

# VENTURA TEXTILES LIMITED

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ANNUAL REPORT  
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## VENTURA TEXTILES LIMITED

### 43<sup>rd</sup> Annual Report 2012-2013

#### BOARD OF DIRECTORS

Mr. P. M. Rao *Chairman & Managing Director*

Mr. Abhijit Rao *Executive Director*

Mr. Shyam Karmarkar *Director*

Mr. Prakash Bhargava *Director*

REGISTERED OFFICE 313 - Midas, Sahar Plaza, J. B. Nagar,  
Andheri (East), Mumbai – 400 059.

PLANT Gonde, Nashik District, Maharashtra.

AUDITORS M/s. S. M. Kapoor & Co.  
Chartered Accountants

BANKERS State Bank of India  
Corporation Bank

SOLICITORS M/s. Bharucha & Partners

REGISTRARS & SHARE TRANSFER AGENTS Link Intime India Pvt. Ltd.  
C-13, Pannalal Silk Mills Compound, L.B.S. Marg,  
Bhandup (West), Mumbai - 400 078.

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**NOTICE**

**NOTICE** is hereby given that the **43<sup>rd</sup> Annual General Meeting of Ventura Textiles Limited** will be held on **Monday, the 30<sup>th</sup> day of September, 2013**, at the Registered Office of the Company at 313, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059 at 03.00 p.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the statement of Profit and Loss for the year ended on that date including notes to financial statements and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Abhijit Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution** thereof:

**“RESOLVED THAT** M/s. S. M. Kapoor & Company, Chartered Accountants, Mumbai (Firm Registration No. 104809W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.”

**Registered Office:**

313-Midas, Sahar Plaza  
J. B. Nagar, Andheri (East)  
Mumbai – 400 059.

**For and on behalf of Board of Directors**Date: 14<sup>th</sup> August, 2013

P. M. Rao  
Chairman & Managing Director

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.
3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will be closed from 27<sup>th</sup> September, 2013 to 30<sup>th</sup> September, 2013 (both days inclusive) in connection with the Annual General Meeting of the Company.
6. Brief resume of the Director proposed to be re-appointed, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the “Annexure A” to the Notice.
7. Members are requested to immediately intimate change of address, if any, to the Company’s Registrar and Share Transfer Agent ‘Link Intime India Pvt. Ltd.’, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai – 400 078 quoting reference to their Registered Folio number.



## VENTURA TEXTILES LIMITED

8. There is no amount outstanding or due for a period of more than Seven years, which the Company is required to transfer to the Investor Education and Protection Fund of the Central Government as required under Section 205C of the Companies Act, 1956.
9. Members/Proxies are requested to bring the copy of their Annual Report along with them and to produce the Attendance Slip at the entrance of the venue.
10. All the documents referred to in the Notice convening the Forty-Third Annual General Meeting of the Company is available for inspection at the Registered Office of the Company between 11.00 a.m. to 01.00 p.m. on all working days, other than Saturdays, upto the date of the Annual General Meeting.
11. Members are requested to send to the Company their queries, if any, on accounts and operations of the Company at least 10 days before the meeting so that the same could be suitably answered at the meeting.
12. VENTURA is concerned about the environment and utilizes natural resources in a sustainable way. Recently, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in Corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

### **Annexure-A**

#### **Information under Clause 49 of the Listing Agreement with respect of the Director seeking appointment/re-appointment in this Annual General Meeting:**

##### **Item No. 2:**

1.	Name	Mr. Abhijit Rao
2.	Date of Birth	2 <sup>nd</sup> July, 1980
3.	Profession	Business Executive
4.	Educational Qualifications	BBA from American International University, London
5.	Expertise in Specific Functional Areas	He has around 10 years experience in the field of Marketing and business administration.
6.	Category of Director	Executive Director
7.	No. of Shares held	Nil
8.	Directorship held in other Public Limited	Nil
9.	Chairman / Member of the Committee of other public Companies (including Audit and Shareholders / Investors Grievance Committee)	Nil

Registered Office:  
313-Midas, Sahar Plaza  
J. B. Nagar, Andheri (East)  
Mumbai – 400 059.

For and on behalf of Board of Directors

P. M. Rao  
Chairman & Managing Director

Date: 14<sup>th</sup> August, 2013

**DIRECTORS' REPORT**

To  
The Members  
**VENTURA TEXTILES LIMITED**

Your Directors present herewith the 43<sup>rd</sup> Annual Report together with the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2013. The summarized performance during the year is as under:

**FINANCIAL RESULTS:****(Rs. In Lacs)**

<b>PARTICULARS</b>	<b>31<sup>st</sup> March, 2013</b>	<b>31<sup>st</sup> March, 2012</b>
Sales	-	-
Other Income	32.88	1.18
Total Income	32.88	1.18
Profit / (Loss) Before Interest, Depreciation & Tax	(4,321.25)	(29.75)
Interest	2.45	0.03
Depreciation	322.92	335.89
Profit / (Loss) Before Tax	(4,644.17)	(365.67)
Exceptional Income/Prior Period Adjustment	4,791.16	-
Profit / (Loss) After Tax	146.98	(365.67)
Adjustment in Balance Brought Forward from previous year	(2368.65)	(2002.98)
Balance Carried to Balance Sheet	(2221.67)	(2368.65)

**PERFORMANCE REVIEW:**

During the year under review, the performance of the Company was totally affected on-account of continued illegal strike by workmen since December, 2008. However, during the year, due to exceptional income, the Profit After Tax is Rs. 146.98 Lacs.

**DIVIDEND:**

Your Directors have not recommended any dividend for payment on the paid-up share capital for the financial year ended 31<sup>st</sup> March, 2013, due to the loss incurred in the current year.

**FUTURE PROSPECTS:**

During the year under review the Company entered into a settlement with all the workmen and paid the entire dues. The management is taking all necessary steps to restart the production and also pursuing an action plan to implement and strengthen the financial support to take the Company forward.

The Hon'ble Board for Industrial Financing and Reconstruction (BIFR) vide its Order dated 24<sup>th</sup> June, 2013, for reviving the Company, has approved the de-rating of the Equity Share Capital of the Company by 75% and has permitted preferential allotment of Equity Shares of the Company to the extent of Rs.14.00 Crores.

**MANAGEMENT DISCUSSION & ANALYSIS:**

A detailed Management Discussion & Analysis is annexed and forms part of this Annual Report.



**CORPORATE GOVERNANCE:**

Report on Corporate Governance forms an integral part of this Annual Report. The Auditors' certificate certifying compliance with the conditions of Corporate Governance under Clause 49 of the listing agreement is also annexed to this report.

**FIXED DEPOSITS:**

The Company has not accepted any deposit within the meaning of the provisions of Section 58A of Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, as amended.

**DIRECTORS:**

In accordance with the provisions of Companies Act, 1956, Mr. Abhijit Rao, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and has offered himself, for re-appointment. Your Directors recommend his re-appointment.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956 and on the basis of explanation and compliance certificate given by the executives of the Company and subject to disclosures in the annual accounts and also on the basis of discussion with the Statutory Auditors' of the Company from time to time, your Directors confirm that:

- i. in preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- ii. 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 at the end of the financial year and of the Profit of the Company for the year ended 31<sup>st</sup> March, 2013;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. the Directors have prepared the Annual Accounts for the financial year ended on 31<sup>st</sup> March, 2013 on a going concern basis.

**AUDITORS' REPORT:**

The observations/qualification made in the Auditors' Report are suitably replied and explained in the addendum to the Directors' Report.

**AUDITORS:**

M/s. S. M. Kapoor & Co., Chartered Accountants, Mumbai, the Statutory Auditors' of the Company will retire at ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a certificate from the Auditors', under Section 224 (1B) of the Companies Act, 1956, to the effect that their re-appointment, if made, will be within the statutory limits.

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

Pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, information on conservation of energy, technology absorption, foreign exchange earnings and out-go is given as Annexure to this report.

**PARTICULARS OF EMPLOYEES:**

None of the Employees were in receipt of the remuneration in excess of the ceiling as prescribed in the Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

**ACKNOWLEDGMENT:**

Your Directors would like to express their sincere appreciation to the Company's valued investors, Banks, Central and State Governments and all other statutory authorities for their continued Co-operation and support.

Your Directors also take this opportunity to acknowledge the dedicated efforts made by workers, staff, and officers at all level for their hard work, dedication and commitment.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 14<sup>th</sup> August, 2013

P. M. Rao  
Chairman and Managing Director

**ADDENDUM TO THE DIRECTORS' REPORT**

In respect of the Auditors' observation in para viii of the Annexure to the Auditors' Report with regard to internal audit system, the Company due to financial constraints could not appoint an Internal Auditor. However, in the management perspective, the procedures and methods followed and the inspections carried out by the management at regular intervals were reasonable, adequate and commensurate with the size of the Company and the nature of its business.

