

# VENTURA GUARANTY

## NOTICE

Notice is hereby given that the Annual General Meeting of **Ventura Guaranty Limited** will be held on Thursday, the September 30, 2010 at 10.00 a.m. at C-112/116, Kailash Industrial Complex, Building No. 1, Parksite, Vikhroli (W), Mumbai 400 079 to transact the following Ordinary business:

- 1) To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2010 and the Audited Balance Sheet as at that date together with the Report of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Saroja Malik, who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mr. Jaidev Rajnikant Shroff, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT M/s Dixit Dattatray & Associates, Chartered Accountants, Mumbai, bearing ICAI Registration No. 102665W, the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”**

For and on behalf of the Board of Directors,

Place: Mumbai  
Dated: September 02, 2010

  
**HEMANT MAJETHIA**  
DIRECTOR

# VENTURA GUARANTY

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, September 29, 2010 to Thursday, September 30, 2010 (both days inclusive) for the purpose of Annual General Meeting.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to Section 187 of the Companies Act, 1956 authorizing their representative to attend and vote on their behalf at the meeting.
4. Members seeking any information or clarification on the Annual Accounts of the company for the year ended March 31, 2010 are requested to send in queries in writing to the Company, at least 5 days before the date of the Meeting, so that the information required by them may be made available to them.

For and on behalf of the Board of Directors,

Place: Mumbai

Dated: September 02, 2010

  
**HEMANT MAJETHIA**

**DIRECTOR**

# VENTURA GUARANTY

## DIRECTORS' REPORT

Dear Shareholders,

Yours Directors have great pleasure in presenting the Annual Report on the business and operations of the Company together with the Audited Statements of Accounts for the financial year ended March 31, 2010.

### FINANCIAL RESULTS

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

(Amount in Rs.)

Particulars	Year ended 31 <sup>st</sup> March 2010	Year ended 31 <sup>st</sup> March 2009
Gross Income	8,330,989	195,193
Expenditure	8,409,995	152,080
<b>Profit / Loss before Tax</b>	<b>(79,006)</b>	<b>43,113</b>
Less: Provision for Income Tax	145,000	-
Less: Deferred Tax	(17187)	(15,392)
<b>Profit / Loss after Tax</b>	<b>(206,819)</b>	<b>58,505</b>
Excess Tax provision for earlier year	-	-
Add: Surplus from earlier year	27,806,255	27,747,749
<b>Balance carried to Balance sheet</b>	<b>27,599,436</b>	<b>27,806,255</b>

### DIVIDEND:

During the year under review, no dividend has been recommended by the Directors.

### BUSINESS PERFORMANCE:

During the year under review, the Gross Income of the Company increased from Rs 1,95,193/- to Rs.8,330,989/-. However, the Net Loss of the company after tax amounted to Rs.206,819/- for the year under review against Net Profit of Rs.58,505/- in the previous year.

### SUBSIDIARY:

M/s. Ventura Securities Limited is a wholly owned subsidiary of your Company. M/s Ventura Securities Limited has made a Net Profit of Rs. 26,538,849 for the year ended 31 March, 2010.

As required under Section 212 of the Companies Act, 1956, the Auditors' Report together with the financial statements for the year ended 31<sup>st</sup> March 2010 of M/s Ventura Securities Ltd are appended to this report.

# VENTURA GUARANTY

## CONSOLIDATED FINANCIAL STATEMENTS:

As stipulated by Clause 32 of the Listing Agreement with the Stock Exchanges, the consolidated financial statements have been prepared by the Company in accordance with the applicable accounting standards issued by The Institute of Chartered Accountants of India. The audited consolidated financial statements together with Auditors Report form part of the Annual Report.

## DIRECTORS:

Mrs. Saroja Malik and Mr. Jaidev Rajnikant Shroff, Directors of the Company shall retire by rotation and being eligible, offers themselves for re-appointment.

## FIXED DEPOSITS:

Company has neither invited nor accepted any deposits from public within the meaning of Section 58A of the Companies Act, 1956 and as such, no amount of principle or interest was outstanding on the date of the Balance Sheet.

## PARTICULARS OF EMPLOYEES

Statement pursuant to Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules 1975, as amended, is not annexed to this report as no employee was in receipt of the remuneration in excess of the prescribed sum during the year 2009-10.

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

Being an investment company, information under Section 217(1)(e) of the Companies Act, 1956, read with the Companies ((Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is not annexed in this report.

