total</b>	<b>37,532</b>	<b>49,954</b>



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VENTURA GUARANTY LTD  
NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2018

NOTE 10: CASH AND BANK BALANCES

Particulars	(in ₹)	
	As at 31.03.2018 Amount	As at 31.03.2017 Amount
Cash and Cash Equivalents		
Cash on Hand	17,823	18,274
Balances with Banks	19,740,202	19,069,290
Balances with Bank for Unpaid Dividend*	17,040	17,040
<b>Total</b>	<b>19,775,065</b>	<b>19,104,604</b>
*There are no amounts required to be transferred to Investor Education and Protection Fund u/s. 125 of Companies Act 2013		

NOTE 11 : OTHER CURRENT ASSETS

Particulars	(in ₹)	
	As at 31.03.2018 Amount	As at 31.03.2017 Amount
Other Advances	6,458	6,000
MAT Credit Entitlement	46,000	-
<b>Total</b>	<b>52,458</b>	<b>6,000</b>

NOTE 12: REVENUE FROM OPERATIONS

Particulars	(in ₹)	
	2017 - 18	2016 - 17
Income from Interest	1,668,355	900,282
<b>Total</b>	<b>1,668,355</b>	<b>900,282</b>

NOTE 13: OTHER INCOME

Particulars	(in ₹)	
	2017 - 18	2016 - 17
Dividend Income;	8,820,063	12,737,991
Other Miscellaneous Income	4,052	1,325
<b>Total</b>	<b>8,824,115</b>	<b>12,739,316</b>



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VENTURA GUARANTY LTD  
 NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2018

NOTE 14: EMPLOYEE BENEFIT EXPENSES

Particulars	(in ₹)	
	2017 - 18	2016 - 17
Salaries and Allowances	300,000	195,161
<b>Total</b>	<b>300,000</b>	<b>195,161</b>

NOTE 15: OTHER EXPENSES

Particulars	(in ₹)	
	2017 - 18	2016 - 17
Legal and Professional Fees	167,139	116,237
Listing Fee	287,500	261,150
Provision for Diminution in Value of Long Term Investments	-	3,000,000
Advertisement Expenses	47,760	39,360
Payment to auditor		
For Statutory Audit	135,000	135,000
For Income Tax matters	11,800	11,500
For Other Services (including limited review fees)	108,100	117,278
Other Expenses	35,394	29,306
<b>Total</b>	<b>792,693</b>	<b>3,709,831</b>



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## VENTURA GUARANTY LIMITED

### 16. Contingent liabilities and Commitments

Contingent liabilities

Corporate Guarantees issued on behalf of Ventura Securities Limited and Ventura Commodities Limited, Subsidiary Companies for ₹ 1,305,100,000/- (Previous Year ₹ 1,097,600,000/-)

17. The Board of Directors had declared and paid Interim Dividend @ 27% i.e. ₹ 2.70 per fully paid equity share of ₹ 10/- each, aggregating to ₹ 8,625,960/- (Previous Year ₹ NIL)

According to the amended Companies (Accounting Standard) Rules, 2016, the proposed dividend of ₹ 5,750,640/- is not recognized as liability as at 31<sup>st</sup> March, 2018. However, the same will be recognized as liability on approval of shareholders at ensuing Annual General Meeting.

### 18. 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
		b)	Kashmira Investments and Leasing Private Limited
II)	Step-Down Subsidiary	a)	Ventura Commodities Limited
		b)	Ventura Allied Services Private Limited
III)	Key Management Personnel / Director	a)	Mr. Hemant Majethia
		b)	Mr. Sajid Malik
IV)	Relatives of Key Management Personnel / Director	a)	Mrs. Saroja Malik

- ii) Details of Transactions with the Related Parties

	Nature Of Transaction	Key Management Personnel / Director	Subsidiary Company	Step-Down Subsidiary	Relative of KMP / Director
		Amount ( ₹ )	Amount ( ₹ )	Amount ( ₹ )	Amount ( ₹ )
1	<b>Demat Charges Paid:</b> Ventura Securities Limited		575 (572)		
2	<b>Dividend Received:</b> Ventura Securities Limited		8,818,488 (12,737,816)		



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**VENTURA GUARANTY LIMITED**

3	<b>Dividend Paid :</b> Sajid Malik  Hemant Majethia  Saroja Malik	1,975,050 (-)  1,116,720 (-)			1,404,000 (-)
4	<b>Interest Received / Receivable :</b> Kashmira Investments and Leasing Private Limited		1,668,355 (9,00,282)		
5	<b>Loan Given :</b> Kashmira Investments and Leasing Private Limited		45,800,000 (22,800,000 )		
6	<b>Loan Received back :</b> Kashmira Investments and Leasing Private Limited		45,800,000 (22,800,000)		
7	<b>Guarantees Given :</b>  Ventura Securities Limited  Ventura Commodities Limited		1,245,100,000 (1,037,600,000)		60,000,000 (60,000,000)

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

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

**19. Earnings Per share:**

Basic and Diluted	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
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)	9,418,355	9,530,591
Net profit after tax (Diluted)	9,418,355	9,530,591
Basic earnings per share ( ₹ )	2.95	2.98
Diluted earnings per share ( ₹ )	2.95	2.98
Nominal Value per share ( ₹ )	10	10



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**VENTURA GUARANTY LIMITED**

**20. 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.

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

Particulars		Amount Outstanding		Amount Overdue	
		2017-18	2016-17	2017-18	2016-17
<b>Liabilities Side:</b>					
<b>1</b>	<b>Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>				
(a)	Debentures : Secured	NIL	NIL	NIL	NIL
	: Unsecured	NIL	NIL	NIL	NIL
	(other than falling within the meaning of Public Deposits*)				
(b)	Deferred Credits	NIL	NIL	NIL	NIL
(c)	Term Loans	NIL	NIL	NIL	NIL
(d)	Inter-Corporate Loans and Borrowings	NIL	NIL	NIL	NIL
(e)	Commercial Paper	NIL	NIL	NIL	NIL
(f)	Other loans (Specify nature)	NIL	NIL	NIL	NIL
	<b>Total:</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Assets Side:</b>				<b>Amount Outstanding</b>	
				<b>2017-18</b>	<b>2016-17</b>
<b>2</b>	<b>Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):</b>				
(a)	Secured			NIL	NIL
(b)	Unsecured			NIL	NIL
<b>3</b>	<b>Break-up of Leased assets and Stock on Hire and Other Assets counting towards AFC activities</b>				
(i)	Lease Assets including Lease Rentals under Sundry Debtors				
	(a) Financial Lease			NIL	NIL
	(b) Operating Lease			NIL	NIL
(ii)	Stock on Hire including Hire Charges under Sundry Debtors				
	(a) Assets on Hire			NIL	NIL
	(b) Repossessed Assets			NIL	NIL
(iii)	Other Loans towards AFC activities				
	(a) Loans where assets have been repossessed			NIL	NIL
	(b) Loans other than (a) above			NIL	NIL



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**VENTURA GUARANTY LIMITED**

<b>4 Break-up of Investments:</b>			
<b>Current Investments:</b>			
1	Quoted: (i) Shares (a) Equity (which are classified as Stock in Trade in the financial statement) (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL
2	Unquoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL
<b>Long Term Investments:</b>			
1	Quoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL
2	Unquoted: (i) Shares (a) Equity (Net of Provision) (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	60,045,400 NIL NIL NIL NIL NIL	60,045,400 NIL NIL NIL NIL NIL



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**VENTURA GUARANTY LIMITED**

5 Borrower Group-wise Classification of Assets as in (2) and (3) above:							
	Category	Amount Net of Provisions					
		Secured		Unsecured		Total	
		2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
1	Related Parties						
	(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL	NIL	NIL	NIL
2	Other than related parties						
	Total:	NIL	NIL	NIL	NIL	NIL	NIL
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)			
		2017-18	2016-17	2017-18	2016-17		
1	Related Parties:						
	(a) Subsidiaries	58,949,600	48,991,600	58,949,600	48,991,600		
	(b) Companies in the same group	NIL	9,958,000	NIL	9,958,000		
	(c) Other related parties	NIL	NIL	NIL	NIL		
2	Other than related parties (net of provision)	1,095,800	1,095,800	1,095,800	1,095,800		
7 Other information:							
Particulars		2017-18		2016-17			
(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		
8 Asset Classification:							
Particulars		2017-18		2016-17			
	Standard assets		NIL		NIL		
	Sub-standard assets		NIL		NIL		
	Doubtful assets		NIL		NIL		
	Loss assets		NIL		NIL		
	Total		NIL		NIL		