In respect of the Auditors' observation in para x (a) of the Annexure to the Auditors' Report with regard to non-payment of statutory dues, the Company was unable to pay the same due to financial constraints and efforts are on to regularize the same at the earliest possible.



**ANNEXURE TO DIRECTORS' REPORT**

Information under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors Report for the year ended 31<sup>st</sup> March, 2013.

**A. CONSERVATION OF ENERGY**

(a) Energy Conservation Measures taken :

The Company regularly reviews all aspects of generation and usage by close monitoring of energy consuming equipment while keeping close liaison between energy generating centers and consuming points.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy : NIL

(c) Impact of measures at (a) and (b) above for reduction of energy consumption impact on cost of production of goods :

Because of the above measures, the Company has been able to curtail its power consumption. Further, this has also generated awareness of energy saving in technical and production staff

(d) Total energy consumption and energy consumption per unit of production :

As per Form 'A' attached.

**B. TECHNOLOGY ABSORPTION**

The Company neither has imported any Technology nor has incurred any expenditure on Research & Development during the year.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

(a) Activities relating to exports, initiatives taken to increase exports, development of new export markets for product services and export plans:

The Company is mainly Exporting to USA and however, there have been no exports during the year under review due to continued illegal strike by the workmen.

(b) Total Foreign Exchange used and earned :

(Rs. in Lacs)

Used	Nil
Earned	Nil



**FORM - A**

A. Power and Fuel Consumption		Current Year	Previous Year
<b>1. Electricity</b>			
(a)	Purchased	Nil	Nil
	Total Amount (Rs.)	Nil	Nil
	Rate/ Unit (Rs.)	Nil	Nil
(b)	Own Generation		
(i)	through LDO Generator		
	Unit Produced	Nil	Nil
	Units per liter. of LDO	Nil	Nil
	Cost/ Unit (Rs.)	Nil	Nil
	Amount	Nil	Nil
(ii)	Through Steam turbine/ Generator Units		
	Units per liter. of Fuel Oil/ Gas	Nil	Nil
	Cost / Unit (Rs.)	Nil	Nil
<b>2. Fuel for Steam Generation (Boiler)</b>			
(a)	Coal (Specify quality and Where used)	Nil	Nil
(b)	Fire Wood		
	Quantity (tones)	Nil	Nil
	Total Amount (Rs.)	Nil	Nil
	Average Rate (Rs.)	Nil	Nil
(c)	Furnace Oil		
	Quantity Consumed (Ltrs.)	Nil	Nil
	Total Amount (Rs.)	Nil	Nil
	Average Rate (Rs.)	Nil	Nil
(d)	Low Density Oil (LDO)		
	Quantity Consumed (Ltrs.)	Nil	Nil
	Total Amount (Rs.)	Nil	Nil
	Average Rate (Rs.)	Nil	Nil
<b>3. Steam Generation</b>			
	Quantity Produced (tonnes)	Nil	Nil
	Total Cost (Rs.)	Nil	Nil
	Rate / Ton (Rs.)	Nil	Nil

**B. Consumption per unit of Production (Rs.)**

Product	Unit	Current Year		Previous Year	
		Electricity	Steam	Electricity	Steam
Yarn	Per Kg.	-	-	-	-
Cloth	Per Sq. Mtr.	-	-	-	-



## VENTURA TEXTILES LIMITED

### CORPORATE GOVERNANCE REPORT

#### Company's Philosophy on Code of Governance:

The Company's philosophy on Corporate Governance is to ensure that its obligations are discharged in a fair and transparent manner and to enhance the value of all its stakeholders and meet the aspiration of various sections of the society closely associated with.

In terms of Clause 49 of the Listing Agreement with Stock Exchange, the details in connection with Corporate Governance practiced by the Company are furnished herewith:

#### Board of Directors:

The strength of the Board as on 31<sup>st</sup> March, 2013 was four, of which two are Executive Promoter Directors and two are Independent Directors. The Board believes that the current size is appropriate, based on the Company's present circumstances. The Board periodically evaluates the need for increasing or decreasing its size.

The requisite particulars are given below:

Category	No of Directors	% of Total No. of Directors
Executive Directors	2	50%
Independent Directors	2	50%
<b>Total</b>	<b>4</b>	<b>100 %</b>

Name of the Director	Category	Attendance			Number of other directorship and Committee Membership/ Chairmanship		
		Board Meeting		Last AGM	#Other Directorship	Committee Membership@	Committee Chairmanship@
		Held	Attended				
Mr. P.M. Rao	Promoter, Chairman & Managing Director	4	4	Yes	-	-	-
Mr. Abhijit Rao	Executive Director	4	4	Yes	-	-	-
Mr. P. R. Bhargava	Independent & Non-Executive Director	4	4	No	-	-	-
Mr. Shyam R. Karmarkar	Independent & Non-Executive Director	4	4	Yes	-	-	-

# Includes directorships of only Indian Public companies

@ This includes memberships of only Audit Committee and Shareholders/Investors' Grievances Committee

#### Details of Board Meetings :

The Board meets at least once every quarter and the time gap between two meetings is not more than four months. During the year, four Board Meetings were held and all the meetings were held at Registered Office of the Company. The details of such Board Meeting are as under:

Name of the Director	Board Meetings held on and attendance details			
	30/05/2012	01/08/2012	12/11/2012	08/02/2013
Mr. P. M. Rao	Yes	Yes	Yes	Yes
Mr. Abhijit Rao	Yes	Yes	Yes	Yes
Mr. P. R. Bhargava	Yes	Yes	Yes	Yes
Mr. Shyam R. Karmarkar	Yes	Yes	Yes	Yes

#### Directors' Particulars :

Name of the Director	Qualifications
Mr. P. M. Rao	B.Com
Mr. Abhijit Rao	BBA - Graduate from American International University, London
Mr. P. R. Bhargava	BE (MECH), M.E., DMS
Mr. Shyam R. Karmarkar	B.Com., FCA

**Information supplied to the Board :**

The Board is presented with all information under the following heads whenever applicable and materially significant:

- review of annual operating plans of business, capital budgets, updates,
- quarterly results of the Company and its operating divisions,
- minutes of meeting of audit committee and other committees,
- Information on recruitment and remuneration of senior officers just below the Board level,
- general notices of interest,
- materially important show cause, demand, prosecution and penalty notices, fatal or serious accidents or dangerous occurrences,
- any materially significant effluent or pollution problem,
- any materially relevant default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company,
- any issue which involves possible public or product liability claims of a substantial nature,
- details of any joint venture of collaboration agreement,
- transaction that involve substantial payment towards goodwill, brand equity or intellectual property,
- significant labour problems and their proposed solutions,
- significant development in the human resource and industrial relations fronts,
- sale of material nature, of investments, subsidiaries, assets which is not in the normal course of business,
- foreign exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movement and,
- non-compliance of any regulatory or statutory provision or listing requirements as well as shareholder services such as non-payment of dividend and delays in share transfer.

No Special Resolution was put through postal ballot at the last AGM.

**Remuneration Policy :**

As not mandated under Clause 49 of the Listing Agreement and Companies Act, 1956, the Company has not constituted the remuneration Committee for the Year 2012-13. Matters relating to review and approval of remuneration payable to the executive and Non-executive directors are considered by the Board, within the overall limits approved by the members.

**Details of remuneration payable/paid to directors :****(a) Non - Executive Directors :**

The Non-Executive Directors are paid Sitting fees for attending the meetings within the ceiling prescribed by the Central Government.

Name of the Director	Sitting Fees (Rs.)
Mr. Shyam R. Karmarkar	16,000
Mr. P. R. Bhargava	Nil
Total	16,000

**b) Executive Directors:**

The remuneration of the Chairman and Managing Director and the Executive Director, is within ceilings laid down by Schedule XIII of the Companies Act, 1956.

Name	Designation	Salary* (Rs.)	Perquisites (Rs.)	Commission (Rs.)
Mr. P M Rao	Chairman & Managing Director	9,00,000	NIL	NIL
Mr. Abhijit Rao	Executive Director	7,20,000	NIL	NIL

\* In view of the losses, the Executive Directors have foregone the salary in the current year.

**c) Period of Contract of Chairman and Managing Director:**

Mr. P. M. Rao, Chairman and Managing Director, of the Company had been re-appointed for tenure of 5 years starting from 01<sup>st</sup> July, 2010 to 30<sup>th</sup> June, 2015.

**Audit committee****Audit committee****1) Brief Description and Terms of Reference:**

In terms of Clause 49 of the listing agreement, the Audit Committee constituted by the Board consists of two Non-Executive Independent Directors namely Mr. Shyam R. Karmarkar as the Chairman and Mr. P. R. Bhargava, as Member and one Executive Director namely Mr. Abhijit Rao as Member of the Committee.

