

VENTURA GUARANTY

Date: September 30, 2016

To,

BSE Limited
Corporate Relationship Department
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
Ph: 22721233, Fax: 22723121/3719

Scrip Code: 512060

Dear Sir,

Subject: Disclosure of Voting Results at 32nd AGM of the Company held on September 29, 2016 as per the requirements of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

This is to inform you that all the items of business contained in the Notice of 32nd Annual General Meeting of Ventura Guaranty Limited held on Thursday, September 29, 2016 at I-Think Techno Campus, B -Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607 have been approved and passed by the Shareholders with requisite majority.

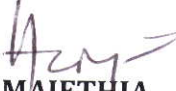
The details of the combined voting results (i.e. result of e-voting together with that of the poll) conducted at AGM are enclosed in the prescribed format.

Further, the Scrutinizer's Report on the combined voting result is also attached herewith.

Thanking You,

Yours Faithfully,

For **VENTURA GUARANTY LIMITED**


HEMANT MAJETHIA
DIRECTOR
(DIN: 00400473)



VENTURA GUARANTY

DATE OF AGM	September 29, 2016
Total Number of Shareholders on Record Date: - Cut-off date for ascertaining voting rights of Members i.e. on September 22, 2016	112
No. of shareholders present in the meeting either in person or through proxy: - Promoter and Promoter Group: - Public:	3 4
Number of Shareholders attended the Meeting through Video Conferencing - Promoter and Promoter Group: - Public:	Not Applicable



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

Registered Office : VENTURA GUARANTY LIMITED Dhannur, 15, Sir. P.M. Road, Fort, Mumbai - 400 001.
CIN : L29299MH1984PLC034106

AGENDA-WISE

The Mode of voting for all the resolutions was:

1. E-voting conducted between September 26, 2016 to September 28, 2016
2. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

Resolution no.1 (Ordinary Resolution)

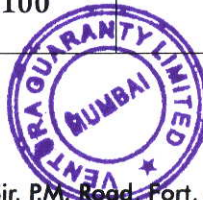
Consider and adopt Audited Financial Accounts, both on Standalone and Consolidated Basis, for the financial year ended 31st March, 2016, together with Report of the Board of Directors and Auditors thereon.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes-against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2267658	1665100	73.43	1665100	0	100	0
Public-Institutional holders	0	0	-	-	-	-	-
Public- Others	927142	188800	20.36	188800	0	100	0
Total	3194800	1853900	58.03	1853900	0	100	0

Resolution no. 2 (Ordinary Resolution)

Appointment of a director in place of Mrs. Sandra Shroff, (DIN: 00189012) who retires by rotation and being eligible, offers herself for re-appointment.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes-against	%of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100



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Promoter and Promoter Group	2267658	1665100	73.43	1665100	0	100	0
Public-Institutional holders	0	0	0	-	-	-	-
Public-Others	927142	188800	20.36	188800	0	100	0
Total	3194800	1853900	58.03	1853900	0	100	0

Resolution no. 3 (Ordinary Resolution)

Appointment of a director in place of Mr. Hemant Majethia, (DIN: 00400473) who retires by rotation and being eligible, offers himself for re-appointment.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2267658	1665100	73.43	1665100	0	100	0
Public-Institutional holders	0	0	-	-	-	-	-
Public-Others	927142	188800	20.36	188800	0	100	0
Total	3194800	1853900	58.03	1853900	0	100	0



VENTURA GUARANTY

Resolution no. 4 (Ordinary Resolution)

Ratification of Appointment of M/s. CNK & Associates, LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company.

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	2267658	1665100	73.43	1665100	0	100	0
Public-Institutional holders	0	0	-	-	-	-	-
Public-Others	927142	188800	20.36	188800	0	100	0
Total	3194800	1853900	58.03	1853900	0	100	0



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264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400 028. ☎ Off. 2430 7707
1, Tara (Gretas) House, 166-B, Bhagat Lane, Mahim, Mumbai - 400 016. ☎ Off. 2430 4882
E-mail : cadbdixit@gmail.com

To,
The Chairman,
Ventura Guaranty Limited
Dhannur "E", 15, SIR P.M. Road,
Fort, Mumbai- 400001

Dear Sir,

At the outset, I would like to thank you for entrusting me with the task of scrutinizing the remote e-Voting and voting by assent-dissent forms (Poll/ physical ballot) by shareholders at the Annual General Meeting of your Company held on Thursday, September 29, 2016.