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

## AUDITORS:

M/s. Dixit Dattatray & Associates, Chartered Accountants, the Statutory Auditors of the Company, bearing ICAI Registration No.102665W will retire at the ensuing Annual General Meeting and are eligible for re-appointment. M/s. Dixit Dattatray & Associates, have confirmed that their re-appointment, if made, shall be within the limits of Section 224(1-B) of the Companies Act, 1956. The Board recommends their re-appointment as Auditors.



# VENTURA GUARANTY

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act 1956, with respect to directors' responsibility statement, your directors hereby confirm that;

- a) In the preparation of the annual accounts for the financial year ended March 31, 2010, the applicable accounting standards had been followed along with proper explanation relating to their material departures, wherever applicable;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts for the financial year ended March 31, 2010 on a going concern basis.

## ACKNOWLEDGEMENT:

Your directors take this opportunity to thank all investors, clients, financial institutions/banks, regulatory and government authorities for their continued support during the year.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**SAJID MALIK  
DIRECTOR**



**HEMANT MAJETHIA  
DIRECTOR**

Mumbai, September 02, 2010

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



# Roy Jacob & Co

Mobile: 09322385629

## Company Secretaries

Office: No. 6B, 4th Floor, Sane Building, Nanabhai Lane, Fort, Mumbai - 400 001.

Tel. : 022 22020813 / 40027371, Telefax : 022 22830074

E-mail : royjacobandco@rediffmail.com, royjacobandco@gmail.com

### Compliance Certificate

Registration no. of the company : L29299MH1984PLC034106

Authorised Capital : ₹100,000,000/-

Paid-up Capital : ₹ 31,889,200/-

To,

#### The Members

Ventura Guaranty Ltd

Dhannur, E 15, SIR P.M. Road,

Fort Mumbai- 400001,

Maharashtra, India.

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

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the financial year ended 31<sup>st</sup> March 2010:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company and hence comments are not required.
4. The Board of Directors duly met during Six times respectively on 30/04/2009, 22/06/2010, 04/07/2009, 10/08/2009, 31/10/2009 and 30/01/2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.





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5. The Company has closed its Register of Members or Debenture holders from September 29, 2009 to September 30, 2009 (both days inclusive) during the financial year.
6. The Annual General Meeting for the financial year ended 31st March 2009 was held on 30<sup>th</sup> September 2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. The Company has not held any extra-ordinary meeting during the financial year.
8. The Company has not advanced any loan to its Directors and / or persons firms or companies referred in Specified in that section.
9. The Company has duly complied with the Provisions of section 297 of the Act in respect of contracts specified in the section.
10. The company has made necessary entries to be made in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year under the review.
13. The Company has:
  - i. There were no transfer of Securities and no allotment during the financial year.
  - ii. not deposited amount in a separate bank Account nor paid dividend during the financial year.
  - iii. The Company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
  - iv. There is no amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which has remained unpaid or unclaimed for a period of seven years and has to be transferred to Investor Education and Protection Fund. (Not Applicable to be the Company since no dividend has been declared)
  - v. Duly complied with the requirements of section 217 of the Act.





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14. The Company did not appointed any additional Directors during the year. There was no appointment of Alternate Directors to fill casual vacancies during the year.
15. The Company has not made any appointment of Managing Director /Whole Time Director/Manager during the year.
16. The Company has not appointed any sole-selling agents during the year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued shares/debentures/other securities allotted any shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any preference shares/debentures and hence not redeemed preference shares/debentures during the year.
22. There were no transactions necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposit as referred under sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975.
24. We have been informed that the amounts borrowed by the Company are within the borrowing limits of the Company and that necessary resolutions as per Companies Act, have been passed.
25. The Company has been made loans or advances or given guarantees or provided securities to other bodies corporate during the year under review in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.







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28. The Company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was/were no prosecution was initiated against or show cause notices received by the Company for alleged offences under the Act and also no fines and penalties or any other punishment imposed on the company in such cases.
32. The Company has not received any security from its employees during the year under certification.
33. The Company has generally regular in depositing Employer's and Employee's Provident Fund with prescribed authorities as per Section 418 of the Act .

For Roy Jacob & Co

(Roy Jacob)

Proprietor

C. P. No.: 8220

Place: Mumbai

Date : 02/09/2010



# Roy Jacob & Co

Mobile: 09322385629

## Company Secretaries

Office: No. 6B, 4th Floor, Sane Building, Nanabhai Lane, Fort, Mumbai - 400 001.