The terms of reference of Audit Committee include various matters in conformity with the statutory guidelines including the following:

- Overseeing and reviewing the Company's financial reporting process and disclosures to ensure that the financial statements are transparent, correct, sufficient, timely and credible.
- Recommending Appointment / Removal of External Auditor, Fixation of audit fee and payment for other services.
- Reviewing Annual Financial statements before submission to the Board with focus on changes in accounting policies and practice, major accounting entries, qualifications in draft audit report, significant adjustments arising out of audit, Accounting Standards compliance and compliance with Stock Exchange and legal requirements. Any related party transactions of material nature with promoters, management/s, subsidiaries or relatives etc. that may have potential conflict with interest of the Company at large.
- Reviewing the financial statements and draft audit report, including quarterly/ half yearly financial information.
- Reviewing with the management, external and internal auditors, the adequacy of internal control systems and internal audit function.
- Discussion with Internal Auditors, any significant findings and follow-up thereon. Reviewing any suspected fraud, irregularity or failure of internal control system of material nature and reporting the matter to Board.
- Discussion with external Auditor in respect of pre and post audit matters.
- Disclosure of contingent liabilities
- Reviewing Company's financial and risk management policies.
- Look into reasons for substantial defaults in payments to depositors, debenture holders, and creditors.

**2. Meetings and Attendance during the year :**

Name of Member	Audit Committee Meetings held and attendance			
	30.05.2012	01.08.2012	12.11.2012	08.02.2013
Mr. Shyam R. Karmarkar	Yes	Yes	Yes	Yes
Mr. P. R. Bhargava	Yes	Yes	Yes	Yes
Mr. Abhijit Rao	Yes	Yes	Yes	Yes

The Managing Director and the representative of Statutory Auditors and Cost Auditors were invited to present at the Audit Committee Meetings of the Company. The Compliance Officer of the Company co-ordinates with the requirement of the Committee.

In addition to above, the committee also reviews other matters as may be required under the Listing Agreement and other laws, rules and regulations.

**Shareholders' & Investors' Grievance Committee :**

The Shareholders'/ Investors' Grievance Committee comprises three Directors of which two are Independent Directors.

- Mr. S. R. Karmarkar - Chairman
- Mr. P. M. Rao - Member
- Mr. P. R. Bhargava - Member

The Shareholders/Investors Grievance Committee reviews and redresses all the grievances periodically and meets as and when required.

- (i) The Company has Share Transfer Agent, which looks after the Shareholders correspondence, share transfers, transmissions, transpositions, issue of duplicate, split & consolidated share certificates, which are approved by the Committee. The Company has connectivity with NSDL & CDSL for Dematerialization of Shares.
- (ii) Mr. Pravin Bhaskar Shetty is the Compliance Officer in terms of the requirement of the stock exchange who liaisons and monitors the activities of the Share Transfer Agent.
- (iii) Details of Complaints received / resolved during the financial year 2012-13 :

Sr. No.	Nature of Complaints	Received	Resolved	Pending
1	Non Receipt of Certificate	Nil	Nil	Nil
2	Non receipt of dividend	Nil	Nil	Nil
3	Non receipt of Demat credit/ Remat	Nil	Nil	Nil
4	Short receipt of dividend	Nil	Nil	Nil
5	Non receipt of reject DRF	Nil	Nil	Nil
6	Non receipt of exchange certificates	Nil	Nil	Nil
	<b>Total</b>	Nil	Nil	Nil

**General Body Meetings :**

(1) **Details of last three Annual General Meetings :**

Year	Location	Date	Time	Special resolution passed
2011-2012	313, Midas, Sahar Plaza, J.B.Nagar, Andheri (East), Mumbai-400 059.	28/09/2012	3.00 pm	There was no Special Resolution passed in the Meeting.
2010-2011	313, Midas, Sahar Plaza, J.B.Nagar, Andheri (East), Mumbai-400 059.	30/09/2011	3.00 pm	There was no Special Resolution passed in the Meeting.
2009-2010	313, Midas, Sahar Plaza, J.B.Nagar, Andheri (East), Mumbai-400 059.	30/09/2010	3.00 pm	There was no Special Resolution passed in the Meeting.

During the year, the Company has not passed any resolution by way of Postal Ballot.

**Disclosures :**

During the year under review, the Company has not entered into any transaction of material nature with its Promoters, Directors, Management of their relatives etc., which may have potential conflict with the interests of the Company.

There have not been any occasion of non-compliance by the Company and therefore, no penalties or strictures have been imposed on the Company by stock exchanges or SEBI or any other statutory authority on any matter related to capital markets in the last three years.

A qualified Practicing Company Secretary carries out secretarial audit to reconcile the total issued and listed capital and the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and also confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.



## VENTURA TEXTILES LIMITED

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements except AS-15 regarding provision for gratuity, which has not been provided.

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992, a comprehensive code for prevention of Insider Trading is in place.

### Means of Communication :

The quarterly, half yearly and annual financial results of the Company are communicated to the stock exchange immediately after the Board takes them on record and thereafter published in the Free Press Journal in English and Navshakti, a regional news paper in vernacular language. Official website of the Company is '[www.venturatextiles.com](http://www.venturatextiles.com)', which displays official news releases and presentations.

Disclosures pursuant to the Listing Agreement are promptly communicated to the stock exchange.

### General Shareholder Information :

- (i) Annual General Meeting :  
Date, Time & Venue : 30<sup>th</sup> September, 2013 at 03.00 pm at 313, Midas, Sahar Plaza, J B Nagar, Andheri (East), Mumbai – 400 059.
- (ii) Book Closure : 27<sup>th</sup> September, 2013 to 30<sup>th</sup> September, 2013
- (iii) Dividend Payment Date : Not applicable as no dividend is declared by the Company.
- (iv) Shares Listed at : The Equity Shares of the Company with Scrip Code No. 516098 are listed at:  
BSE Limited  
P. J. Towers, Dalal Street, Mumbai – 400 001

The Company has paid the Annual custodial fees to both the depositories for the financial year 2013-14.

The Company has paid the Annual listing Fee for financial year 2013-14 to the Stock Exchange.

- (v) Demat Segment : (CDSL) : ISIN INE 810 C 01036  
(NSDL) : ISIN INE 810 C 01036
- (vi) Market Price Data : The price of the Company's Share - High, Low during each month in last financial year on the Bombay Stock Exchange Limited :

Month	High	Low	Total No. of Shares traded
APR – 2012	3.10	2.43	31,585
MAY – 2012	3.16	2.33	12,002
JUN – 2012	3.19	2.30	45,950
JUL – 2012	3.14	2.28	1,29,527
AUG – 2012	2.50	2.21	13,436
SEP – 2012	2.59	2.02	33,322
OCT – 2012	2.60	2.01	21,788
NOV – 2012	2.50	1.96	30,207
DEC – 2012	2.55	2.00	23,768
JAN – 2013	2.83	2.02	20,488
FEB – 2013	2.47	1.82	14,695
MAR – 2013	2.10	1.64	41,501

## VENTURA TEXTILES LIMITED



(vii) Registrar and Transfer Agent :

Name & Address : Link Intime (India) Pvt. Limited.,  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West), Mumbai-400 078  
Phone Number : 91 22 25946970  
Fax Number : 91 22 25946969

(viii) Share Transfer System :

93.39 % of the shares of the Company are in electronic mode. Transfer of these shares is done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged to Registrar & Share Transfer Agent at the above mentioned address. The Directors, Company Secretary are severally empowered to approve the above transfers.

(ix) Distribution of Shareholding as on 31<sup>st</sup> March, 2013 :

No. of Shares	Shareholders	%	Shares	%
1 - 500	8942	90.8094	859131	8.7099
501 - 1000	423	4.2957	337711	3.4237
1001- 2000	228	2.3154	331612	3.3619
2001- 3000	85	0.8632	211209	2.1412
3001- 4000	36	0.3656	126163	1.2790
4001- 5000	31	0.3148	145555	1.4756
5001- 10000	54	0.5484	378323	3.8354
10001- above	48	0.4875	7474153	75.7731
<b>TOTAL</b>	<b>9847</b>	<b>100.0000</b>	<b>9863857</b>	<b>100.0000</b>

(x) Shareholding as on 31<sup>st</sup> March, 2013 :

Category of Members	No of Shares	%	No of Shares Pledged	%
Promoters	4415098	44.76	--	--
Clearing Members	63865	0.65	--	--
Mutual Funds/ UTI	175	0.00	--	--
Financial Institutions/ Banks/ others	165525	1.68	--	--
Other bodies Corporate	1629444	16.52	--	--
Foreign Company	500000	5.07	--	--
Non Resident Indians	357497	3.62	--	--
Public/ Others	2732253	27.70	--	--
<b>Total</b>	<b>9863857</b>	<b>100.00</b>	<b>--</b>	<b>--</b>

(xi) Dematerialisation of Shares :

The Company's shares are under compulsory dematerialized list and can be transferred through depository System. The Company has connectivity with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). The total number shares dematerialised as on 31<sup>st</sup> March, 2013 are 92,12,073 Equity shares representing 93.39% of the Paid-up Share Capital.



