

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

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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,



HEMANT MAJETHIA

DIRECTOR

Place: Mumbai

Dated: September 02, 2010

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

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 31st March 2010 of M/s Ventura Securities Ltd are appended to this report.

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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.



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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 31st 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.





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

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 30th 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.