Tel. : 022 22020813 / 40027371, Telefax : 022 22830074

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### Annexure A

#### Registers as maintained by the Company


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


### Annexure B

#### Forms and Returns as filed by the Company with the Registrar of Companies / Regional Director/ Central Government till making of this report.

Date of Filing	Document Filed	Financial year to which document related	SRN No.
02/08/2010	Form 66	2008-09	P49175722
02/08/2010	Form 23AC	2008-09	P49180342
02/08/2010	Form 20 B	2008-09	P49180466

Place: Mumbai  
Date: 02/09/2010

For Roy Jacob & Co  
  
(Roy Jacob)  
Proprietor  
C. P. No.: 8220



Dattatray B. Dixit

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

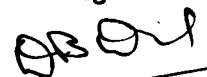
**REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF  
VENTURA GUARANTY LIMITED**

1. We have audited the attached Balance Sheet of Ventura Guaranty Limited for the year ended as at 31st March 2010, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - 4.1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - 4.2. In our opinion, the Company has kept proper books of account as required by law so far as appears from our examination of those books.
  - 4.3. The Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - 4.4. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable, and
5. On the basis of written representations by all the directors of the Company for the year ended as at 31<sup>st</sup> March 2010, and taken on record by the Board of Directors, and the information and explanations as made available to us by the Company, we report that none of the directors of the Company prima facie, have any disqualifications as referred to in clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes thereon give a true and fair view in conformity with the accounting principles generally accepted in India:
  - in the case of the Balance Sheet, of the State of Affairs of the Company for the year ended as at 31<sup>st</sup> March 2010
  - in the case of the Profit and Loss Account, of the Profit for the year ended on that date and
  - in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For Dixit Dattatrya & Associates**

**Chartered Accountants**

**Firm registration No.102665W**

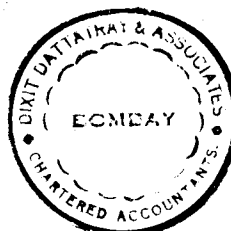


**D.B Dixit**

**Proprietor**

**Membership No 40032**

**Mumbai, Dated: 2nd September 2010**



### Annexure to the Auditors' Report

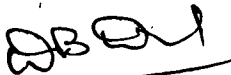
(Referred to in Paragraph 3 of our Report of even date on the Accounts for the year ended as at 31<sup>st</sup> March 2010 of Ventura Guaranty Limited)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The fixed assets have been physically verified by the management during the year. As per the explanations and information given to us, no material discrepancies noticed on such verification. In our opinion, frequency of verification is at reasonable intervals.  
c) During the year, the Company has not disposed off any substantial part of the fixed assets.
2. a) According to the information and explanations given to us the Company has not granted any loan to parties covered in the register maintained under section 301 of the companies Act 1956. Accordingly clause (iii) (b) - (iii) (d) of the order is not applicable.  
b) According to the information and explanations given to us, during the year the Company has not taken loans from parties covered in the register maintained under section 301 of the Companies Act 1956. Accordingly clause (iii) (f) - (iii) (g) of the order is not applicable.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and for sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
4. a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices and other relevant factors at the relevant time.
5. The Company has not accepted any deposits from the public and consequently the provisions of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable.
6. The Company has no formal internal audit department. However, its control procedures ensure reasonable internal checking of its financial and other records.
7. The Company is not engaged in production, processing, manufacturing or mining activities. Therefore, the provisions of clause (viii) of paragraph 4 of the order are not applicable.
8. a) The Company has been generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it, with the appropriate authorities. There are no arrears of outstanding statutory dues as at the year-end for a period of more than six months from the date they became payable.