## VENTURA TEXTILES LIMITED

(xii) Corporate Identity Number (CIN) :

CIN of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L21091MH1970PLC014865.

(xiii) Location of Factory :

The Company's Plant is located at Gonde at the below mentioned address:

Factory Address :

Ventura Textiles Limited, GAT No. 201, 433, 435 & 436, Village Gonde, Taluka Igatpuri, Nashik 422 403

(xiv) Address for Correspondence :

The shareholders may address their queries and communications to:

Registered Office : 313, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059

Ph: (022) 2834 4453 & 75 • Fax : (022) 2835 1974

E-mail: mkt2@venturatextiles.com

Registered Office :  
313-Midas, Sahar Plaza,  
J. B. Nagar, Andheri (East),  
Mumbai - 400 059.  
Date: 14<sup>th</sup> August, 2013

For and on behalf of Board of Directors

P. M. Rao  
Chairman & Managing Director

### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

#### To the members of Ventura Textiles Limited

We have examined the Compliance of conditions of Corporate Governance by Ventura Textiles Limited (the Company) situated at 313, Midas, Sahar Plaza Complex, J. B. Nagar, Andheri (East), Mumbai – 400 059, for the period ended 31<sup>st</sup> March, 2013 as stipulated in Clause 49 of the Listing Agreements of the Stock Exchanges. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statement of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements. We have been explained that no Investor Grievance is pending for a period exceeding one month against the Company as per the records maintained by the Company. We further state that such compliance is neither an assurance as to the future viability of the Company on the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **S. M. Kapoor & Co.**  
Chartered Accountants

**Place:** Mumbai  
**Date:** 14<sup>th</sup> August, 2013

**(Shekhar Gupta)**  
Partner  
**Membership No. 15622**



**MANAGEMENT DISCUSSION & ANALYSIS****INDUSTRY STRUCTURE:**

The Textile Industry has enhanced its competitiveness on account of continued Rupee depreciation. However, the demand remained sluggish.

To promote the industry, the Government of Maharashtra announced several incentives to spur the growth of Textile Industry in the State.

**OPPORTUNITIES & THREATS:**

With the Promotional Incentive Schemes in place, the Manufacturing activity in the State of Maharashtra will get a support and augur well for the Textile industry.

Towards this, the Company is taking necessary measures to re-start the production, so as to tap the opportunity both in export and domestic markets.

**INTERNAL CONTROL SYSTEMS AND ADEQUACY:**

The Company has proper Internal Controls in place for safeguarding all its assets from unauthorized use or disposal. Adherence to Internal Control Systems is ensured by detailed Internal Audit program so that the assets are correctly accounted for and the business operations are conducted as per laid down policies and procedures.

The Company has an Audit Committee of the Board of Directors, which meets regularly to review, *inter alia*, risk management policies, adequacies of internal controls and the audit findings on the various functions of different segments of the business.

**HUMAN RESOURCES:**

The Company is focusing on issues of recruitment and training programs to motivate the work force.

**HEALTH AND ENVIRONMENT:**

Your Company recognizes environment protection and management as one of its highest priorities and every effort is made to conserve and protect the environment. The Company has been involved in ensuring green surroundings in its industrial location.

**CAUTIONARY STATEMENT:**

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable Securities Laws and Regulations. Actual results could differ materially from those expressed or implied.

The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

**Registered Office:**

313-Midas, Sahar Plaza, J. B. Nagar  
Andheri (East), Mumbai – 400 059

**For and on behalf of Board of Directors****P. M. Rao**  
**Chairman & Managing Director****Date :** 14<sup>th</sup> August, 2013



**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

I, P. M. Rao, Chairman & Managing Director and also the Chief Financial Officer of Ventura Textiles Limited, to the best of my knowledge and belief certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2013 and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) there are to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

I further confirm that all the Directors and senior management personnel of the Company have affirmed adherence to the Company's Code of Conduct for the year ending 31<sup>st</sup> March, 2013.

**Date:** 14<sup>th</sup> August, 2013  
**Place:** Mumbai

**P M Rao**  
Chairman and Managing Director  
& Chief Financial Officer

**AUDITORS' REPORT**

To the Members of Ventura Textiles Ltd.

**Report on the Financial Statements**

We have audited the accompanying financial statements of Ventura Textiles Limited ('the Company') which comprise the Balance Sheet as on 31st March 2013, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for 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 Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 risks assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements 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 Management, 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.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements given 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, :

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order, 2003 ('the Order') as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the *Annexure* a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that :



## VENTURA TEXTILES LIMITED

- a. We have obtained 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 appears from our examination of those books;
- c. The Balance Sheet, 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
- e. On the basis of written representation received from the Directors as on 31<sup>st</sup> March, 2013, and taken on record by the Board of Directors, none of the Directors are disqualified as on 31<sup>st</sup> March, 2013, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For S.M. Kapoor & Co.  
Chartered Accountants

Place: Mumbai  
Date : 30<sup>th</sup> May, 2013

(Shekhar Gupta)  
Partner  
Membership No. 15622

**ANNEXURE TO AUDITORS' REPORT**  
(Referred to in paragraph 3 of our report of even date)

- (i) In respect of its fixed assets:
- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - b) Due to strike by the workmen, the company has not physically verified the fixed assets during the year.
  - c) In our opinion and according to the information and explanations given to us, the Company has not made any substantial disposals during the period under review.
- (ii) In respect of its Inventories:
- a) As explained to us, inventories were not physically verified during the year by the management at reasonable intervals. Refer note no. 10.1 to the notes to the accounts regarding non-verification of the stock.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business, subject to note no. 10.1 to the notes to the accounts regarding non-verification of the stock as of March 31<sup>st</sup> due to strike.
  - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification, subject to note no. 10.1 to the notes to the accounts regarding non-verification of the stock as of March 31<sup>st</sup> due to strike.
- (iii)
- a) In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956, according to of the information and explanations given to us, the Company has granted interest free loan to one party covered in register u/s 301 aggregating to Rs.34,11,000/-.
  - b) The terms and conditions of the loan is, in our opinion, prima facie not prejudicial to the interests of the company.
  - c) The payment of principal amount by the party to whom loan was given by the company is regular as per the mutual understanding between the parties.
  - d) There is no overdue amount of such loan given to the aforesaid party.
  - e) In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956, according to the information and explanations given to us, the Company has taken interest free loan from 2 parties covered in register u/s 301 aggregating to Rs.2,95,82,000/-.
  - f) The terms and conditions of the loans are, in our opinion, prima facie not prejudicial to the interests of the company.
  - g) The payment of principal amounts to the parties from whom loan was taken by the company is regular as per the mutual understanding between the parties.



**Annexure to the Auditor's Report**

The Annexure referred to in our report to the members of Ventura Textiles Limited ('the Company') for the year ended 31<sup>st</sup> March, 2013. We report that:

- (i) The nature of the Company's business/activities during the year is such that clauses (xiii) and (xiv) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company for the year ended.
- (ii) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) In our opinion, the procedures followed by the Management, were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has not made substantial disposals during the year which has not affected the going concern.
- (iii) In respect of its Inventories:
  - (a) stores, spare parts and raw materials and the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanation given to us, the procedure for verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) The company has granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act to one party covered in register under section 301 aggregating to Rs.39,69,000/-.
  - (a) In respect of loans, secured or unsecured, taken by the Company from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956, according to of the information and explanations given to us, the Company has taken interest free loans from two parties covered in register u/s 301 aggregating to Rs.2,95,82,000/-.
  - (b) The terms and conditions of the loans are, in our opinion, prima facie not prejudicial to the interests of the company.
  - (c) The payment of principal amount to the parties from whom loans taken by the company is regular as per the mutual understanding between the parties.
- (v) 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 for the purchase and sale of inventory.
- (vi) In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act 1956;
  - (a) To the best of our knowledge and belief and according the information and explanations given to us, transactions that needed to be entered into the register have been so entered.
  - (b) According to the information and explanations given to us, no transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

