

# VENTURA TEXTILES LIMITED

Regd. office: 121, Midas, Sahar plaza, J.B. Nagar, Andheri (East), Mumbai- 400 059.

CIN: L21091MH1970PLC014865, website: www.venturatextiles.com

Tel No: (91-22) 2834 4453 / 4475. Email: mkt2@venturatextiles.com

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**Date: 30<sup>th</sup> November, 2020**

**To,  
BSE Limited  
Listing Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001**

**Sir,**

**Subject: Submission of Annual Report under Regulation 34 of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to submit herewith a copy of Annual Report for the financial year ended March 31, 2020, along with the Notice of 50<sup>th</sup> Annual General Meeting of the Members of the Company Scheduled to be held on Tuesday, 22<sup>nd</sup> December 2020 at 11:00 A.M at 121, Midas, Sahar plaza, J.B.Nagar, Andheri (East), Mumbai-400 059.

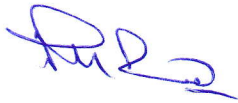
The Register of Members & Share transfer Books for equity shares of the company will remain closed from Wednesday, 16<sup>th</sup> December 2020 to Tuesday, 22<sup>nd</sup> December 2020 (both days inclusive), for Annual Book Closure purpose.

The Company is providing electronic voting (remote e-voting) facility to the members through electronic voting platform of Central Depository Services (India) Limited CDSL. Members holding shares either in physical form or Dematerialized form as on cut-off date i.e, Tuesday, 15<sup>th</sup> December 2020 may cast their votes electronically on the resolutions included in the 50<sup>th</sup> Notice of Annual General Meeting. The remote e-voting shall commence from 9:00 A.M on Saturday, 19<sup>th</sup> December 2020 and shall end at 5:00 P.M on Monday 21<sup>st</sup> December 2020.

Kindly request to acknowledge the same.

Thanking You,

**For Ventura Textiles Limited**



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**P. M. Rao  
Chairman & Managing Director  
(DIN: 00197973)**



# **VENTURA TEXTILES LIMITED**

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**ANNUAL REPORT**  
**2019 - 2020**

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## VENTURA TEXTILES LIMITED

### 50<sup>th</sup> Annual Report 2019-2020

#### BOARD OF DIRECTORS

<b>Mr. P. M. Rao</b>	<i>Chairman &amp; Managing Director</i>
<b>Mr. Abhijit Rao</b>	<i>Whole-Time Director &amp; CFO</i>
<b>Mr. Shyam Karmarkar</b>	<i>Director (Independent)</i>
<b>Mrs. Ratnakumari Girija Maganti</b>	<i>Director (Independent)</i>
<b>Mrs. Sawani Sadalage</b>	<i>Company Secretary</i>

#### REGISTERED OFFICE

Unit No. 121, Midas, Sahar Plaza, J. B. Nagar,  
Andheri (East), Mumbai – 400 059.

#### PLANT

Gonde, Nashik District, Maharashtra.

#### AUDITORS

**Govind Prasad & Co.**  
Chartered Accountants

#### BANKERS

**Janakalyan Sahakari Bank Ltd.**  
Corporation Bank

#### SOLICITORS

**M/s. Bharucha & Partners**

#### REGISTRARS & SHARE TRANSFER AGENT

**Link Intime India Pvt. Ltd.**  
C-101, 01<sup>st</sup> Floor, 247 Park,  
Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai-400083.

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**NOTICE**

**NOTICE** is hereby given that the 50<sup>th</sup> **Annual General Meeting (AGM)** of **Ventura Textiles Limited** (the “Company”) will be held on **Tuesday, 22<sup>nd</sup> December, 2020** at the Registered Office of the Company at Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 at 11:00 A.M.to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, along with the reports of the Board of Directors and Auditors thereon.