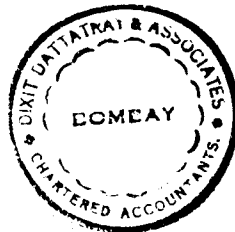


- b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute.
9. The Company does not have any accumulated losses at the end of the period and it has not incurred any cash losses in the current period and in the immediately preceding financial year.
10. In our opinion and according to the information and explanations given the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.
11. According to the information and explanations, the Company has not granted loans and advances based on security by way of pledge of shares, debentures and other securities.
12. In our opinion and according to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
13. In respect of dealing or trading in shares and other investments, in our opinion and according to the information and explanation given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein.
14. The Company has given a corporate guarantee for bank guarantee taken by its subsidiary company from banks.
15. The Company has not availed of any term loans during the year.
16. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the Company has used no funds raised on short-term basis for long-term investment.
17. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.
18. The Company does not have any outstanding debentures during the year.
19. The Company has not raised any money by public issues during the year.
20. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

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



**D B Dixit**  
**Proprietor**  
**Membership No 40032**  
**Mumbai, Dated: 2nd September 2010**

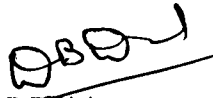


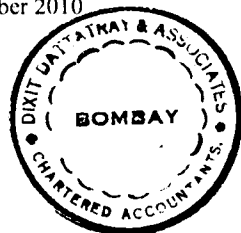
**VENTURA GUARANTY LIMITED**  
**BALANCE SHEET FOR THE YEAR ENDED AS ON 31ST MARCH 2010**

	<u>Schedule</u>	<u>31.03.2010</u> <u>Amount(Rs.)</u>	<u>31.03.2009</u> <u>Amount(Rs.)</u>
<b><u>SOURCES OF FUNDS</u></b>			
<b><u>Share Holders Funds</u></b>			
Share Capital	A	31,889,200	31,889,200
Reserves and Surplus	B	27,599,436	27,806,255
<b><u>Loan Funds</u></b>			
Unsecured loans	C	18,435,000	30,610,000
<b>Total</b>		<b>77,923,636</b>	<b>90,305,455</b>
<b><u>APPLICATION OF FUNDS</u></b>			
<b><u>Fixed Assets</u></b>			
Gross Block	D	3,936,686	3,936,686
<u>Less</u> : Depreciation		3,904,693	3,804,223
Net Block		31,993	132,463
<b><u>Investments</u></b>			
	E	67,472,086	88,641,084
<b>Deferred Tax Assets</b>		101,844	84,657
<b><u>Current Assets, Loans &amp; Advances</u></b>			
Sundry Debtors	F	18,427	930,556
Cash & Bank Balances	G	10,116,620	195,514
Loans & Advances	H	300,000	328,180
		10,435,047	1,454,251
<b><u>Less : Current Liabilities and Provisions</u></b>			
Current Liabilities	I	15,515	7,000
Provisions	J	101,820	-
		117,335	7,000
<b>Net Current Assets</b>		10,317,712	1,447,251
<b>Total</b>		<b>77,923,636</b>	<b>90,305,455</b>
Significant Accounting Policies	M		
Notes to Accounts	N		


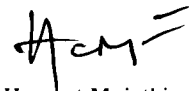
The Schedules referred to above form an integral part of the Balance Sheet

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

  
D B Dixit  
(Proprietor)  
Membership No. 40032  
Mumbai :  
Dated : 2nd September 2010



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

   
Sajid Malik  
(Director)  
Mumbai :  
Dated : 2nd September 2010

**VENTURA GUARANTY LIMITED**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010**

	<u>Schedule</u>	<u>31.03.2010</u>	<u>31.03.2009</u>
		<u>Amount(Rs.)</u>	<u>Amount(Rs.)</u>
<b><u>INCOME</u></b>			
Interest Received		-	70,480
Tax Deducted at Source Rs.NIL ( Previous Year Rs 14519/-)			-
Income from Investments	K	7,914,813	108,618
Income from Arbitrage		416,176	16,095
<b>Total</b>		<b>8,330,989</b>	<b>195,193</b>
<b><u>EXPENDITURE</u></b>			
Administrative & Other Expenses	L	119,525	51,610
Depreciation		100,470	100,470
Prior Period Item		8,190,000	-
<b>Total</b>		<b>8,409,995</b>	<b>152,080</b>
<b>Profit / Loss before Tax</b>		<b>(79,006)</b>	<b>43,113</b>
Provision for Income Tax		145,000	-
Deferred Tax (Benefit) / Provision		(17,187)	(15,392)
<b>Profit / Loss after Tax</b>		<b>(206,819)</b>	<b>58,505</b>
Add : Balance brought forward from earlier years		27,806,255	27,747,749
<b>Balance carried to Balance Sheet</b>		<b>27,599,436</b>	<b>27,806,255</b>
Earning per Share (Equity Share, par value of Rs. 10 each)			
Basic & Diluted		(0.06)	0.02
No. of Shares used in computing earnings per share			
Basic & Diluted		<b>3,194,800</b>	<b>3,194,800</b>