- (vii) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public as per the provisions of Sections 58A and 58AA of Companies Act, 1956.
- (viii) In our opinion and according to the information and explanations given to us, the Company does not have internal audit system commensurate with the size and the nature of its business
- (ix) We are informed that during the year, there was no production activity due to labour strike and the company is applying to Central Government seeking exemption from Cost Audit under section 233 B of the Act.
- (x) In our opinion and according to the information and explanations given to us in respect of statutory and other dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Income-tax, Sale-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues to the extent of applicability to the Company with the appropriate authorities during the year, except the dues detailed as under :

Name of the Statute	Nature of the dues	Amount (Rs.)
Profession Tax Office	Profession Tax	1,96,670
Grampanchayat Gonde Wadivarhe	Panchayat Tax	20,87,342
Land Revenue Office, Igatpuri	Non-Agricultural Tax	3,29,020

- (b) There is no disputed dues of Sale Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess.
- (xi) According to the information and explanation given to us, the company has accumulated losses at the end of the financial year, which is more than 50% of its net worth. Further, the company has incurred cash losses in the current financial year as well as in the preceding financial year.
- (xii) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (xiii) According to the information and explanations given to us, the Company has not given any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xv) According to the information and explanations given to us, the company has not taken any term loans during the year, except the debt restructuring from the Asset Reconstruction Company, as per note no.3.1.
- (xvi) According to the cash flow statement and other records examined by us and the information and explanations given to us, on an overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment and vice versa.
- (xvii) The Company has not made any preferential allotment during the year.
- (xviii) The company has not issued any debentures during the year under review.
- (xix) The Company has not raised any money by public issue during the year.
- (xx) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For S. M. Kapoor & Co.  
Chartered Accountants

(Shekhar Gupta)  
Partner

Membership No. 15622

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013



## VENTURA TEXTILES LIMITED

### BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rupees)

Particulars	Note No.	As at 31st March, 2013		As at 31st March, 2012	
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	1	98,512,570		98,512,570	
Share Application Money - Pending Allotment		50,358,000		-	
Reserves and Surplus	2	(205,511,525)		(220,209,886)	
			(56,640,955)		(121,697,316)
<b>Non-Current Liabilities</b>					
Long-term borrowings	3	120,582,000	120,582,000	127,200,933	127,200,933
<b>Current Liabilities</b>					
Short-term borrowings	4	-		487,563,371	
Trade Payables	5	9,446,644		11,831,012	
Other Current liabilities	6	90,260,097		99,794,180	
			<u>99,706,741</u>		<u>599,188,563</u>
<b>TOTAL</b>			<u><u>163,647,786</u></u>		<u><u>604,692,180</u></u>
<b>ASSETS</b>					
<b>Non-Current assets</b>					
<b>Fixed Assets</b>					
Tangible assets	7	153,913,152		186,170,030	
Other non-current assets	8	-		2,508,520	
Long Term loans and advances	9	4,403,639	158,316,791	4,643,518	193,322,068
<b>Current Assets</b>					
Inventories	10	-		406,810,503	
Trade receivables	11	525,793		527,415	
Cash and cash equivalents	12	836,202		621,194	
Short-term loans and advances	13	3,969,000		3,411,000	
			<u>5,330,995</u>		<u>411,370,112</u>
<b>TOTAL</b>			<u><u>163,647,786</u></u>		<u><u>604,692,180</u></u>

**Significant Accounting Policies**

Notes on Financial Statements 19 to 38

The note no. referred to above form an integral part of the Balance Sheet

As per our Audit Report of even date

For S. M. Kapoor & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

**Shekhar Gupta**  
(Partner)  
M. No.15622

P. M. Rao  
Chairman &  
Managing Director

Shyam R. Karmarkar  
Director

Place : Mumbai  
Date : 30th May, 2013



**VENTURA TEXTILES LIMITED****PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013**

(Amount in Rupees)

<b>Particulars</b>	<b>Note No.</b>	<b>As at 31st March, 2013</b>	<b>As at 31st March, 2012</b>
<b>INCOME :</b>			
Revenue from operations	14	-	-
Other Income	15	3,288,194	118,139
<b>Total Revenue</b>		<u>3,288,194</u>	<u>118,139</u>
<b>EXPENDITURE :</b>			
Cost of materials consumed		-	-
Changes in inventories of Raw Materials, Finished Goods, Work-in-Progress and Stock-in-Trade	10	406,810,503	-
Employee benefits expense	16	23,525,546	901,554
Finance Cost	17	245,557	2,597
Depreciation and amortization expense		32,292,578	33,589,415
Other expenses	18	4,831,903	2,191,166
<b>Total Expenses</b>		<u>467,706,087</u>	<u>36,684,732</u>
Profit / (Loss) before tax and Exceptional Income		(464,417,893)	(36,566,593)
Exceptional Income	22	479,116,254	
Tax expense :			
Current tax		-	-
Deferred tax		-	-
<b>Profit / (Loss) for the Year</b>		<b>14,698,361</b>	<b>(36,566,593)</b>
Earnings per equity share of face value of Rs.10/- each	36		
Basic & Diluted before Exceptional Income		(47.08)	(3.71)
Basic & Diluted after Exceptional Income		1.49	(3.71)

**Significant Accounting Policies**

Notes on Financial Statements 19 to 38

The Note No. referred to above form an integral part of the Profit &amp; Loss Account

As per our Audit Report of even date  
For S. M. Kapoor & Co.  
Chartered Accountants  
Shekhar Gupta  
(Partner)  
M. No.15622

For and on behalf of the Board of Directors

Place : Mumbai  
Date : 30th May, 2013

P. M. Rao  
Chairman &  
Managing Director

Shyam R. Karmarkar  
Director



## VENTURA TEXTILES LIMITED

### NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013

Note No.	As at 31st March, 2013		As at 31st March, 2012	
	Rs.	Rs.	Rs.	Rs.
<b>1 SHARE CAPITAL</b>				
<b>Authorised</b>				
4,00,00,000 Equity Shares of Rs. 10/- each	<b>400,000,000</b>		400,000,000	
(Previous Year 40000000 Equity shares of Re.10/- each)				
10,00,000 Preference Shares of Rs.100/- each	<u>100,000,000</u>		<u>100,000,000</u>	
(Previous Year 1000000 Preference Shares of Rs.100/- each)		<u>500,000,000</u>		<u>500,000,000</u>
<b>Issued, Subscribed and Paid-up</b>				
<b>Subscribed but not fully paid up</b>				
98,63,857 Equity Shares of Rs. 10/- each	<u>98,638,570</u>		<u>98,638,570</u>	
(Previous Year 98,63,857 Equity shares of Re.10/- each)				
Less : Call Money Receivable (Receivable from Directors Nil)	<u>126,000</u>		<u>126,000</u>	
		<u><b>98,512,570</b></u>		<u><b>98,512,570</b></u>
<b>TOTAL</b>		<u><b>98,512,570</b></u>		<u><b>98,512,570</b></u>

**1.1** The details of Shareholders holding more than 5% Shares :

Note No.	Name of the Shareholder	As At 31.03.2013		As At 31.03.2012	
		No. of Shares	% held	No. of Shares	% held
	Ventura Texports Pv Ltd	<b>3,267,663</b>	<b>33.13</b>	<b>3,267,663</b>	<b>33.13</b>
	Penny Securities & Investments Pvt Ltd	<b>1,147,435</b>	<b>11.63</b>	<b>1,147,435</b>	<b>11.63</b>
	Reliance Capital Limited	<b>1,287,500</b>	<b>13.05</b>	<b>1,287,500</b>	<b>13.05</b>
	Dome Investments Limited	<b>500,000</b>	<b>5.07</b>	<b>500,000</b>	<b>5.07</b>

**2 RESERVES AND SURPLUS**

**Securities Premium Reserves**

As per last Balance Sheet	<b>14,813,783</b>	14,813,783
Less : Share Premium Receivable (Receivable from Directors Nil)	<b>158,600</b>	158,600
	<b>14,655,183</b>	14,655,183

**Subsidy**

As per last Balance Sheet	<u><b>2,000,000</b></u>	<u>2,000,000</u>
---------------------------	-------------------------	------------------

**Surplus (Profit & Loss Account)**

As per last Balance Sheet	(236,865,069)	(200,298,476)
Add: Profit / (Loss) of the year	<u>14,698,361</u>	<u>(36,566,593)</u>
	<u>(222,166,708)</u>	<u>(236,865,069)</u>

**TOTAL**

**(205,511,525)**

**(220,209,886)**

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

Note No.	As at 31st March, 2013		As at 31st March, 2012	
	Rs.	Rs.	Rs.	Rs.
<b>3 LONG TERM BORROWINGS</b>				
<b>Secured</b>				
Term Loan	<b>91,000,000</b>		19,756,351	
Working Capital Term Loan	-		57,128,098	
	<b>91,000,000</b>			76,884,449
Funded Interest - SBI	-		-	20,734,484
<b>Unsecured</b>				
Other Loans and Advances				
From Promoters		<b>29,582,000</b>		29,582,000
<b>TOTAL</b>		<b>120,582,000</b>		<b>127,200,933</b>

**Term Loans:**

**3.1** During the year, the Company's dues to SBI have been acquired by JM Financial Asset Reconstruction Company Pvt Ltd (JMFARC).