Please find enclosed, the Report on remote E-Voting, facility of voting through Ballot in case of shareholders not having access to remote e-voting and Poll conducted at the venue of AGM. The report on Remote E-Voting is based on the data downloaded from the Remote E-voting platform provided by Central Depository Services Limited (CDSL) and the Report on Voting on Poll / Physical Ballots is based on the data provided / authenticated by your Registrar and Share Transfer Agent.

I trust you will find the Report to be comprehensive and self-explanatory in all respects. I will however be happy to answer your queries, if any, on the same and assure you of best services at all times.

Dattatray B. Dixit
Chartered Accountant
Membership No. 40032



Date: September 30, 2016
Place: Mumbai.

SECTION I

REPORT OF POLL RESULTS AT THE AGM
IN THE PRESCRIBED FORMAT

Form No. MGT-13
Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Ventura Guaranty Limited
Dhannur "E", 15, SIR P.M. Road,
Fort, Mumbai- 400001

32nd Annual General Meeting of the Equity Shareholders of Ventura Guaranty Limited held on Thursday, September 29, 2016 at I-Think Techno Campus, B -Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607.

Dear Sir,

I, Mr. Dattatray B. Dixit, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 32nd Annual General Meeting of the Equity Shareholders of Ventura Guaranty Limited held on Thursday, September 29, 2016 at I-Think Techno Campus, B -Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
3. I did not find any poll papers invalid



4. The result of the Poll is as under:

a) **Resolution No. 1 - Adoption of Accounts, Report of the Auditors and Directors thereon**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1,88,800	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

b) **Resolution No. 2 - Appointment of a director in place of Mrs. Sandra Shroff, (DIN: 00189012), who retires by rotation and being eligible, seeks re-appointment**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1,88,800	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

c) **Resolution No. 3 - Appointment of a director in place of Mr. Hemant Majethia, (DIN: 00400473) who retires by rotation and being eligible, seeks re-appointment**

i. **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1,88,800	100

ii. **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Resolution No. 4 - Ratification of appointment of CNK & Associates, LLP., Chartered Accountants, (ICAI Registration No. 101961W), Mumbai as Statutory Auditors of the Company**

i. **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	1,88,800	100



ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Dattatray B. Dixit
Chartered Accountant
Membership No. 40032



Place: Mumbai

Dated: September 30, 2016

SECTION II

**CONSOLIDATED RESULTS OF REMOTE
E-VOTING, BALLOT AND POLL AT AGM**

To
The Chairman,
Ventura Guaranty Limited
Dhannur "E", 15, SIR P.M. Road,
Fort, Mumbai- 400001

Sub: Passing of Resolution(s) through electronic voting and physical voting at the 32nd Annual General Meeting of the Equity Shareholders of Ventura Guaranty Limited held on Thursday, September 29, 2016 at I-Think Techno Campus, B -Wing, 8th Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607.

The Company had appointed me as the scrutinizer for the Remote E-voting process as mentioned under Sub Rule 4(ix) of the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 in respect of the Thirty Second Annual General Meeting held on September 29, 2016. I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

The Company appointed Central Depository Services Limited ("CDSL") as the Service Provider, for extending the facility of remote electronic voting to the shareholders of the Company. Bigshare Services Private Limited ("Bigshare") is the Registrar and Share Transfer Agent for the Company. The Service Provider accordingly had provided the system for recording the votes of the shareholders electronically through remote E-Voting on all the items of the business of the AGM Notice dated September 06, 2016. The Service Provider had set up E-Voting facility on their website www.evotingindia.com.

The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 22, 2016. As prescribed in the Rules, the remote E-voting facility was kept open for three days from 9.00 A.M. on September 26, 2016 to 5.00 P.M. on September 28, 2016.

As prescribed in Sub rule 4(v) of the Rule 20, the Company also released an advertisement, which was published more than 21 days in advance of the date of AGM in English in Active Times (Mumbai edition) dated September 07, 2016 and



in Marathi in Mumbai Lakshadeep (Mumbai edition) dated September 07, 2016. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

At the end of the voting period on September 28, 2016, the voting portal of the Service Provider was blocked forthwith.

At the venue of the AGM of the Company held on September 29, 2016, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in Remote E-voting to record their votes.

The votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ashwini Karande and Mr. Gajanan Nagari, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

At the AGM venue, one ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers/ forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations if any, lodged with the Company.

Thereafter, I as a Scrutinizer compiled the details of voting done at the venue of the AGM by way of Ballot Paper together with, the Remote E-Voting carried out by the Members, the details of which are as follows.