Significant Accounting Policies M  
Notes to Accounts N  
The Schedules referred to above form an integral part of the Profit & Loss Account

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

*BB Dixit*

**B B Dixit**  
(Proprietor)  
Membership No. 40032  
Mumbai :  
Dated : 2nd September 2010



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

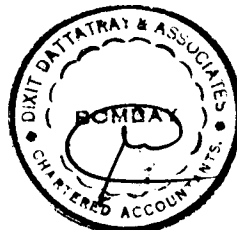
*Sajid Malik*  
**Sajid Malik**  
(Director)  
Mumbai  
Dated : 2nd September 2010

*Hemant Majethia*  
**Hemant Majethia**  
(Director)

**VENTURA GUARANTY LIMITED**  
**SCHEDULES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2010**

	<u>31.03.2010</u>	<u>31.03.2009</u>
	<u>Amount(Rs.)</u>	<u>Amount(Rs.)</u>
<b><u>Schedule 'A'</u></b>		
<b><u>Share Capital</u></b>		
<b><u>Authorised:</u></b>		
1,00,00,000 Equity Shares of Rs. 10/- each	100,000,000	100,000,000
<b><u>Issued:</u></b>		
31,94,800 Equity Shares of Rs. 10/- each	31,948,000	31,948,000
<b><u>Subscribed &amp; Paid up:</u></b>		
31,94,800 Equity Shares of Rs. 10/- each	31,948,000	31,948,000
Less : Allotment money in arrears-others	58,800	58,800
<b>Total</b>	<b>31,889,200</b>	<b>31,889,200</b>
<b><u>Schedule 'B'</u></b>		
<b><u>Reserves &amp; Surplus</u></b>		
Profit & Loss Account	27,599,436	27,806,255
<b>Total</b>	<b>27,599,436</b>	<b>27,806,255</b>
<b><u>Schedule 'C'</u></b>		
<b><u>Unsecured loans</u></b>		
Inter Corporate Deposits	17,700,000	29,510,000
Loan From Directors/ Shareholders	735,000	1,100,000
<b>Total</b>	<b>18,435,000</b>	<b>30,610,000</b>
<b><u>Schedule 'E'</u></b>		
<b><u>Investments</u></b>		
<b><u>Long Term Investment</u></b>		
<b><u>Unquoted</u></b>		
<b><u>Trade Investment</u></b>		
	Nos.	
<b><u>Non-Trade Unquoted</u></b>		
48,99,160 equity shares of Rs. 10/- each (fully paid-up) of 100% subsidiary company Ventura Securities Limited	4,899,160 (4,899,090)	48,991,600 48,990,900
<b><u>Non-Trade Investment</u></b>		
Multiflex Lamiprint Ltd (Equity Shares of Rs.10 each Fully Paid-up)	600,000 (1,920,000)	6,000,000 25,800,000
Multiflex Lamiprint Ltd (Warrants of Rs.53 each Partly Paid-up)	477,333 (477,333)	1,264,932 1,264,932
Kashmira Investments & Leasing Pvt. Ltd. (Equity Shares of Rs.10 each Fully Paid-up)	497,900 (497,900)	9,958,000 9,958,000
Associated Hotels Ltd. (Equity Shares of Rs.10 each Fully Paid-up)	17,600 (17,600)	492,800 492,800
Nivi Trading Ltd (Equity Shares of Rs.10 each Fully Paid-up)	50,000 (50,000)	603,000 603,000
<b><u>Quoted</u></b>		
<b><u>Non-Trade Investment</u></b>		
MH Mills Ltd. (Equity Shares of Rs.10 each Fully Paid-up)	- (358,000)	- 1,531,452
Hindustan Uniliver Ltd (Equity Shares of Rs.10 each Fully Paid-up)	599 (-)	161,754 -
(Market Value of the above shares are Rs.1,947,301/-)		
<b>Total</b>	<b>67,472,086</b>	<b>88,641,084</b>