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VENTURA GUARANTY LIMITED

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

Signature to Notes 1 to 22

As per our Report of even date attached

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


  
Hiren Shah  
Partner  
Membership No: 100052  
Place : Mumbai  
Dated : 29th May 2018



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

  
Sajid Malik  
Director  
DIN-00400366  
Place : Mumbai  
Dated : 29th May 2018

  
Saroja Malik  
Director  
DIN-00400421

  
Sudha Ganapathy  
Company Secretary  
Mem. No. ACS 9342

**CONSOLIDATED  
FINANCIAL  
STATEMENTS**

## Independent Auditors' Report

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

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Ventura Guaranty Limited** ("the Holding Company"), its Subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") comprising the Consolidated Balance Sheet as at March 31, 2018, 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 in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 internal financial controls with reference to financial reporting 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, 2018, 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 Company as on March 31, 2018 taken on record by the Board of Directors of the Company and its subsidiary companies incorporated in India none of the directors of the Group Companies, incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director of that company in terms of Section 164 (2) of the Act.



- (f) With respect to the internal financial controls with reference to financial statements 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 -Refer Note 30(d) to the consolidated financial statements.
  - ii. The Group did not have any long-term contracts including derivative contracts; therefore a computation material foreseeable loss 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 C N K & Associates LLP**

**Chartered Accountants**

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

  
**Hiren Shah**  
**Partner**

**Membership No: 100052**



**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2018**

## 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, 2018, we have audited the internal financial controls over financial reporting of **Ventura Guaranty Limited** ("the Holding Company") and its subsidiaries 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 and its subsidiary companies 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 internal financial controls with reference to financial reporting 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 internal financial controls with reference to financial statements 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 internal financial controls with reference to financial statements 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 and its subsidiaries which are companies incorporated in India have, in all material respects, an internal financial controls with reference to financial statement and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For C N K & Associates LLP**

**Chartered Accountants**

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



**Hiren Shah**

**Partner**

**Membership No: 100052**



**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2018**

**VENTURA GUARANTY LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

	Note No.	31st March 2018 Amount ₹	31st March 2017 Amount ₹
<b>I. EQUITY &amp; LIABILITIES</b>			
<b>1) Shareholders' Funds</b>			
A) Share Capital	3	31,948,000	31,948,000
B) Reserves and Surplus	4	<u>942,384,163</u>	<u>744,601,960</u>
		974,332,163	776,549,960
2) Minority Interest		158,959,550	97,022,263
<b>3) Non-Current Liabilities</b>			
A) Long Term Borrowings	5	276,645,865	276,074,518
B) Other Long Term Liabilities	6	68,750,409	70,518,585
C) Long Term Provisions	7	<u>41,572,560</u>	<u>36,595,925</u>
		386,968,834	383,189,028
<b>4) Current Liabilities</b>			
A) Short Term Borrowings	8	723,910,267	154,741,504
B) Trade Payables			
Dues to Micro Enterprises & Small Enterprises		-	-
Dues to Other than Micro Enterprises & Small Enterprises	9	2,364,966,410	2,244,464,704
C) Other Current Liabilities	10	199,752,065	171,001,613
D) Short Term Provisions	11	<u>18,756,121</u>	<u>2,554,214</u>
		3,307,384,863	2,572,762,035
<b>Total</b>		<u><b>4,827,645,410</b></u>	<u><b>3,829,523,287</b></u>
<b>II. ASSETS</b>			
<b>1) Non-Current Assets</b>			
A) Fixed Assets	12		
(i) Property, Plant and Equipment		393,502,122	426,979,130
(ii) Intangible Assets		11,940,369	13,303,589
(iii) Intangible under Development		<u>450,000</u>	<u>1,250,000</u>
		405,892,491	441,532,719
B) Non-Current Investments	13	1,096,650	26,212,213
C) Deferred Tax Asset (Net)	14	21,866,912	18,597,447
D) Long Term Loans and Advances	15	72,875,637	140,492,375
E) Bank Balance - Non-Current	16	457,750,000	54,600,000
<b>2) Current Assets</b>			
A) Current Investments	17	63,980	63,980
B) Inventories	18	591,143	-
C) Trade Receivables	19	695,552,789	809,168,028
D) Cash and Cash Equivalents	20	2,251,394,737	2,227,308,562
E) Short Term Loans and Advances	21	884,626,045	70,074,740
F) Other Current Assets	22	<u>35,935,026</u>	<u>41,473,223</u>
		3,868,163,720	3,148,088,533
<b>Total</b>		<u><b>4,827,645,410</b></u>	<u><b>3,829,523,287</b></u>

Notes forming integral part of the Financial Statements

1 to 45

As per our Report of even date attached

For and on behalf of

C N K & Associates LLP

Chartered Accountants

Firm Registration No: 101961W/W-100036

Hiren Shah  
Partner

Membership No. 100052

Place : Mumbai

Dated : 29th May, 2018



For and on behalf of

Ventura Guaranty Limited

Sajid Malik  
Director

DIN - 00400366

Place : Mumbai

Dated : 29th May, 2018

Saroja Malik  
Director

DIN - 00400421

Sudha Ganapathy  
Company Secretary

Mem. No. ACS 9342

**VENTURA GUARANTY LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018**

	Note No.	31st March 2018 Amount ₹	31st March 2017 Amount ₹
I. Revenue from Operations	23	1,504,528,673	1,173,451,509
II. Other Income	24	133,560,504	123,572,255
<b>III. Total Revenue (I + II)</b>		<b>1,638,089,177</b>	<b>1,297,023,764</b>
<b>IV. EXPENSES</b>			
i) Operating Expenses	25	425,669,192	235,146,097
ii) Employee Benefit Expenses	26	334,158,130	415,923,180
iii) Finance Cost	27	136,811,220	68,364,370
iv) Depreciation/ Amortization Expenses	12	58,452,931	58,374,552
v) Other Expenses	28	305,595,000	312,743,303
vi) Provision on Standard Asset	29	741,436	-
<b>Total</b>		<b>1,261,427,909</b>	<b>1,090,551,502</b>
<b>V. PROFIT BEFORE TAX (III - IV)</b>		<b>376,661,268</b>	<b>206,472,262</b>
<b>VI. TAX EXPENSES</b>			
Current Tax		138,168,000	77,648,000
MAT credit entitlement		(46,000)	(34,282)
Net Current tax		138,122,000	77,613,718
Deferred Tax Provision/ (Benefit)		(3,063,322)	(2,794,030)
Tax Adjustments in respect of earlier years		(198,000)	(99,370)
<b>VII. PROFIT AFTER TAX (V - VI)</b>		<b>241,800,590</b>	<b>131,751,944</b>
Less: Share of Minority		31,451,872	15,684,398
Add: Share of Profit/(Loss) of Associate		-	5,676,697
<b>VIII. PROFIT FOR THE YEAR</b> (after adjustment for Minority Interest and Associate)		<b>210,348,718</b>	<b>121,744,243</b>
<b>IX. Earning per Share (Equity Share, par value of ₹ 10 each)</b> Basic and Diluted	42	<b>65.84</b>	<b>38.11</b>
Notes forming integral part of the Financial Statements	1 to 45		