JMFARC re-structured the debt on a long term basis on the following terms and conditions :

- Restructured debt at Rs.9,10,00,000/- .
- Repayment - Repayable in 34 equal monthly installments beginning from 30th June, 2014.
- Interest @ 24% p.a from cut-of date i.e, 28th March, 2013. Payable on a monthly basis.
- Interest will accrued and will be compounded on monthly basis for six months from the cut-of date upto 30th September, 2013.

**3.2** Debt of the Asset Reconstruction Company is secured by way of equitable mortgage created or to be created on all the present and future immoveable properties of the Company and hypothecation of all the moveable properties including moveable machinery spares, tools and accessories etc., present and future, subject to prior charge created and / or to be created in favor of the Company's bankers on stock of raw materials, semi finished and finished goods, consumable stores and other moveables as may be required for working capital requirements in the ordinary course of business and personally guaranteed by the Promoter.

**4 SHORT TERM BORROWINGS**

**Secured**

Working Capital Loans

From Bank

-

246,536,327

**Current Maturities of Long Term**

**Debentures**

11% OFCD -Series A

-

106,635,263

12% OFCD -Series B

-

110,000,000

Interest Accrued & due

-

24,391,781

-

241,027,044

**TOTAL**

-

**487,563,371**



## VENTURA TEXTILES LIMITED

### NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013

Note No.	As at 31st March, 2013 Rs.	As at 31st March, 2012 Rs.
<b>4.1</b>	During the year, the Company's dues to SBI have been acquired by JM Financial Asset Reconstruction Company Pvt Ltd (JMFARC). JMFARC re-structured the debt on a long term basis as mentioned in Note No.3.1	
<b>4.2</b>	During the year, the Company entered into One Time Settlement of all its total liabilities of Secured Debentures.	
<b>5</b>	<b>TRADE PAYABLES</b>	
	-	-
Micro, Small and Medium Enterprises	-	-
Others	<b>9,446,644</b>	11,831,012
	<b>9,446,644</b>	<b>11,831,012</b>
<b>5.1</b>	The Company is in the process of identifying Small & Medium Enterprises registered under SME Development Act,2005 and hence the amount payable as on 31st March is unascertained.	
<b>6</b>	<b>OTHER CURRENT LIABILITIES</b>	
Interest Accrued and Due		
On Term Loan	-	1,197,552
On Working Capital	-	19,455,928
Interest Accrued but not Due	<b>215,408</b>	-
Advances received from Customers	-	71,122
Other Liabilities	<b>89,756,186</b>	71,665,780
Duties & Taxes	<b>288,503</b>	7,403,798
	<b>90,260,097</b>	<b>99,794,180</b>

**6.1** Other Liabilities include Rs.8,00,00,000/- payable towards One Time Settlement dues of debentures.

#### Note No. 7

#### FIXED ASSETS

(Amount in Rs.)

Particulars of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-4-2012	Additions/ Adjustments during the year	Sales / Transfer during the year	As at 31-3-2013	Up to 31-3-2012	For the Year	Sales / Adjustments	Up to 31-3-2013	As at 31-3-2013	As at 31-3-2012
Freehold Land	3,936,082	-	-	3,936,082	-	-	-	-	3,936,082	3,936,082
Factory Building	110,424,084	-	-	110,424,084	46,534,201	3,162,046	-	49,696,247	60,727,837	63,889,883
Plant & Machinery	542,458,192	-	-	542,458,192	425,163,578	28,802,088	-	453,965,666	88,492,526	117,294,614
Furniture & Fixtures	2,400,008	-	-	2,400,008	2,400,008	-	-	2,400,008	-	-
Office Equipments	1,680,665	-	-	1,680,665	864,478	93,534	-	958,012	722,653	816,187
Electrical Installation	20,587,676	-	-	20,587,676	20,364,974	222,702	-	20,587,676	-	222,702
Computers	3,546,921	35,700	-	3,582,621	3,536,359	12,208	-	3,548,567	34,054	10,562
<b>Current Year's Total</b>	<b>685,033,628</b>	<b>35,700</b>	<b>-</b>	<b>685,069,328</b>	<b>498,863,598</b>	<b>32,292,578</b>	<b>-</b>	<b>531,156,176</b>	<b>153,913,152</b>	<b>186,170,031</b>
<b>Previous Year's Total</b>	<b>685,033,628</b>	<b>-</b>	<b>-</b>	<b>685,033,628</b>	<b>465,274,183</b>	<b>33,589,415</b>	<b>-</b>	<b>498,863,598</b>	<b>186,170,030</b>	<b>219,759,445</b>

**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2013**

Note No.	As at 31st March, 2013		As at 31st March, 2012	
	Rs.	Rs.	Rs.	Rs.
<b>8</b>	<b>OTHER NON-CURRENT ASSETS</b>			
	Pre-Operative Expenses (Expansion Project)	-		2,508,520
		-		<b>2,508,520</b>
<b>9</b>	<b>LONG TERM LOANS AND ADVANCES</b>			
	Others	2,623,191		2,790,768
	Deposits	1,780,448		1,852,750
		<b>4,403,639</b>		<b>4,643,518</b>
<b>9.1</b>	Other loans and advances include amounts of Cenvat, TDS and Interest receivable.			
<b>9.2</b>	Deposits include amounts paid to Electricity board, Telephone department and others.			
<b>10</b>	<b>INVENTORIES</b>			
	Raw Materials (Incl. In Transit)	-		7,500,858
	Work-in-Progress	-		318,181,318
	Finished Goods (Incl. In Transit)	-		73,794,357
	Stores & Spares	-		7,333,970
	<b>TOTAL</b>	<b>-</b>		<b>406,810,503</b>
<b>10.1</b>	The Company's factory remained closed on account of illegal strike since 8th December, 2008. During the year the management settled all the dues of the workers and disposed off the entire inventories on as-is-where-is-basis, as a scrap.			
<b>11</b>	<b>TRADE RECEIVABLES</b>			
	(Unsecured Considered Good)			
	Over Six Months	525,793		527,415
	Other Debts	-		-
	<b>TOTAL</b>	<b>525,793</b>		<b>527,415</b>
<b>11.1</b>	No provision has been made for doubtful debts, as in the opinion of the management the same is recoverable.			
<b>12</b>	<b>CASH AND CASH EQUIVALENTS</b>			
	Balances with Schedule Banks in			
	Current Account	691,857		63,809
	Cash on Hand	144,345		4,162
	Fixed Deposits	-		553,223
	<b>TOTAL</b>	<b>836,202</b>		<b>621,194</b>
<b>13</b>	<b>SHORT TERM LOANS AND ADVANCES</b>			
	(Unsecured, Considered Good)			
	Loans and Advances to Related Parties	3,969,000		3,411,000
		<b>3,969,000</b>		<b>3,411,000</b>
<b>14</b>	<b>REVENUE FROM OPERATION</b>			
	Sales - Export	-		-
	Sales - Local	-		-
	<b>TOTAL</b>	<b>-</b>		<b>-</b>



## VENTURA TEXTILES LIMITED

NOTES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013

Note No.	2012- 2013		2011-2012	
	Rs.	Rs.	Rs.	Rs.
<b>15 OTHER INCOME</b>				
Scrap Sale		3,246,632		-
Interest Income ( Tax deducted at source Rs.4,624/-)		41,562		106,889
Miscellaneous Income		-		11,250
<b>TOTAL</b>		<b><u>3,288,194</u></b>		<b><u>118,139</u></b>
<b>16 EMPLOYEE BENEFITS EXPENSE</b>				
Salaries, Wages, Compensation & Bonus		<b>23,457,491</b>		697,819
Contribution to Provident & Other Funds		-		8,300
Workmen and Staff Welfare		<b>68,055</b>		195,435
<b>TOTAL</b>		<b><u>23,525,546</u></b>		<b><u>901,554</u></b>
<b>16.1</b>	Salaries & Wages include Rs.2,27,94,505/- towards full and final settlement dues of workers and staff.			
<b>17 FINANCE COST</b>				
<b>Interest</b>				
Term Loan from Bank/Institutions	239,342		-	-
		<b>239,342</b>		-
<b>Finance Charges</b>				
Bank Charges	6,215		2,597	-
		<b>6,215</b>		<b>2,597</b>
<b>TOTAL</b>		<b><u>245,557</u></b>		<b><u>2,597</u></b>
<b>18 OTHER EXPENSES</b>				
<b>Manufacturing &amp; Operating Expenses</b>				
Chemicals	-		-	-
Packing Materials	-		-	-
Consumables, Stores & Spares	-		-	-
Power, Fuel and Water Charges	<b>152,884</b>		213,969	-
Repairs & Maintenance	<b>229,665</b>		535	-
Insurance	<b>148,146</b>		83,982	-
Other Expenses	<b>5,400</b>	<b>536,095</b>	-	<b>298,486</b>
<b>Administrative Expenses</b>				
Travelling & Conveyance	<b>93,467</b>		41,683	-
Motor Car Expenses	<b>654,131</b>		474,436	-
Postage and Telephone	<b>214,502</b>		200,721	-
Directors' Remuneration	-		-	-
Legal & Professional Charges	<b>909,738</b>		257,130	-
Printing & Stationery	<b>89,196</b>		67,605	-
Rent, Rates & Taxes	<b>1,679,620</b>		406,441	-
Payment to Auditors	<b>112,360</b>		100,000	-
Miscellaneous Expenses	<b>436,315</b>		238,000	-
Annual Fees	<b>106,480</b>	<b>4,295,808</b>	106,664	<b>1,892,680</b>
<b>TOTAL</b>		<b><u>4,831,903</u></b>		<b><u>2,191,166</u></b>