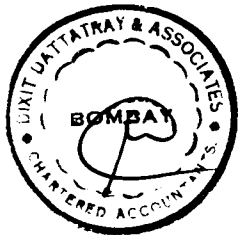
**VENTURA GUARANTY LIMITED**

**Schedule 'D'**

**Fixed Assets**

S/n	Description of Asset	Gross Block (Rs.)			Depreciation			Net Block (Rs.)	
		Cost as on 01/04/2009	Additions (Deductions)	Cost as on 31/03/2010	As at 01/04/2009	For the period	As on 31/03/2010	As at 31/03/2010	As on 31/03/2009
	<b>ASSETS FOR OWN USE:</b>								
	Motor Cars	2,349,475	-	2,349,475	2,349,475	-	2,349,475	-	-
	Furniture & Fixtures	1,587,211	-	1,587,211	1,454,748	100,470	1,555,218	31,993	132,463
	<b>Total</b>	<b>3,936,686</b>	<b>-</b>	<b>3,936,686</b>	<b>3,804,223</b>	<b>100,470</b>	<b>3,904,693</b>	<b>31,993</b>	<b>132,463</b>
	<b>Previous Period's Total</b>	<b>3,936,686</b>	<b>-</b>	<b>3,936,686</b>	<b>3,703,753</b>	<b>100,470</b>	<b>3,804,223</b>	<b>132,463</b>	<b>232,933</b>

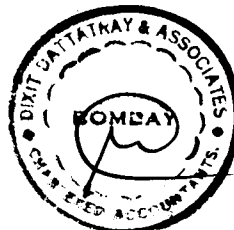
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**VENTURA GUARANTY LIMITED**

	<u>31.03.2010</u>	<u>31.03.2009</u>
	<u>Amount(Rs.)</u>	<u>Amount(Rs.)</u>
<b><u>Schedule 'F'</u></b>		
<b><u>Debtors</u></b>		
(Unsecured. Considered good)		
Debt outstanding for a period exceeding six months	-	-
Others	18,427	930,556
<b>Total</b>	<b>18,427</b>	<b>930,556</b>
<b><u>Schedule 'G'</u></b>		
<b><u>Cash &amp; Bank Balances</u></b>		
Cash on hand	39,170	46,170
Balances with Scheduled Banks In Current Account	10,077,450	149,344
<b>Total</b>	<b>10,116,620</b>	<b>195,514</b>
<b><u>Schedule 'H'</u></b>		
<b><u>Loans &amp; Advances</u></b>		
(Unsecured, considered good)		
Loans & Advances	300,000	300,000
Advance Tax & Tax deducted at source (Net of Tax provision)	-	28,180
<b>Total</b>	<b>300,000</b>	<b>328,180</b>
<b><u>Schedule 'I'</u></b>		
<b><u>Current Liabilities</u></b>		
Sundry Creditors - Expenses		
- Micro, Small & Medium Enterprises		
- Others	15,515	7,000
<b>Total</b>	<b>15,515</b>	<b>7,000</b>
<b><u>Schedule 'J'</u></b>		
<b><u>Provisions</u></b>		
Provision for Tax (Net of Advance Tax)	101,820	-
<b>Total</b>	<b>101,820</b>	<b>-</b>
<b><u>Schedule 'K'</u></b>		
<b><u>Income from Investments</u></b>		
Dividend	4,065	5,271
Income from Sale of Investments	7,910,748	103,347
<b>Total</b>	<b>7,914,813</b>	<b>108,618</b>
<b><u>Schedule 'L'</u></b>		
<b><u>Administrative &amp; Other Expenses</u></b>		
Legal & Professional Charges	67,459	7,562
Telephone Charges	-	5,984
Listing Fee	25,148	11,084
<b><u>Auditors' Remuneration</u></b>		
For Audit	10,000	7,000
For Other matters	-	-
General Expenses	16,918	19,980
<b>Total</b>	<b>119,525</b>	<b>51,610</b>

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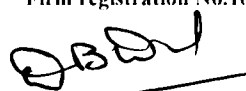


**VENTURA GUARANTY LIMITED**

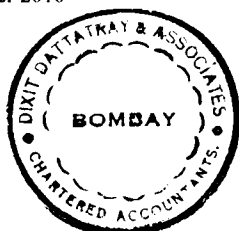
Cash Flow Statement for the year ended on 31st March 2010