As per our Report of even date attached

For and on behalf of

**C N K & Associates LLP**

Chartered Accountants

Firm Registration No: 101961W/W-100036

Hiren Shah  
Partner

Membership No. 100052

Place : Mumbai

Dated : 29th May, 2018



For and on behalf of

**Ventura Guaranty Limited**

Sajid Malik  
Director

DIN - 00400366

Place : Mumbai

Dated : 29th May, 2018

Saroja Malik  
Director

DIN - 00400421

Sudha Ganapathy  
Company Secretary

Mem. No. ACS 9342

**VENTURA GUARANTY LIMITED**  
Consolidated Cash Flow Statement for the year ended 31st March 2018

Particulars	31st March 2018	31st March 2017
	Amount	Amount
	₹	₹
<b>A. Cash Flow from Operating activities</b>		
Net profit after tax	194,082,263	121,744,245
Adjustments for:		
Tax	128,259,589	74,720,318
Net Profit before tax and extraordinary Items	322,341,852	196,464,563
Adjustments for :		
Depreciation/ Amortization Expenses	58,436,598	58,374,552
Share of Minority	31,451,872	15,684,398
Share of Profit of Associate company	-	(5,676,697)
(Profit) / Loss on Assets Sold/Scrapped	(232,546)	(1,882,948)
Provision for Diminution in Value of Investments	-	9,600,000
Dividend received on Current Investments	(2,303)	(695)
Interest paid	58,537,738	56,356,638
Interest received	(131,196,216)	(117,905,934)
<b>Operating profit before working capital changes</b>	339,336,995	211,013,877
Adjustment for Change in Working Capital:		
Trade Receivables	113,615,239	(194,096,665)
Loans and Advances	80,753,876	18,347,996
Other Non-Current Assets	(403,086,531)	(54,600,000)
Other Current Assets	(458)	4,375
Short Term Borrowings	(120,162,827)	42,353,905
Trade Payables and Other Liabilities	139,107,706	891,206,976
Provisions - Long Term & Short Term	6,491,516	4,353,580
<b>Cash generated from Operations</b>	156,055,516	918,584,043
Tax paid (Net)	(109,279,667)	(74,576,756)
<b>Net Cash from Operating Activities</b>	<b>46,775,850</b>	<b>844,007,288</b>
<b>B. Cash Flow from investing activities</b>		
Purchase of Fixed Assets	(22,983,135)	(77,046,500)
Consideration Paid for Equity Acquiring in Fellow Subsidiary	(58,892,911)	-
Sale of Fixed Assets	421,502	2,082,900
Interest received	128,558,339	109,211,399
Dividend received on Current Investments	2,303	695
<b>Net Cash (used in) / generated from Investing Activities</b>	<b>47,106,098</b>	<b>34,248,494</b>



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**VENTURA GUARANTY LIMITED**  
Consolidated Cash Flow Statement for the year ended 31st March 2018

Particulars	31st March 2018	31st March 2017
	Amount	Amount
	₹	₹
Cont.....		
<b>C. Cash Flow from Financing Activities</b>		
Interest paid	(58,537,738)	(56,356,638)
Interim Dividend Payout	(11,829,382)	(1,779,676)
(Repayment)/Proceeds of Long Term / Short Term Loan	571,346	(7,615,905)
<b>Net Cash (used in) / generated from Financing Activities</b>	<b>(69,795,774)</b>	<b>(65,752,219)</b>
Net Increase / (Decrease) in Cash & Cash Equivalents [A+B+C]	<b>24,086,174</b>	<b>812,503,562</b>
Net Increase / (Decrease) in Cash & Cash Equivalents	<b>24,086,174</b>	<b>812,503,563</b>
Cash and Bank balances at beginning of period	2,227,308,562	1,414,805,000
Cash and Bank balances at end of period	2,251,394,737	2,227,308,562
<b>Cash &amp; Cash Equivalents comprise</b>		
Cash in Hand	300,954	284,664
Balance with Banks	2,251,093,783	2,227,023,898
- includes fixed deposits of ₹ 1,739,117,842/- (Previous Year ₹ 1,187,728,285/-)		
(Fixed deposits includes earmarked deposits against Bank Guarantee and Security/Margin deposits is ₹ 1,678,117,842/- Previous Year ₹ 1,105,232,581/-)		
<b>Cash &amp; Cash Equivalents as at the end of the year</b>	<b>2,251,394,737</b>	<b>2,227,308,562</b>

Notes forming integral part of the Financial Statements

1 to 45

As per our Report of even date attached

**C N K & Associates LLP**

**Chartered Accountants**

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



**Hiren Shah**

**Partner**

**Membership No. 100052**

Place : Mumbai

Dated : 29th May, 2018



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



**Sajid Malik**

**Director**

**DIN - 00400366**

Place : Mumbai

Dated : 29th May, 2018



**Saroja Malik**

**Director**

**DIN - 00400421**



**Sudha Ganapathy**

**Company Secretary**

**Mem. No. ACS 9342**

## VENTURA GUARANTY LIMITED

### NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018

#### Notes:

#### 1. Basis of Consolidation

- a) The consolidated financial statements relate to Ventura Guaranty Limited ('the Holding Company') and its subsidiaries. The Company and its subsidiaries together constitute 'the Group'. The consolidated financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (To the extent applicable and in particular on the following basis:
- i. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and recognized profits or losses as per Accounting Standard 21 'consolidated financial statements'.
  - ii. Investments in associate companies have been accounted for under the equity method as per Accounting Standard 23 'Accounting for Investments in Associates in consolidated financial statements'.
  - iii. The financial statements of subsidiaries and associates consolidated are drawn upto the same reporting date as that of the Company.
  - iv. The excess of the Group's share in equity of an 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.



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**VENTURA GUARANTY LIMITED**

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

Name of the Entity	Nature of Relationship	Country of Incorporation	Extent of holding as on 31 <sup>st</sup> March 2018	Extent of holding as on 31 <sup>st</sup> March 2017
Ventura Securities Limited	Subsidiary	India	82.29%	82.29%
*Ventura Allied Services Private Limited	Step down Subsidiary	India	100%	100%
*Ventura Commodities Limited	Step down Subsidiary	India	100%	100%
**Kashmira Investment and Leasing Private Limited	Subsidiary	India	72.44%	49.79%

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

\*\*With Effect from 31.03.2018 Kashmira Investment and Leasing Private Limited becomes the Subsidiary. Holding Company and Ventura Securities Limited (Subsidiary Company) holds together 72.44%. For the financial year 2016-17, Kashmira Investment and Leasing Private Limited have been considered as Associates and Accounting for same is done as per equity method.

- c) The Capital Reserve on additional stake of Kashmira Investment and Leasing Private Limited:

Opening Capital Reserve	51,938,992
<b>Less :</b> Opening Capital Reserve for Kashmira Investment and Leasing Private Limited	(3,190,952)
<b>Add :</b> Capital Reserve for Kashmira Investment and Leasing Private Limited at the End of the Year	9,465,160
<b>Less :</b> Goodwill for Kashmira Investment and Leasing Private Limited in the consolidation at Ventura Securities Limited	(8,181,341)
<b>Closing Capital Reserve</b>	<b>50,031,860</b>

Goodwill on acquiring additional stake of Kashmira Investment and Leasing Private Limited has been adjusted against capital reserve on consolidation.

**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 Group, and except wherever otherwise stated, are consistent with those used in the previous year.



## VENTURA GUARANTY LIMITED

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

### b) Use of Estimates

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

### c) Revenue Recognition

#### 1. Revenue

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

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

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

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

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



## VENTURA GUARANTY LIMITED

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 Tangible/ Intangible Assets**

- Depreciation on fixed assets is provided using the straight-line method, at the useful life prescribed as per the provisions of Part C of the schedule II of the Companies Act, 2013 for the Holding Company and at the useful life estimated by the management for all Subsidiary Companies except for one Subsidiary where WDV method is followed, there is no material discrepancies for change in accounting policies of Subsidiary so same is not separately stated:

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.

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

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

Useful lives of the assets are estimated as follows:

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

- The same method is consistently adopted from year to year in the above subsidiary companies.



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## VENTURA GUARANTY LIMITED

- Assets costing below ₹ 5,000/- 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.

### 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.



## VENTURA GUARANTY LIMITED

- 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) Dividend**

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

**n) Earnings per share**

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

**o) Taxation**

**a. Current Tax**

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



## VENTURA GUARANTY LIMITED

### b. Deferred Tax

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

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

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

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

### c. Minimum Alternate Tax

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

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

Provisions are recognized when the Group has a present obligation as a result of past event, for which it is probable that an outflow of resources will be 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.