**18.1 Value of Stores, Chemical and Packing Material Consumed**

	<b>2012-2013</b>		2011-2012	
	<b>% of Consumption</b>	<b>Amt in Rs.</b>	<b>% of Consumption</b>	<b>Amt in Rs.</b>
Imported	-	-	-	-
Indigenous	-	-	-	-
		<u>-</u>		<u>-</u>
		<u>-</u>		<u>-</u>

**18.2** Rent, Rates & Taxes include Rs.2,56,289/- pertaining to previous years.

**18.3** Payment to Auditors include amount towards taxation and other services.



**NOTES FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2013 AND  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013**

**NOTE NO. 19**

**SIGNIFICANT ACCOUNTING POLICIES.**

**A. Basis of Accounting:**

- i) The financial statements are prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles, the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.
- ii) The Company adopts the accrual concept in the preparation of accounts unless otherwise stated

**B. Use of Estimates:**

The presentation of financial statements in conformity with the Generally Accepted Accounting Principles require estimates and assumption to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between, the actual results and estimates are recognized in the period in which the results are known / materialized.

**C. Fixed Assets and Depreciation:**

- i) Fixed assets are stated at historical cost less depreciation. Cost of fixed assets comprises of purchase price, duties, levies and any directly attributable cost of bringing the asset to its working condition for its intended use. In respect of project involving construction, related pre-operational and trial run expenses including finance cost relating to deferred credits or borrowed funds attributable to the acquisition of fixed assets, up to completion are included in the gross book value of the assets.
- ii) Depreciation is provided on Straight Line Method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

**D. Impairment of Assets:**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged for when an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**E. Borrowing Cost:**

Borrowing Cost incurred in relation to the acquisition, construction of assets are capitalized as the part of the cost of such assets up to the date when such assets are ready for intended use. Other borrowing cost is charged as an expense in the year in which these are incurred.

**F. Inventories:**

- i) Raw materials, Consumable stores and Packing materials are valued at cost.
- ii) Finished goods are valued at sale price less gross margin or cost which ever is lower.
- iii) Stock-in-process is valued at lower of cost or net realizable value.

**G. Foreign Currency Transaction:**

Transactions in foreign currency are recorded at the original rate of exchange in force at the time the transactions are effected except export sales, which are recorded at a rate notified by the customs for invoice purposes. Such rate is notified in the last week of every month and is adopted for recording export sales of the next month. The exchange fluctuation arising as a result of negotiation of export bills is accounted for in the difference in exchange rate. Foreign Currency Assets and Liabilities other than for financing fixed assets are stated at the rate of exchange



prevailing at the year end and resultant gains/losses are recognized in the Profit & Loss account except in cases covered by forward foreign exchange contracts in which case, these are translated at the contracted rates and the resultant gains/losses are recognized over the life of the contracts. Foreign Currency loans for financing fixed assets are stated at the contracted/prevailing rates of exchange at the yearend and the resultant gains/losses are adjusted to the cost of assets.

**H. Retirement Benefits Scheme:**

- i) Retirement benefits on-account of provident fund are provided for by payment to Provident Fund Authorities and periodic contributions are charged to revenue.
- ii) Gratuity Liability is provided on estimated basis and charged to Profit & Loss account.
- iii) Liability for leave encashment benefit is determined in accordance with the rules of the Company and charged to revenue.

**I. Recognition of Income and Expenditure:**

- i) Income and Expenditure are accounted on accrual basis. Income in respect of insurance/other claims, interest, commission etc. is recognized when it is reasonably certain that the ultimate collection will be made.
- ii) Local Sales are recognized on dispatch of goods to customers. Export sales are recognized on the basis of bill of lading. Sales exclude excise duty and sales tax and are net of trade discounts.
- iii) The revenue in respect of DEPB / Duty Drawback benefit is recognized on post export basis at the rate at which the entitlement accrues.
- iv) Purchases are net of sales tax set off and freight inward but include cenvat wherever applicable.

**J.** As per normal practice Excise duty/Custom duty on goods not cleared is neither provided for nor is the same considered for valuation of closing stock. This has no impact on the loss for the year. The amount of Excise Duty / Customs Duty on Finished Goods Stock as on 31<sup>st</sup> March 2013 is NIL.

**K. Provision for Taxation :**

In view of the losses the Company has not provided for taxation.

**L. Excise Duty:**

Liability of Excise duty on finished goods wherever applicable is accounted as and when they are cleared from the factory premises.

**M. Accounting of Cenvat Credit:**

Cenvat credit available is accounted on accrual basis on purchase of materials net of excise duty and appropriated against payment of excise duty on clearance of the finished goods wherever applicable.

**N. Tax on Income:**

Income taxes are accounted for in accordance with Accounting Standard on "Accounting for taxes on Income", (AS-22) issued by ICAI.

Taxes on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of Income Tax Act, 1961 and based on expected outcome of the assessment/appeals.

Deferred tax is recognized on timing difference between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on 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.



**O. Provision for Contingent Liabilities and Contingent Assets :**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**20 Contingent Liability:** Rs. 5225.19 Lakhs in the event of default to Asset Reconstruction Company (Previous Period Rs. Nil ).

**21 Financial Re-structuring :**

a. On 28<sup>th</sup> March,2013, JM Financial Asset Reconstruction Company Private Limited (JMFARC) acquired the entire dues of the Company from State Bank of India. On 15<sup>th</sup> May,2013, JMFARC, re-structured the acquired debt at Rs.910.00 lakhs with effective date of 28<sup>th</sup> March, 2013 on a long term basis and waived off the balance with the provision of re-instatement in the event of default.

In addition, the Company shall issue to JMFARC equity shares equivalent to 6% of the Fully Paid-up Equity share capital of the Company.

b. During the year, the Company entered into One Time Settlement of all its total liabilities of Secured Debentures with Reliance Capital Limited.

22 Exceptional Income includes the waivers of Rs.31,66,02,335/- from ARC debt restructuring and Rs.15,81,64,809/- from One Time Settlement of the Debentures.

23 Pre-operative Expenses of Rs.25,08,520/- incurred on the proposed expansion have been written off in the current year, since the project is deferred indefinitely.

24 During the year, the Company has disposed off the entire inventories on as-is-where-is-basis as a scrap. Except for the stock records and the sale bills relating to the sale of scrap, the Company does not have any other independent source to determine the value of the scrap.

25 Estimated amount of Contracts remaining to be executed on Capital account and not provided for Rs. NIL (Previous Year Rs. NIL).

26 Letters of confirmation of balances have been sent to suppliers and debtors. Adjustments, if any, shall be made on receipt of confirmation and reconciliation thereof.

27 Sundry Loans and Advances and other assets are, in the opinion of management, stated at the amount realizable in the ordinary course of business and provision for all known liabilities has been made.

28 In view of the losses, the Directors have foregone the salary and therefore, no provision has been made in the current year.

**29 Deferred Tax:**

The Company has not provided for Deferred Tax Asset / Liabilities as the Company's policy to recognize the asset is only when there is a reasonable certainty that sufficient future taxable income will be available.

**30 Provision for Tax:**

In view of the Losses, the Company has not made any provision for taxes.

**31 Segment Reporting :**

In terms of Accounting Standard (AS) – 17, the Company is engaged mainly in the business of manufacturing of Textiles consisting of Fabric and Yarn. Considering the nature of financial reporting the Company has only one reportable segment.