Particulars	31st March 2010 Amount (Rs.)	31st March 2009 Amount (Rs.)
<b>A. Cash Flow from Operating activities</b>		
Net profit after tax	(206,819)	58,505
<u>Adjustments for:</u>		
Tax	127,813	(15,392)
Net Profit before tax and extraordinary Items	(79,006)	43,113
<u>Adjustments for:</u>		
Depreciation	100,470	100,470
Profit on sale of investment	(7,910,748)	(103,347)
Dividend received	(4,065)	(5,271)
Operating profit Before working capital changes	(7,893,349)	34,965
Adjustment for:		
Inventories	-	-
Sundry Debtors	912,129	(479,202)
Loans & Advances	-	-
Sundry Creditors	8,515	(5,206)
Provisions	-	-
Miscellaneous Expenditure	-	-
Cash generated from Operations	(6,972,705)	(449,443)
Tax paid (Net)	(15,000)	(39,519)
<b>Net Cash from Operating Activities</b>	<b>(6,987,705)</b>	<b>(488,962)</b>
<b>B. Cash Flow from investing activities</b>		
Purchase of fixed assets	-	-
Purchase of Investments	(382,587)	(1,531,452)
Sale of Fixed Assets	-	-
Sale of Investments	29,462,333	8,877,295
Dividend Received	4,065	5,271
<b>Net Cash from Investing Activities</b>	<b>29,083,811</b>	<b>7,351,115</b>
<b>C. Cash Flow from Financing Activities</b>		
Interest received	-	-
Interest paid	-	-
Interim div and distribution tax	-	-
Repayment/Proceeds of long term loan	(12,175,000)	(11,768,056)
<b>Net Cash used in Financing Activities</b>	<b>(12,175,000)</b>	<b>(11,768,056)</b>
Net increase in Cash and cash equivalents	9,921,106	(4,905,903)
Cash and Cash equivalents at beginning of period	195,514	5,101,417
Cash and Cash equivalents at end of period	10,116,620	195,514

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



**D.B. Dixit**  
(Proprietor)  
Membership No. 40032  
Mumbai  
Dated : 2nd September 2010



**VENTURA GUARANTY LIMITED.**

  
**Sajid Malik**  
(Director)

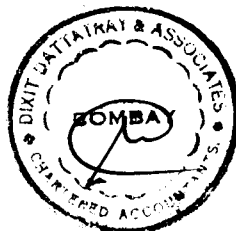
  
**Hemant Majethia**  
(Director)

Mumbai  
Dated : 2nd September 2010

## VENTURA GUARANTY LIMITED

### Schedule M Significant Accounting Policies

- a) **Basis for preparation of financial statements**  
The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Accounting Standards ("AS") prescribed in the Companies (Accounting Standards) Rules, 2006 and with the relevant provisions of the Companies Act, 1956, to the extent applicable.
- b) **Method of accounting**  
1. *Revenue*  
i) Revenues are recognized on accrual basis.  
ii) Gains and losses from securities held as Stock-in-trade are recognized on trade dates on "first-in first-out basis".  
2. *Expenditure*  
Expenses are accounted on accrual basis and provisions are made for all known liabilities.
- c) **Fixed Assets**  
Fixed Assets are stated at cost of acquisition less accumulated depreciation/ amortisation. Cost of acquisition includes taxes, duties and other incidental expenses related to acquisition and installation of the concerned assets.
- d) **Depreciation/Amortisation of Fixed Assets**  
Depreciation on tangible fixed assets is provided using the straight-line method, at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on assets acquired / disposed off during the year is being provided on pro-rata basis with reference to the Date of addition / disposal.
- e) **Investments**  
Investments are stated at cost. Provision for diminution is made, if in the opinion of the management such a decline is other than temporary.
- f) **Earning per share**  
In accordance with the Accounting Standard 20(AS-20) "Earning per share" issued by the Institute of Chartered Accountants of India, basic and diluted earnings per share is computed using weighted average number of shares outstanding during the year.
- g) **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, based on tax rates that have been enacted or substantively enacted at the Balance Sheet date.
- h) **Contingent Liabilities**  
Contingent Liabilities are not provided for and are disclosed by way of notes to accounts. Provision has been made for all known liabilities at the Balance Sheet date.



**VENTURA GUARANTY LIMITED**

**Schedule N**  
**Notes to Accounts**

- a) Contingent liabilities  
i) Corporate Guarantees issued on behalf of Ventura Securities Ltd., a Subsidiary Company of Rs.2,925 lacs (Previous Year Rs.1500 lacs).