### q) Cash and Cash Equivalents

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



## VENTURA GUARANTY LIMITED

### r) Cash Flow Statement

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

### s) Leases

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

### t) Preliminary Expenses

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



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 3: SHARE CAPITAL**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Authorised Share Capital:</b> 10,000,000 Equity Shares of ₹ 10/- each (Previous Year 10,000,000 Equity Shares of face value of ₹ 10/- each)	100,000,000	100,000,000
	<b>100,000,000</b>	<b>100,000,000</b>
<b>Issued, Subscribed and Paid up Share Capital:</b> 3,194,800 Equity Shares of ₹ 10/- Fully paid up (Previous Year 3,194,800 Equity Shares of ₹ 10/- each fully paid up) Less: Calls In Arrears	31,948,000	31,948,000
<b>Total</b>	<b>31,948,000</b>	<b>31,948,000</b>

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

**EQUITY SHARES**

Particulars	As on 31.03.2018		As on 31.03.2017	
	Number	Amount (₹)	Number	Amount (₹)
Shares outstanding at the beginning of the year	3,194,800	31,948,000	3,194,800	31,948,000
Add: Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	3,194,800	31,948,000	3,194,800	31,948,000

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

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

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

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

Class of Shares/Name of the Shareholders	As on 31.03.2018		As on 31.03.2017	
	% 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



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 4: RESERVES AND SURPLUS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Securities Premium Account (In previous year, Share Premium on 650,000 equity shares @ ₹ 90/- per share, converted from Optionally convertible debenture of ₹ 100/- each)	51,647,612	51,647,612
Capital Reserve (on consolidation) {Refer Note 1 (c)}	50,031,859	51,938,992
General Reserve		
Opening Balance	43,866,299	42,906,299
Add: Transfer for the year	950,000	960,000
Closing Balance	44,816,299	43,866,299
Reserve Fund u/s. 45IC of RBI Act		
Opening Balance	7,270,000	5,360,000
Add: transfer for the year	1,890,000	1,910,000
Closing Balance	9,160,000	7,270,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per last Balance Sheet	589,879,057	472,134,490
Add: Profit for the year	210,348,718	121,744,243
Less: Appropriations		
Interim Dividend Paid	8,625,960	-
Tax on Proposed Dividend	2,033,422	1,129,676
Amount transferred to General Reserve	950,000	960,000
Transfer to Reserve Fund u/s. 45IC of RBI Act.	1,890,000	1,910,000
Net Surplus in the Statement of Profit and Loss	786,728,393	589,879,057
<b>Total</b>	<b>942,384,163</b>	<b>744,601,960</b>

**NOTE 5: LONG-TERM BORROWINGS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Secured</b>		
Term Loan from Bank	310,690,295	299,714,691
Less: Current Maturities of Loans classified as Other Current Liabilities (Refer Note 8)	34,044,430	23,640,172
	276,645,865	276,074,518
Secured by hypothecation of Building Premises including the Building Premises held by Holding Company. Rate of Interest at MCLR of respective bank. (Refer Note 29)		
<b>Total</b>	<b>276,645,865</b>	<b>276,074,518</b>







**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

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

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Deposits from Business Associates and Clients	68,750,409	70,518,585
<b>Total</b>	<b>68,750,409</b>	<b>70,518,585</b>

**NOTE 7: LONG TERM PROVISIONS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Provision for Employee Benefits (Refer Note No. 36)		
Gratuity	38,461,411	33,555,015
Compensated Absence	3,111,149	3,040,910
<b>Total</b>	<b>41,572,560</b>	<b>36,595,925</b>

**NOTE 8: SHORT-TERM BORROWINGS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Secured Loans		
Over Draft facility from Bank *	534,247	131,101,332
Loan from Non Banking Financial Companies	689,331,590	-
Current maturities of Long-Term Borrowings (Refer Note 5)	34,044,430	23,640,172
Short Term Borrowings from Holding Company		
* Secured by pari-passu charge on Receivables in Cash Segments.		
** Secured by hypothecation of Building Premises including the Building Premises held by Subsidiary Company		
<b>Total</b>	<b>723,910,267</b>	<b>154,741,504</b>

**NOTE 9: TRADE PAYABLES**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Trade and Margin Money - Clients	2,315,295,653	2,205,729,852
Sundry Creditors for Expenses	49,670,757	38,734,352
<b>Total</b>	<b>2,364,966,410</b>	<b>2,244,464,704</b>
Trade Payables, Margin Money & Sundry Creditors includes:		
Dues to Micro Enterprises & Small Enterprises	-	-
Dues to Other than Micro Enterprises & Small Enterprises	2,364,966,410	2,244,464,704







VENTURA GUARANTY LIMITED

Note : 12 Fixed Assets

SR. NO.	Description of Asset	Gross Block					Depreciation				Net Block	
		As at 01/04/2017 ₹	Additions ₹	Sales / Deletion / Capitalised ₹	As at 31/03/2018 ₹	As at 01/04/2017 ₹	Depreciation Sales / Deletion ₹	For the period ₹	As at 31/03/2018 ₹	As at 31/03/2018 ₹	As at 31/03/2017 ₹	
<b>A</b>	<b>Property, Plant and Equipment</b>											
1	Building Premises	332,706,250	-	-	332,706,250	29,100,008	-	14,142,271	43,242,278	289,463,972	303,606,242	
2	Plant & Equipments	116,487,408	5,691,313	-	122,178,721	94,768,589	-	12,149,580	107,176,582	15,002,139	21,718,818	
(i)	Computer Equipments	35,996,124	3,200,328	-	39,196,452	21,466,590	-	4,484,212	25,950,802	13,245,650	14,529,533	
(ii)	Office Equipment	81,313,935	499,873	-	81,813,808	22,817,270	-	14,003,057	36,820,327	44,993,482	58,496,666	
3	Furniture & Fixtures	37,496,075	559,433	-	38,055,508	11,888,463	-	8,562,612	20,451,075	17,604,433	25,607,612	
4	Leasehold Improvements	16,255,482	11,996,137	3,779,125	24,472,494	13,235,226	3,590,169	1,634,990	11,280,047	13,192,447	3,020,256	
5	Motor Car	620,255,273	21,947,084	3,779,125	638,423,233	193,276,146	3,590,169	54,976,721	244,921,111	393,502,122	426,979,128	
<b>B</b>	<b>TANGIBLE ASSETS</b>											
	<b>INTANGIBLE ASSETS</b>											
1	Computer Software	47,738,893	2,112,991	-	49,851,884	34,435,306	-	3,476,210	37,911,516	11,940,369	13,303,588	
	<b>INTANGIBLE ASSETS</b>	47,738,893	2,112,991	-	49,851,884	34,435,306	-	3,476,210	37,911,516	11,940,369	13,303,588	
<b>C</b>	<b>CAPITAL WORK-IN-PROGRESS</b>											
1	Intangible under Development	1,250,000	700,000	1,500,000	450,000	-	-	-	-	450,000	1,250,000	
	<b>CAPITAL WORK-IN-PROGRESS</b>	1,250,000	700,000	1,500,000	450,000	-	-	-	-	450,000	1,250,000	
	<b>Total</b>											
	Current Year's	669,244,167	24,760,075	5,279,125	688,725,117	227,711,452	3,590,169	58,452,931	282,832,627	405,892,491	441,532,715	
	Previous Year's	247,177,985	400,609,487	12,930,629	634,856,843	177,101,076	271,636	34,966,682	211,796,121	423,060,722	70,076,909	



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 10: OTHER CURRENT LIABILITIES**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Current maturities of long-term debt		-
Trade Deposits	129,979,625	108,200,329
Advisory Fees Receivable	664,098	857,400
Employee Benefits	2,805,470	4,409,417
Other Payables	66,285,832	49,287,566
Book Over Draft	-	8,229,861
Unpaid Dividend	17,040	17,040
<b>Total</b>	<b>199,752,065</b>	<b>171,001,613</b>
Other Payables Includes:		
Statutory Liabilities	29,950,978	15,419,561
Interest accrued but not due on borrowings	6,804,604	-
Stock Exchange Dues	3,173,316	2,125,739

**NOTE 11: SHORT TERM PROVISIONS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Provision for Employee Benefits (Refer Note No. 36)		
Gratuity	3,567,661	2,086,623
Compensated Absence	501,433	467,591
Others		
Contingent Provision for Standard Asset	2,069,304	-
Provision for Taxation (Net of Advance Tax)	12,617,723	-
<b>Total</b>	<b>18,756,121</b>	<b>2,554,214</b>

**NOTE 13: NON-CURRENT INVESTMENTS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Long Term Investments</b>		
Trade Investments		
In Associate Company		
Kashmira Investments and Leasing Private Limited	-	25,116,413
497,900 (Previous Year 497,900) of ₹ 10/- each fully paid up		
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	(25,837,800)	(25,837,800)
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		
Bombay Stock Exchange Ltd.	850	-
26 (Previous Year 26) Equity Shares of ₹ 2/- each fully paid up		
<b>Total</b>	<b>1,096,650</b>	<b>26,212,213</b>



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

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

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Deferred Tax Assets</b>		
Depreciation and Amortisation	8,257,804	3,735,195
Provision for Gratuity and Compensated Assets	13,227,708	13,481,599
Preliminary Expenses	-	2,489
Unabsorbed Tax Loss	153,353	1,342,977
Notional Loss on Securities	77	-
Provision for Standard Assets	204,284	-
Share Issue Expenses	23,686	35,187
	<b>21,866,912</b>	<b>18,597,447</b>
<b>Total</b>	<b>21,866,912</b>	<b>18,597,447</b>

Net Deferred Tax Benefit of ₹ 3,063,322/- for the current year have been recognized in the statement of profit and loss (Previous year Net Deferred Tax Provision ₹ 2,794,030/-).