**32. Value of Imports on CIF Basis in Respect of :**

	Current Year		Previous Year	
	Rs. In Lacs	%	Rs. In Lacs	%
<b>a) Value of Imports on CIF Basis: (excluding through agency)</b>				
i. Capital Goods	<b>Nil</b>	–	Nil	–
ii. Stores & Spares	<b>Nil</b>	–	Nil	–
<b>b) Expenditure in Foreign Currency</b>				
i. Travelling	<b>Nil</b>	–	Nil	–
ii. Commission on Sales	<b>Nil</b>	–	Nil	–
<b>c) Earnings in Foreign Currency</b> F.O.B Value of Exports	<b>Nil</b>	–	Nil	–
<b>d) Exchange Difference Gain /(Loss) charged to P&amp;L A/c.</b>	<b>Nil</b>	–	Nil	–

**33. Auditors' Remuneration:**

	<b>Current Year Rs.</b>	Previous Year Rs.
a) Audit Fees	<b>1,12,360</b>	1,00,000
b) Tax Audit	-	-
c) Certification, Taxation & Others	-	-
<b>Total</b>	<b>1,12,360</b>	1,00,000

**34. Managerial Remuneration :**

	<b>Current Year Rs.</b>	Previous Year Rs.
a) Salary	-	-
b) Perquisites	-	-
c) Contribution to P.F. and Other Funds	-	-
<b>Total</b>	-	-

35. The disclosure of transactions with the related parties, as described in the Accounting Standard-18 issued by the Institute of Chartered Accountants of India, are given below :

A. Name of the related parties	Relationship
Ventura Texports Pvt. Ltd.	An Associate
Penny Securities & Investments Pvt. Ltd.	An Associate
Indo Gulf Financials Ltd.	An Associate
Mr. P. M. Rao	Key Management Personnel –1
Mr. Abhijit Rao	Key Management Personnel –2



## VENTURA TEXTILES LIMITED

(Rs. in lacs)

B. Transactions with related parties	Associate		Key Management Personnel -1		Key Management Personnel -2	
Loans	295.82	(295.82)	Nil	(Nil)	Nil	(Nil)
Income :						
Sale of Goods	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
Expenses :						
Purchase of Goods	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
Rent	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
Remuneration Paid	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
Sundry Debtors :						
Balance as on 31 <sup>st</sup> March	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
Sundry Creditors						
Balance as on 31 <sup>st</sup> March	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
Loans and Advances						
Balance as on 31 <sup>st</sup> March	39.69	(34.11)	Nil	(Nil)	Nil	(Nil)

- Notes : 1) Related party relationship is as identified by the Company and relied upon by the auditors.  
2) Previous years figures are given in brackets.

### 36. Earning per Share (EPS) - Basic & Diluted:

The Earning per Share as per the requirement of Accounting Standard (AS)-20 issued by The Institute of Chartered Accountants of India is computed as follows:

	Current Year	Previous Year
Profit/(Loss) after tax before exceptional/extra-ordinary item	(Rs.46,44,17,893)	(Rs.36,566,593)
Add: Extraordinary items	Rs.47,91,16,254	Nil
Profit / (Loss) after exceptional/extra-ordinary items	Rs. 1,46,98,361	(Rs.36,566,593)
Weighted Average number of Equity Shares	98,63,857	98,63,857
Nominal value of Equity Shares	Re. 10/- each	Re. 10/- each
Basic and Diluted Earning per Equity Share before Exceptional / Extra-ordinary item (Annualized)	Rs. (-)47.08	Rs. (-) 3.71
Basic and Diluted Earning per Equity Share after Exceptional / extra-ordinary item (Annualized)	Rs. 1.49	Rs. (-) 3.71

37. Previous Years figures have been re-arranged and re-grouped wherever necessary.

38. Note 1 to 36 forms an integral part of the accounts and have been duly authenticated.

For S. M. Kapoor & Co.  
Chartered Accountants

Shekhar Gupta  
(Partner)

M. No.15622

Place : Mumbai

Date : 30<sup>th</sup> May, 2013.

For and on behalf of the Board of Directors

P. M. Rao

Chairman &

Managing Director

Shyam R. Karmarkar

Director

# VENTURA TEXTILES LIMITED



## 'CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013 (Amount in Rupees)

	For the year ended 31.03.2013	For the year ended 31.03.2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>a. Net Profit/(Loss) before Tax &amp; Extraordinary items</b>	<b>(464,417,893)</b>	<b>(36,566,593)</b>
Adjustments for :		
Depreciation	32,292,578	33,589,415
Interest Expense	245,557	2,597
Profit / (Loss) on sale of fixed assets	-	-
Interest Income	41,562	118,139
Exceptional Income	-	-
	<u>32,579,697</u>	<u>-</u>
	<b>(431,838,196)</b>	<b>(2,856,442)</b>
<b>b. Operating profit before working capital changes</b>		
Adjustments for :		
Increase/(Decrease) in trade and other receivables	(2,192,021)	876,478
Increase/(Decrease) in Inventories	(406,810,503)	-
Increase / (Decrease) in trade payables and other liabilities	<u>499,481,822</u>	<u>355,081</u>
	<b>(90,479,298)</b>	<b>(1,624,883)</b>
<b>c. Cash generated from operations</b>		
Interest Income	(41,562)	(118,139)
Direct Taxes paid (provision)	-	-
	<u>(41,562)</u>	<u>-</u>
	<b>(522,359,056)</b>	<b>(1,743,022)</b>
<b>d. Cash flow before Extraordinary items</b>		
Extraordinary items - Prior period adjustments	479,116,254	-
<b>Net Cash from Operating Activities A</b>	<b>(43,242,802)</b>	<b>(1,743,022)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Sale / Adjustments of Fixed Assets	(35,700)	-
<b>Net Cash used in Investing Activities B</b>	<b>(35,700)</b>	<b>-</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES:</b>		
Proceeds from long term borrowings	43,739,067	1,762,000
Interest Paid	<u>(245,557)</u>	<u>(2,597)</u>
<b>Net Cash used in Financing Activities C</b>	<b>43,493,510</b>	<b>1,759,403</b>
<b>D. Net Increase in Cash and Cash Equivalents A + B + C</b>	<b>215,008</b>	<b>16,381</b>
Cash and Cash Equivalents as at 1st April, 2012	621,194	604,813
Cash and Cash Equivalents as at 31st March, 2013	<u>836,202</u>	<u>621,194</u>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>215,008</b>	<b>16,381</b>

As per our Audit Report of even date

For S. M. Kapoor & Co.  
Chartered Accountants

Shekhar Gupta  
(Partner)  
M. No.15622

Place : Mumbai  
Date : 30th May, 2013

For and on behalf of the Board of Directors

P. M. Rao  
Chairman &  
Managing Director

Shyam R. Karmarkar  
Director



# VENTURA TEXTILES LIMITED

## VENTURA TEXTILES LIMITED

Regd. Office: 313, Midas, Sahar Plaza, J.B. Nagar, Andheri (East), Mumbai - 400 059

### ATTENDANCE SLIP

(Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and handover at the entrance of the Meeting hall)

I hereby record my presence at the FORTY THIRD ANNUAL GENERAL MEETING of the Company to be held on Monday, the 30<sup>th</sup> day of September, 2013 at the Registered Office of the Company at 313, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai-400059 at 3.00 p.m.

Folio No. \_\_\_\_\_

Client ID / DP ID. \_\_\_\_\_

Full name of the Shareholder/Proxy \_\_\_\_\_  
(in block letters)

\_\_\_\_\_  
Signature of the Shareholder/s or Proxy

PLEASE BRING THIS ATTENDANCE SLIP AT THE MEETING

VENTURA TEXTILES LIMITED

Regd. Office: 313, Midas, Sahar Plaza, J.B. Nagar, Andheri (East), Mumbai - 400 059

### PROXY FORM

I/We \_\_\_\_\_ of \_\_\_\_\_  
in the district of \_\_\_\_\_ being a member/members of VENTURA TEXTILES LIMITED hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our  
behalf at the FORTY THIRD ANNUAL GENERAL MEETING of the Company to be held on Monday, the 30<sup>th</sup> day of  
September, 2013 at the Registered Office of the Company at 313, Midas, Sahar Plaza, J. B. Nagar, Andheri (East),  
Mumbai – 400 059 at 3.00 p.m. and at any adjournment thereof.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2013.



Signature of Shareholder

Folio No :

Client ID / DP ID. \_\_\_\_\_

NOTE: This form duly completed should be deposited at the Registered Office of the Company before 48 hours of the meeting. A Proxy need not be a Member.

PRINTED MATTER

BOOK - POST

To,

*If undelivered, please return to:*

**VENTURA TEXTILES LIMITED**

Regd. Office :

313-Midas, Sahar Plaza, J. B. Nagar, Andheri (East),

Mumbai - 400 059.