- b) Details of Auditors' Remuneration are as under:

	31 <sup>st</sup> March 2010	31 <sup>st</sup> March 2009
	Amount (Rs.)	Amount (Rs.)
Audit Fees	8,000	5,000
Tax Audit Fees	2,000	2,000
<b>Total</b>	<b>10,000</b>	<b>7,000</b>

- c) Deferred Tax:  
1. In accordance with the Accounting Standard – 22 (AS – 22) "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, the deferred tax assets (on account of timing difference) for the current period amounting to Rs.101,844/- (Previous year Rs.84,657/-). Net deferred tax benefit of Rs.17,187/- for the current year has been recognized in the Profit & Loss account (Previous Year Rs.15,392/-).  
2. The breakup of the deferred tax asset as on 31<sup>st</sup> March, 2010 is as under :

Description	31 <sup>st</sup> March 2010		31 <sup>st</sup> March 2009	
	Deferred Tax asset	Deferred Tax liability	Deferred Tax asset	Deferred Tax liability
	Rs.	Rs.	Rs.	Rs.
Depreciation allowance – Timing difference	101,844		84,657	
<b>Deferred Tax Assets</b>	<b>101,844</b>		<b>84,657</b>	

- d) Related Party Transactions  
As per Accounting Standard No 18 issued by the Institute of Chartered Accountant of India, related party in terms of the said standard are disclosed below:

- i) Names of Related parties and description of relationship  
I) Subsidiary Company a) Ventura Securities Limited  
II) Associate Enterprise a) Ventura Commodities Private Limited  
b) Kashmira Investments & Leasing Pvt. Ltd.  
III) Key Management Personnel a) Mr Hemant Majethia  
b) Mr Sajid Malik  
IV) Relatives of Key Management Personnel a) Mrs Saroja Malik



**VENTURA GUARANTY LIMITED**

ii) Details of Transactions with the Related Parties

	Nature of Transaction	Subsidiary Company	Associate Enterprise	Key Management Personnel	Relatives of Key Management Personnel
1	Share Traded Value - Ventura Securities Ltd	69,917,645 (307,257,936)			
2	Loan taken - Mrs. Saroja Malik  Mr. Sajid Malik			- (-)	- (-)
3	Loan Given - Ventura Securities Ltd	- (6,000,000)			
4	Loan repaid - Mrs. Saroja Malik  Mr. Sajid Malik			300,000 (-)	65,000 (8,750,000)
5	Interest received - Ventura Securities Ltd	- (70,480)			
6	Outstanding Debit/Credit - Ventura Securities Ltd. - Trading  Mr. Sajid Malik  Mrs. Saroja Malik	18,427DR (930,556DR)		- (300,000CR)	735,000CR (800,000CR)

e) Earnings Per share:

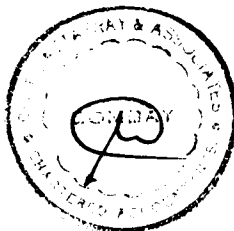
	31 <sup>st</sup> March 2010	31 <sup>st</sup> March 2009
Numerator used for calculating basic and diluted earnings per share-Profit after taxation	(206,819)	58,505
Weighted average number of shares used as denominator for calculating basic and diluted earnings per share	3,194,800	3,194,800
Nominal Value of shares	10	10
Basic and diluted earnings per share	(0.06)	0.02

f) Sundry Debtors includes Rs.18,427/- (Previous Year Rs.930,556/-) due from Subsidiary Company – Ventura Securities Ltd. Maximum amount outstanding Rs.2,869,561/- (Previous year Rs.3,087,054/-)

g) Segmental Reporting

The Company's operations comprise of only one segment Investment Banking and therefore there are no other reportable segments as required under Accounting Standard (AS-17) "Segment Reporting" issued by the Institute of Chartered Accountants of India.

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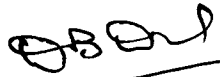


**VENTURA GUARANTY LIMITED**

- h) None of the company's suppliers has intimated of their being a small-scale industrial undertaking and to the best of the company's knowledge and belief sundry creditors as at the year-end do not include outstanding dues to Small Scale Industrial Undertaking within the meaning of Section 3 of the Industries (Development & Regulation) Act, 1951.
- i) Current year figures are not comparable with previous year's figures as the current year figures are for the period of six months.

Signature to Schedule A to N  
As per our Report of even date attached

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



**D B Dixit**  
Proprietor  
Membership No: 40032  
Mumbai  
Dated : 2nd September 2010

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



**Sajid Malik**  
(Director)  
Mumbai  
Dated : 2nd September 2010



**Hemant Majethia**  
(Director)