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

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Capital advances</b>		
Unsecured, considered good	1,563,820	-
	<b>1,563,820</b>	<b>-</b>
<b>Security deposits</b>		
Unsecured, considered good		
Deposits With Stock Exchanges	48,007,106	115,966,385
Deposits with Government Department	45,000	45,000
Other Deposits	23,085,415	23,265,858
Prepaid Expenses	174,296	1,215,132
	<b>71,311,817</b>	<b>140,492,375</b>
<b>Total</b>	<b>72,875,637</b>	<b>140,492,375</b>

**NOTE 16: BANK BALANCES - NON-CURRENT**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Long Term Deposits with Banks</b>		
In Deposit Accounts	45,000,000	-
In Earmarked Deposit Accounts	412,750,000	54,600,000
	<b>457,750,000</b>	<b>54,600,000</b>

(i) Balance with banks in deposit accounts includes ₹ 369,500,000/- (Previous Year ₹ 32,600,000/-) maintained as security margin for guarantees issued by banks. (Refer Note No.30)

(ii) Balance with bank in deposit accounts includes ₹ 41,250,000/- (Previous Year ₹ 20,000,000/-) towards security/ margin/other deposits kept with Stock Exchanges. Balance with bank in deposit accounts includes ₹ 2,000,000/- (Previous Year ₹ 2,000,000/-) towards security/ margin/other deposits kept with PFRDA for POP under NPS.



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 17 : CURRENT INVESTMENTS**

(in ₹)

	As on 31.03.2018	As on 31.03.2017
Non Trade Investments - Quoted at Cost		
Investments in Preference Shares		
L & T Finance Holdings Limited	63,980	63,980
625 (Previous Year 625) Preference Shares of ₹ 100/- each, fully paid up		
<b>Total</b>	<b>63,980</b>	<b>63,980</b>

**NOTE 18: INVENTORIES**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Stock - in - Hand		
Stock in Hand	591,143	-
<b>Total</b>	<b>591,143</b>	<b>-</b>

**NOTE 19: TRADE RECEIVABLES**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Current</b>		
Trade Receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured		
Considered Good	15,502,547	2,911,021
Other Trade Receivables		
Unsecured		
Considered Good	680,050,242	806,257,007
<b>Total</b>	<b>695,552,789</b>	<b>809,168,028</b>

**NOTE 20: CASH AND CASH EQUIVALENTS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Cash and Cash Equivalents		
Cash on hand	300,954	284,664
Balances with Banks		
I. Current Accounts	847,034,502	542,506,056
Balances with Bank for Unpaid Dividend*	17,040	-
	<b>847,352,496</b>	<b>542,790,720</b>
Other Bank Balances		
Balances with banks in unpaid dividend accounts		
(i) In Deposit Accounts (Refer Note (i) below)	61,000,000	5,000,000
(ii) In Earmarked Deposit Accounts (Refer Note (i), (ii), (iii) and (iv))	1,343,042,241	1,679,517,842
	<b>1,404,042,241</b>	<b>1,684,517,842</b>
<b>Total</b>	<b>2,251,394,737</b>	<b>2,227,308,562</b>



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 20: CASH AND BANK BALANCES (Cont.....)**

- (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 ₹ 965,600,000/- (Previous Year ₹ 1,088,000,000/-) maintained as security margin for guarantees issued by banks. Refer Note No.27
- (iii) Balance with bank in deposit accounts includes ₹ 381,317,661/- (Previous Year ₹ 5,33,517,842/-) towards security/ margin/other deposits kept with Stock Exchanges.
- (iv) Balance with bank in deposit accounts includes ₹ NIL/- 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 ₹ 144,053/-)

**NOTE 21: SHORT-TERM LOANS AND ADVANCES**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
<b>Secured, considered good</b>		
Loans & Advances	827,678,933	-
<b>Unsecured, considered good</b>		
Loans and Advances		
Loan to Other Body Corporates	18,071,096	33,556,850
Prepaid Expenses	25,437,966	21,409,630
Loans and Advances to Employees	6,191,780	3,781,739
GST Input Credit / Service Tax Credit Receivable	3,262,360	4,234,385
Other Advances	3,983,910	7,092,136
<b>Total</b>	<b>884,626,045</b>	<b>70,074,740</b>

**NOTE 22: OTHER CURRENT ASSETS**

(in ₹)

Particulars	As on 31.03.2018	As on 31.03.2017
Other Advances	149,170	6,000
Interest Accrued but not Due	27,447,278	24,876,922
Advance Income Tax (Net of Provision)	8,292,578	16,556,019
MAT Credit Entitlement	46,000	34,282
<b>Total</b>	<b>35,935,026</b>	<b>41,473,223</b>

**NOTE 23: REVENUE FROM OPERATIONS**

(in ₹)

Particulars	2017 - 18	2016 - 17
Income from Brokerage and Depository services	1,162,404,095	983,425,606
Financial Products Distribution	73,514,105	47,564,700
Interest Income	1,668,355	900,282
Other Operating Income	266,942,118	136,560,921
<b>Total</b>	<b>1,504,528,673</b>	<b>1,173,451,509</b>



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 24: OTHER INCOME**

(in ₹)

Particulars	2017 - 18	2016 - 17
<b>Interest Income on:</b>		
Bank Deposits	129,408,020	115,056,547
Others	1,807,911	3,045,349
<b>Investment Income</b>		
Dividend Income; Current Investments	116,456	695
<b>Others</b>		
Profit on Sale of Assets	232,546	1,882,948
Miscellaneous Income	1,995,571	3,586,716
<b>Total</b>	<b>133,560,504</b>	<b>123,572,255</b>

**NOTE 25 : OPERATING EXPENSES**

(in ₹)

Particulars	2017 - 18	2016 - 17
Sub Brokerage and Commission	411,213,749	221,226,217
Depository Transaction Charges	14,455,443	13,919,880
<b>Total</b>	<b>425,669,192</b>	<b>235,146,097</b>

**NOTE 26: EMPLOYEE BENEFIT EXPENSES**

(in ₹)

Particulars	2017 - 18	2016 - 17
Salaries and wages	293,306,922	374,346,725
Contribution to provident and other funds	5,078,241	3,748,134
Staff welfare expense	12,498,248	13,064,370
Gratuity Expenses *	10,122,950	10,209,434
Compensated Absence *	8,223,999	12,093,136
Insurance	4,927,770	2,461,381
<b>Total</b>	<b>334,158,130</b>	<b>415,923,180</b>
* (Refer Note No. 36)		

**NOTE 27: FINANCE COST**

(in ₹)

Particulars	2017 - 18	2016 - 17
Interest Expense	119,898,685	56,356,638
Bank Charges	2,406,392	158,974
Bank Guarantee Charges	14,506,143	11,848,758
<b>Total</b>	<b>136,811,220</b>	<b>68,364,370</b>



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**VENTURA GUARANTY LIMITED**  
**NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018**

**NOTE 28: OTHER EXPENSES**

(in ₹)