Resolution no.1 (Ordinary Resolution)

Consider and adopt Audited Financial Accounts for the financial year ended 31st March, 2016, together with Report of the Board of Directors and Auditors thereon

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on total votes	% of votes against on total votes
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and	22,67,658	7,31,500	32.26	7,31,500	0	100	0



Promoter Group							
Public-Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	7,31,500	32.26	7,31,500	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	22,67,658	-	-	-	-	-	-
Public-Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	22,67,658	9,33,600	41.17	9,33,600	0	100	0
Public-Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	1,88,800	20.36	1,88,800	-	100	0
Total	31,94,800	11,22,400	35.13	11,22,400	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and Promoter Group	22,67,658	16,65,100	73.43	16,65,100	0	100	0
Public-Institutional holders	-	-	-	-	0	100	0
Public- Others	9,27,142	1,88,800	20.36	1,88,800	0	100	0
Total	31,94,800	18,53,900	58.03	18,53,900	0	100	0

Resolution no. 2 (Ordinary Resolution)

Re-appointment of Mrs. Sandra Shroff, (DIN: 00189012), who retires by rotation and being eligible offers herself for re-appointment.

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on total votes	% of votes against on total votes
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	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)*100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and Promoter Group	22,67,658	7,31,500	32.26	7,31,500	0	100	0
Public-Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	7,31,500	32.26	7,31,500	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	22,67,658	-	-	-	-	-	-
Public-Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	22,67,658	9,33,600	41.17	9,33,600	0	100	0
Public-Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	1,88,800	20.36	1,88,800	-	100	0
Total	31,94,800	11,22,400	35.13	11,22,400	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and Promoter Group	22,67,658	16,65,100	73.43	16,65,100	0	100	0
Public-Institutional holders	-	-	-	-	0	100	0
Public- Others	9,27,142	1,88,800	20.36	1,88,800	0	100	0
Total	31,94,800	18,53,900	58.03	18,53,900	0	100	0



Resolution no. 3 (Ordinary Resolution)

Re-appointment of Mr. Hemant Majethia, (DIN: 00400473) who retires by rotation and being eligible offers himself for re-appointment

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on total votes	% of votes against on total votes
	(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)* 100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and Promoter Group	22,67,658	7,31,500	32.26	7,31,500	0	100	0
Public- Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	7,31,500	32.26	7,31,500	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	22,67,658	-	-	-	-	-	-
Public- Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	22,67,658	9,33,600	41.17	9,33,600	0	100	0
Public- Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	1,88,800	20.36	1,88,800	-	100	0
Total	31,94,800	11,22,400	35.13	11,22,400	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and Promoter Group	22,67,658	16,65,100	73.43	16,65,100	0	100	0
Public- Institutional holders	-	-	-	-	0	100	0
Public- Others	9,27,142	1,88,800	20.36	1,88,800	0	100	0



Total	31,94,800	18,53,900	58.03	18,53,900	0	100	0
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Resolution no. 4 (Ordinary Resolution)

To Ratify the appointment of M/s. CNK & Associates, LLP, Chartered Accountants, as Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of votes in favour on total votes	% of votes against on total votes
	(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)* 100	(7)=[(5)/(2)]*100
Mode of voting: (Remote E-voting)							
Promoter and Promoter Group	22,67,658	7,31,500	32.26	7,31,500	0	100	0
Public- Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	7,31,500	32.26	7,31,500	0	100	0
Mode of voting: (through Ballot Form)							
Promoter and Promoter Group	22,67,658	-	-	-	-	-	-
Public- Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	-	-	-	-	-	-
Total	31,94,800	-	-	-	-	-	-
Mode of voting: (Poll at venue of AGM)							
Promoter and Promoter Group	22,67,658	9,33,600	41.17	9,33,600	0	100	0
Public- Institutional holders	-	-	-	-	-	-	-
Public- Others	9,27,142	1,88,800	20.36	1,88,800	-	100	0
Total	31,94,800	11,22,400	35.13	11,22,400	0	100	0
Mode of voting: (CONSOLIDATED)							
Promoter and Promoter	22,67,658	16,65,100	73.43	16,65,100	0	100	0



Group							
Public-Institutional holders	-	-	-	-	0	100	0
Public- Others	9,27,142	1,88,800	20.36	1,88,800	0	100	0
Total	31,94,800	18,53,900	58.03	18,53,900	0	100	0

All the Resolutions stands passed with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of votes cast by the shareholders as required. I shall be arranging to hand over these records to the Chairman of the Company or to such person as may be authorized by the Chairman on consideration, approval and signing of the minutes of the relevant AGM.

Thanking you,


Yours faithfully,



Dattatray B. Dixit
Chartered Accountant
Membership No. 40032



Witness 1



Name: Ashwini Karande

Witness 2



Name: Gajanan Nagari