Particulars	2017 - 18	2016 - 17
Electricity Expenses	24,217,876	22,610,045
Rent, Rates and Taxes	49,819,751	49,544,968
Repairs to Buildings	6,205,085	5,675,569
Repairs to Machinery	32,969,549	30,219,362
Repairs to Others	1,231,412	2,001,979
Communication Expenses	38,527,713	42,341,492
Travelling and Conveyance Expenses	21,162,216	30,582,495
Legal and Professional Fees	30,370,571	19,881,503
Stock Exchange Charges	2,287,598	1,774,901
Stamps / Documentation Charges	4,199,164	4,819,978
Service Tax	2,584,159	3,555,064
Professional Tax	21,266	22,702
Advertisement Expenses	166,220	95,796
Software Usage Charges	625,000	625,000
Server Co-Location Charges	1,403,252	1,251,607
Business Development Charges	46,087,277	43,235,143
Printing and Stationery	5,940,135	7,829,150
Membership and Subscription Expenses	4,949,936	5,735,422
Insurance Charges	1,043,355	1,061,319
Payment to Auditor		
For Statutory Audit	1,311,251	1,060,000
For Tax Audit	176,800	166,500
For Other services	378,100	377,278
Listing Fee	287,500	261,150
Courier and Postage Charges	5,847,430	5,719,736
Bad Debts	5,666,167	3,893,472
Provision for Diminution in Value of Long Term Investments	-	9,600,000
House Keeping Services	4,346,443	3,212,155
Other Expenses	13,769,774	15,589,517
<b>Total</b>	<b>305,595,000</b>	<b>312,743,303</b>

**NOTE 29: PROVISION ON STANDARD ASSET**

(in ₹)

Particulars	2017 - 18	2016 - 17
Provision on Standard Asset	741,436	-
<b>Total</b>	<b>741,436</b>	<b>-</b>



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**VENTURA GUARANTY LIMITED**

**30. Contingent liabilities and Commitments**

b) Contingent liabilities

i) Guarantees issued by the banks:

Stock Exchanges / Bank	31 <sup>st</sup> March 2018 Amount ( ₹ )	31 <sup>st</sup> March 2017 Amount ( ₹ )
National Stock Exchange – Cash Segment	605,000,000	405,000,000
National Stock Exchange – F&O Segment	1,565,000,000	1,350,000,000
National Stock Exchange – Currency Segment	50,000,000	50,000,000
National Stock Exchange – SLBM Segment	10,000,000	10,000,000
Bombay Stock Exchange – Cash Segment	260,000,000	260,000,000
Bank of Maharashtra	100,000	100,000
Multi Commodities Exchange ( MCX )	120,000,000	120,000,000
National Commodity & derivatives Exchange Ltd ( NCDEX )	3,000,000	30,000,000

- ii) The bank guarantees have been secured by personal guarantees of the two directors, corporate guarantee of the holding company, and fixed deposits of ₹ 1,335,100,000/- (Previous Year ₹ 1,127,600,000/-).
- iii) Claims against the Group not acknowledged as debts are ₹ 5,061,000/- (Previous Year ₹NIL/-).
- iv) The Company has provided guarantee by pledging three of its building premises with bank for the loan against facility of ₹ 15,700,000/- to one of its subsidiary company.
- c) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 750,000/- (Previous Year ₹ 500,000/-).
- d) No provision has been made in respect of disputed Income Tax dues of ₹ 2,832,882/- (Previous Year ₹ 4,736,115/-) since the Group expects to get relief in appeal.
- e) The Group has taken office premises on operating lease at various locations. Lease rent in respect of the same has been charged to Statement of Profit and Loss. The agreements are executed for a period ranging from 11 months to five years with a renewable clause. Some agreements have a clause for a minimum lock-in period. The Group has also taken some other assets under operating lease.



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**VENTURA GUARANTY LIMITED**

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

Minimum Lease Rental	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
	Amount ( ₹ )	Amount ( ₹ )
Upto one year	12,646,017	15,199,278
One to five years	10,936,023	8,482,436

31. Deposits with Stock Exchanges include ₹3,750,000/- (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.

**32. Secured Loans:**

During the year the Group has availed short term secured borrowings from Banks, Companies and Non Banking Financial Companies against the pledge of fixed deposits belonging to the Group and pledge of securities provided by the clients towards margin on outstanding exposure with interest rate ranging from 9.00% to 15.00% p.a. The said borrowings have been utilized for meeting clients' pay-in obligation to the Stock Exchanges.

One of the Step-down Subsidiary has obtained loans from Banks which were secured by mortgage of Building Premises including the Premises held by its Holding Company on a floating interest rate, repayable in equated monthly installments within 10 years. As per the terms and conditions of loans, the holding company and its directors are Co-Borrowers to these loans.

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

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

Sr. No.	Name of the Company	As on 31 <sup>st</sup> March 2018	As on 31 <sup>st</sup> March 2017
		Amount ( ₹ )	Amount ( ₹ )
1	Saourav Impex Private Limited	7,538,564	7,150,539
2	Phoenix Asset Management Private Limited	10,532,532	11,406,311
3	Shresth Commodities & Financial Services Private Limited	-	15,000,000

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



**VENTURA GUARANTY LIMITED**

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

	31 <sup>st</sup> March 2018		31 <sup>st</sup> March 2017	
	Amount ( ₹ )		Amount ( ₹ )	
	Hemant Majethia	Juzer Gabajiwala	Hemant Majethia	Juzer Gabajiwala
Salaries	5,900,000	2,553,892	5,901,250	2,340,117
House Rent Allowance	-	1,025,436	-	1,025,436
Other Allowances	15,000	15,000	15,000	15,000
Value of Perquisites	1,524,600	2,44,692	1,524,788	244,692
<b>Total</b>	<b>7,439,600</b>	<b>3,839,020</b>	<b>7,441,038</b>	<b>3,625,245</b>

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

**35. Expenditure in Foreign Currency:**

Expenditure (at actual)	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
	Amount ( ₹ )	Amount ( ₹ )
Foreign Travel	153,744	55,895
Business Development Charges	1,781,401	2,375,788
Import of furniture and fittings	-	10,393,417

**36. 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 ₹ 42,029,072 /- (Previous Year ₹35,641,638/-) and Compensated Absence liability of ₹3,612,582/- (Previous Year ₹3,508,501/-). The liability in respect of gratuity is determined as per actuarial valuation carried out as at Balance Sheet date. The present value of the obligation under such plan is determined using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss account for the period in which they occur.

Principal actuarial assumptions:

	Gratuity		Compensated Absence	
	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
Increment Rate:	3.50 % p.a.	4% p.a.	3.50 % p.a.	4% p.a.
Discounting Rate:	7.87 % p.a.	7.50% p.a.	7.87 % p.a.	7.50% p.a.



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**VENTURA GUARANTY LIMITED**

Balance sheet Statement:

Present value of the obligation at 31.03.2018	42,029,072	35,641,638	3,612,582	3,508,501
Fair Value of plan assets at 31.03.2018	Nil	Nil	Nil	Nil
Un-funded Liability at 31.03.2018	42,029,072	35,641,638	3,612,582	3,508,501
Unrealized actuarial gains/losses	Nil	Nil	Nil	Nil
Un-funded Liability recognized in Balance Sheet	42,029,072	35,641,638	3,612,582	3,508,501

Profit and Loss Statement:

Interest Cost from 01.04.2017 to 31.03.2018	2,533,041	2,175,850	NIL	NIL
Service Cost from 01.04.2017 to 31.03.2018	4,645,935	4,589,539	1,568,659	3,508,501
Past Service cost	5,453,342	NIL	NIL	NIL
Actual return on plan assets from 01.04.2017 to 31.03.2018	N.A.	N.A.	N.A.	N.A.
(Gain)/Loss recognized as on 31.03.2018	(3,194,790)	1,898,431	6,655,340	8,584,635
Net Loss to be shown in Statement of P&L as expense	10,122,950	10,209,434	8,223,999	12,093,136

Reconciliation of Benefit Obligations:

Liability at the beginning of the year	35,641,638	28,964,065	3,508,501	2,984,977
Interest Cost	2,533,041	2,175,850	NIL	NIL
Current Service Cost	4,645,935	4,589,539	3,488,053	3,508,501
Past Service cost	6,138,764	NIL	NIL	NIL
Benefit Paid	(2,715,402)	(1,642,497)	(5,488,070)	11,569,612
Actuarial (Gain)/Loss on Obligation	(3,194,790)	1,898,431	6,655,340	5,712,333
Amount recognized and disclosed under the head 'Provision for Employees Benefits'	42,029,072	35,641,638	1,693,188	3,508,501
Bifurcation at year end				
Non-Current Liability	2,428,569	1,849,325	390,147	441,436
Current Liability	34,960,337	29,724,246	3,005,618	2,775,913



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**VENTURA GUARANTY LIMITED**

**37. 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)	Enterprises over which KMP exercise significance influence	a)	Genesys International Corporation Limited
		b)	Kashmira Investment and Leasing Private Limited (With Effect from 31.03.2018 it becomes Subsidiary)
II)	Key Management Personnel / Directors	a)	Mr. Hemant Majethia
		b)	Mr. Sajid Malik
		c)	Mr. Juzer Gabajiwala
		d)	Mr. Hemant Gurav
		e)	Mr. D. P. Singh
		f)	Mr. Liladhar Rane
		g)	Mr. Anil Dodia
III)	Relatives of Key Management Personnel / Directors	a)	Mrs. Shazia Sajid Malik
		b)	Mr. Sohel Malik
		c)	Mrs. Saroja Malik
		d)	Mrs. Fatima Gabajiwala
		e)	Mrs. Shilpa Majethia
		f)	Mrs. Meenakshi Ramaswamy

ii) Details of Transactions with the Related Parties

	Nature Of Transaction	Enterprises over which KMP exercise significance influence	Key Management Personnel / Director	Relatives of Key Management Personnel / Directors
		Amount (₹)	Amount (₹)	Amount (₹)
1	<b>Brokerage Earned:</b> Hemant Majethia		53,636 (40,001)	
	Juzer Gabajiwala		2,672 (6,859)	
	Fatima Gabajiwala			2,676 (6,295)
	Sajid Malik		2,077 (124,738)	
	Saroja Malik			123,757 (370,458)
	Sohel Malik			- (15,700)
	Kashmira Investment and Leasing Private Limited	- (604)		



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**VENTURA GUARANTY LIMITED**

2	<b>Depository Participant Income:</b> Hemant Majethia  Sohel Malik  Saroja S Malik  Kashmira Investment and Leasing Private Limited	-      (106,015)	200 (210)	400 (80) - (170)
3	<b>Rent Paid:</b> Sajid Malik  Saroja Malik		840,000 (840,000)	3,000,000 (3,000,000)
4	<b>Remuneration Paid:</b> Mr. Hemant Majethia  Mr. Juzer Gabajiwala  Mr. Hemant Gurav  Mr. N S Ramaswamy		7,439,600 (7,441,038)  3,839,020 (3,625,245)  687,500 (-)  3,618,603 (3,557,102)	
5	<b>Dividend paid:</b> Genesys International Corporation Limited Sajid Malik  Hemant Majethia  Saroja Malik	- (1,690,000)	1,170,000 (-) 1,116,720 (-)	1,404,000 (-)
6	<b>Loan / Advance taken:</b> Kashmira Investments and Leasing Private Limited	- (62,800,000)		
7	<b>Interest paid:</b> Kashmira Investments and Leasing Private Limited	- (69,041)		
8	<b>Loan / Advance Given:</b> Kashmira Investments and Leasing Private Limited	- (18,550,000)		
9	<b>Interest Received / Receivable :</b> Kashmira Investments and Leasing Private Limited	- (900,282)		







**VENTURA GUARANTY LIMITED**

10	<b>Outstanding Debit/Credit:</b>			
	Hemant Majethia		-	
	Juzer Gabajiwala		(954,698 CR)	
	Sohel Malik		-	472 DR
	Saroja Malik		(9,549 CR)	( 417,515 CR)
	Fatima Gabajiwala			127,485 DR
				(5,005,271CR)
				-
				(6,182 DR )

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

Particulars		Amount Outstanding		Amount Overdue	
Liabilities Side:					
1	Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount Outstanding		Amount Overdue	
		31.03.2018	31.03.2017	31.03.2018	31.03.2017
(a)	Debentures : Secured	NIL	NIL	NIL	NIL
	: Unsecured	NIL	NIL	NIL	NIL
	(other than falling within the meaning of Public Deposits*)				
(b)	Deferred Credits	NIL	NIL	NIL	NIL
(c)	Term Loans	276,645,865	276,074,518	NIL	NIL
(d)	Inter-Corporate Loans and Borrowings	NIL	NIL	NIL	NIL
(e)	Commercial Paper	NIL	NIL	NIL	NIL
(f)	Other loans (Specify nature)	NIL	NIL	NIL	NIL
	<b>Total:</b>	276,645,865	276,074,518	NIL	NIL
<b>Assets Side:</b>		<b>Amount Outstanding</b>			
		31.03.2018		31.03.2017	
2	<b>Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):</b>				
(a)	Secured	NIL		NIL	
(b)	Unsecured	NIL		NIL	



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**VENTURA GUARANTY LIMITED**

<b>3</b>	<b>Break-up of Leased assets and Stock on Hire and Other Assets counting towards AFC activities</b>		
	(i) Lease Assets including Lease Rentals under Sundry Debtors (a) Financial Lease (b) Operating Lease	NIL NIL	NIL NIL
	(ii) Stock on Hire including Hire Charges under Sundry Debtors (a) Assets on Hire (b) Repossessed Assets	NIL NIL	NIL NIL
	(iii) Other Loans towards AFC activities (a) Loans where assets have been repossessed (b) Loans other than (a) above	NIL NIL	NIL NIL
<b>4</b>	<b>Break-up of Investments:</b>		
	Current Investments:		
1	Quoted: (i) Shares (a) Equity (which are classified as Stock in Trade in the financial statement) (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL NIL
2	Unquoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL 63,980 NIL NIL NIL NIL	NIL 63,980 NIL NIL NIL NIL
	Long Term Investments:		
1	Quoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)	NIL NIL NIL NIL NIL NIL	NIL NIL NIL NIL NIL NIL



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**VENTURA GUARANTY LIMITED**

2	Unquoted: (i) Shares (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)						
					1,096,650		26,212,213
					NIL		NIL
					NIL		NIL
					NIL		NIL
					NIL		NIL
					NIL		NIL
5	<b>Borrower Group-wise Classification of Assets as in (2) and (3) above:</b>						
	Category	Amount Net of Provisions					
		Secured		Unsecured		Total	
		31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017
1	Related Parties						
	(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
	(c) Other related parties	NIL	NIL	NIL	NIL	NIL	NIL
2	Other than related parties						
	Total:	NIL	NIL	NIL	NIL	NIL	NIL
6	<b>Investor Group-wise Classification of all Investments (Current and Long-Term) in Shares and Securities (Both Quoted and Unquoted)</b>						
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)			
		31.03.18	31.03.17	31.03.18	31.03.17		
1	Related Parties:						
	(a) Subsidiaries	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Companies in the same group	NIL	NIL	NIL	NIL	NIL	NIL
	(c) Other related parties	NIL	25,116,413	NIL	25,116,413		
2	Other than Related Parties: { Securities of Rs. 591,143/- (book value Rs.667,757/-) is classified as Stock in Trade in the financial statement }	1,160,630	1,159,780	1,160,630	1,159,780		
	Total:	1,160,630	26,276,193	1,160,630	26,276,193		
7	<b>Other information:</b>						
	Particulars	31.03.2018		31.03.2017			
(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		



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**VENTURA GUARANTY LIMITED**

<b>8 Asset Classification:</b>			
<b>Particulars</b>	<b>31.03.2018</b>	<b>31.03.2017</b>	
Standard assets	827,684,019	531,109,697	
Sub-standard assets	NIL	NIL	
Doubtful assets	NIL	NIL	
Loss assets	NIL	NIL	
Total	NIL	NIL	

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

40. **Minority Interest on Consolidation :**

<b>Shareholders of</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
Ventura Securities Limited	122,821,284	97,022,263
Kashmira Investment and Leasing Private Limited	36,138,266	-
<b>Total</b>	<b>158,959,550</b>	<b>97,022,263</b>



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VENTURA GUARANTY LIMITED

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

Name of the Entity	Country of Incorporation	31-Mar-2018				31-Mar-2017					
		% of voting power as on	Net Assets		Share in Profit or loss		% 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		As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or loss	Amount
Ventura Guaranty Limited	India		79,684,344	4.48	9,418,355	10.16	78,891,949	7.83	9,530,591		
<b>Subsidiaries</b>											
Ventura Securities Limited	India	88.29	994,879,960	103.58	217,879,733	101.61	789,022,137	109.24	132,990,019		
Ventura Commodities Limited	India	100.00	71,266,609	2.97	6,253,145	8.37	65,013,464	5.32	6,481,427		
Ventura Allied Services Private Limited	India	100.00	(4,595,693)	0.38	801,395	(0.70)	(5,397,087)	(3.65)	(4,441,410)		
Kashmira Investment and Leasing Private Limited	India	72.44	131,131,164	7.73	16,266,455	-	-	-	-		
<b>Associates</b>											
Kashmira Investment and Leasing Private Limited		-	-	-	-	1.95	15,158,413	4.66	5,676,698		
<b>Total</b>			<b>1,272,366,384</b>		<b>250,619,083</b>		<b>942,688,876</b>		<b>150,237,325</b>		
Less: Elimination of Inter-Company Transactions and Consolidation Adjustments			(139,074,671)	(4.19)	(8,818,493)	(8.90)	(69,116,652)	(10.52)	(12,808,682)		
Less : Minority Interest			(158,959,550)	(14.95)	(31,451,872)	(12.49)	(97,022,263)	(12.88)	(15,684,398)		
<b>Consolidated Net Assets/ Profit After Tax</b>			<b>974,332,163</b>	<b>100.00</b>	<b>210,348,718</b>	<b>100.00</b>	<b>776,549,961</b>	<b>100.00</b>	<b>121,744,245</b>		



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**VENTURA GUARANTY LIMITED**

**42. Earnings Per share:**

Basic and Diluted	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017
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)	210,348,721	121,744,245
Net profit after tax (diluted)	210,348,721	121,744,245
Basic earnings per share ( ₹ )	65.84	38.11
Diluted earnings per share ( ₹ )	65.84	38.11
Nominal Value per share ( ₹ )	10	10

**43. Segmental Reporting**

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

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

**44. Cash and Bank Balances of the Group**

Cash and Cash Equivalent	31 <sup>st</sup> March 2018 ₹	31 <sup>st</sup> March 2017 ₹
Classified under non-current assets (Note No.15)	457,750,000	54,600,000
Classified under Cash and Cash Equivalent (Note No.18)	2,251,394,736	2,227,308,563
<b>Total</b>	<b>2,709,144,736</b>	<b>2,281,908,563</b>



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VENTURA GUARANTY LIMITED

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

Signature to Notes 1 to 45

As per our Report of even date attached

For and on behalf of  
C N K & Associates LLP  
Chartered Accountants

Firm Registration No: 101961W/  
W-100036

Hiren Shah  
Partner

Membership No: 100052

Place : Mumbai

Dated : 29<sup>th</sup> May, 2018



A handwritten signature in blue ink, appearing to be 'Sajid Malik'.

Sajid Malik  
Director

DIN-00400366

Place : Mumbai

Dated : 29<sup>th</sup> May, 2018

For and on behalf of  
Ventura Guaranty Limited

A handwritten signature in blue ink, appearing to be 'Saroja Malik'.

Saroja Malik  
Director

DIN-00400421

A handwritten signature in blue ink, appearing to be 'Sudha Ganapathy'.

Sudha Ganapathy  
Company Secretary

Mem. No. ACS 9342

# NOTICE

# VENTURA GUARANTY

## NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of Ventura Guaranty Limited will be held on Wednesday, September 26, 2018 at the Registered Office of the Company situated at 'Dhannur', E-15, Sir P. M. Road, Fort, Mumbai-400001 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, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, both on Standalone and Consolidated basis, together with the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sajid Malik, (DIN: 00400366) who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Kulinkumar Majethia, (DIN: 02448261) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To declare dividend for the financial year ended March 31, 2018.
- 5) To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

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

**FOR VENTURA GUARANTY LIMITED**

Sd/-

**SUDHA GANAPATHY  
COMPANY SECRETARY & COMPLIANCE  
OFFICER**

Place: Mumbai  
Date: 29/05/2018

## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
4. Pursuant to the provisions of Section 105 (8) of the Companies Act, 2013, during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / Proxies / Authorized Representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
6. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
8. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
9. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Books of the Company will remain closed from September 19, 2018 to September 26, 2018 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

10. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents/ Company Secretary at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
11. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
13. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Notice of the Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2017-18 will be available on the Company's website [www.venturagaranty.com](http://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 the Company at [investors.vgl@ventura1.com](mailto:investors.vgl@ventura1.com).
15. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2018 are requested to write to the Company at least 5 days before the date of the Annual General Meeting, so as to enable the management to keep the information ready.
16. Additional information, pursuant to regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.

## 17. VOTING THROUGH ELECTRONIC MEANS

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

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

- A. The Shareholders of the Company holding shares either in physical form or in dematerialized form, as on closing hours of business, on Tuesday, September 18, 2018 may cast their vote electronically.
- B. The Shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client ID, irrespective of the number of joint holders.
- C. The Company has appointed Mr. Dattatray B. Dixit, practicing Chartered Accountant, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- D. The Scrutinizer will submit his final report to the Chairman within three working days after the conclusion of e-voting period.
- E. The results of Annual General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after Annual General Meeting within the prescribed time limits.
- F. The result of the e-voting will also be placed on the website of the Company viz. [www.venturagaranty.com](http://www.venturagaranty.com) and also on [www.cdslindia.com](http://www.cdslindia.com).
- G. The Scrutinizer's decision on the validity of e-voting will be final.

### **Instructions for Remote E-Voting**

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

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

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

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

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

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

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

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Tuesday, September 18, 2018 in the Dividend Bank details field.

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

resolution.

- vi. Click on the "Resolutions File Link" if you wish to view the entire resolutions.
  - vii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  - ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- B.** In case of Members receiving the physical copy of notice of the Annual General Meeting (for Members whose e-mail Ids are not registered with the Company/ depository participant(s) or requesting physical copy) please follow all steps from Sr. No. (i) To Sr. No. (ix) above, to cast vote.
- C.** Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.
- D.** The voting period begins at 9:00 A.M, Sunday, September 23, 2018 and ends at 5:00 P.M, Tuesday, September 25, 2018. 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 18, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- E.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**F. INSTRUCTIONS FOR VOTING THROUGH BALLOT**

- 1) Further, in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Regulations, those Members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot Form sent along with this Notice. The last date for receiving the Ballot Form will be September 25, 2018 on or before 4:00 P.M. Ballot Forms received after this date shall not be considered.
- 2) A Shareholder may download a copy of the Ballot Form forming part of the Annual Report from the website of the Company.
- 3) Detailed instructions for voting are provided in the Ballot Form.
- 4) The Members who have not casted their votes either electronically or through

Ballot Form, can exercise their voting rights at the AGM.

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

**FOR VENTURA GUARANTY LIMITED**

Sd/-

**SUDHA GANAPATHY  
COMPANY SECRETARY & COMPLIANCE  
OFFICER**

**Registered Office:**

Dhannur, E 15, Sir P.M. Road,  
Fort, Mumbai-400001  
CIN: L65100MH1984PLC034106

Place : Mumbai  
Date : 29/05/2018

## ANNEXURE

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

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

<b>Sr. No.</b>	<b>Particulars</b>	
1.	Name of the Director	Mr. Sajid Malik
2.	Date of Birth	01/04/1964
3.	Date of Appointment	01/12/1993
4.	Qualification	B. Com, ACA, OPM (Harvard University, Boston)
5.	Expertise in specific functional areas	Mr. Sajid Malik has varied experience in corporate advisory, structured finances. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over Banking, Finance, Foreign Exchange Management and Marketing.
6.	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	GI Engineering Solutions Limited Genesys International Corporation Limited Ventura Securities Limited Valeo Nutra Private Limited Virtual World Spatial Technologies Private Limited Genesys Virtual World Limited
7.	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	1. Genesys International Corporation Limited - Corporate Social Responsibility Committee 2. Genesys International Corporation Limited - Compensation Committee
8.	Number of shares held in the Company	731,500
9.	Relationship between Directors	Mr. Sajid Malik is the son of Mrs. Saroja Malik.

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**

<b>Sr. No.</b>	<b>Particulars</b>	
1.	Name of the Director	Mr. Kulinkumar Majethia
2.	Date of Birth	27/07/1940
3.	Date of Appointment	24/12/1992
4.	Qualifications	B.A.
5.	Expertise in specific functional areas	40 years of experience in Finance and Accounts in various private sector organizations.
6.	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
7.	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
8.	Number of shares held in the Company	1254
9.	Relationship between Directors	Mr. Kulinkumar Majethia is the father of Mr. Hemant Majethia.

## ROUTE MAP