To consider and if deemed fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Mohan Rao Penugonda (DIN:00197973), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and if deemed fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** Mr. Mohan Rao Penugonda (DIN: 00197973),who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the re-appointment of Mr. Mohan Rao Penugonda (DIN: 00197973), as a Director liable to retire by rotation shall not in any way constitute a break in his existing office as the Chairman & Managing Director of the Company.”

**SPECIAL BUSINESS:**

3. Reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman & Managing Director of the Company:

To consider and if deem fit, to give assent or dissent to the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of the Central Government or such other approvals, if any, required the approval of members of the company be and is hereby accorded to the reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) who has attained the age of 70 years, as the Chairman and Managing Director (CMD) of the company for a period of five years with effect from July 01,2020, at such remuneration (The remuneration will be paid for maximum for period of first three years, on account of the loss or inadequacy of profit) and on the terms and conditions, as per the explanatory attached to this notice, with liberty to the Board of Directors to vary, amend or revise the remuneration with in the maximum celling and the terms and conditions of the re-appointment in accordance with the provisions of the Act, as may be agreed to between the Board of Directors and Mr. Mohan Rao Penugonda.”



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“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, amend or revise the remuneration within the maximum ceiling and the terms and conditions of the appointment in accordance with the provisions of the act and as per explanatory statement attached to this notice and as may be agreed to between the Board of Directors of the Company and Mr. Mohan Rao Penugonda.”

On behalf of Board of Directors of  
Ventura Textiles Limited

Date: 28<sup>th</sup> November, 2020  
Place: Mumbai

Mohan Rao Penugonda  
Chairman & Managing Director  
DIN: 00197973

### Registered Office:

Unit No.121, Midas, Sahar Plaza  
J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059  
CIN: L21091MH1970PLC014865  
Tel No: 022- 2834 4453 Fax No.: 022-2835 1974  
email-id:pmrao@venturatextiles.com  
Website: www.venturatextiles.com

### NOTES:

1. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business under Item No. 03 is attached and forms part of this notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERD OFFICE/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (AGM). A PROXY FORM IS ENCLOSED.**
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. In term of Section 152 of the Companies Act, 2013, Mr. Mohan Rao Penugonda (DIN:00197973), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment.  
  
Details of Director appointment / reappointment as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India is given in **Annexure-B**, which forms part of this Annual Report.
5. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at a meeting of the Company, would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days notice in writing is given to the Company.

7. The Share Transfer Books and Register of Members of the Company will remain closed from Wednesday 16th December, 2020 to Tuesday 22nd December 2020 (both days inclusive).
8. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. The Members holding shares in demat form may contact their respective DP for recording of nomination.
9. Members, Proxies and Authorized Representatives are requested to bring the attendance slip enclosed herewith duly completed and signed along with their copy of Annual Report to the AGM. Only registered Members carrying the attendance slip and the holders of valid proxies registered with the Company will be permitted to attend the AGM. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID details for identification.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members are requested to notify immediately the change in their address/Bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and in respect of their physical share folios to the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited, C-101, 01<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083.
12. Members are requested to quote their Ledger Folio Number/Client ID Number in all their future correspondences.
13. Non-Resident Indian members are requested to inform M/s Link Intime India Private Limited immediately of :
  - a) Change in their residential status on return to India for permanent settlement; and
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the bank with PIN Code No., if not furnished earlier.
14. Members are requested to register/update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
15. Members desiring any information with regard to Accounts/Reports are requested to write to the Company at least ten days before the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
16. The Register of Directors and Key Managerial Personnel and their Shareholding in the Company maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
17. In compliance with MCA General Circular 20/2020 dated 5th May, 2020 and SEBI Circular dated May 12, 2020 Notice of the 50th AGM along with the Annual Report FY 2019-20 is being sent through electronic mode to those shareholders who holds equity shares of the Company as on 20th November, 2020 and have registered their email address with the Company/Depositories. Members may note that the notice and Annual Report 2019-20 will also be available on the company's website at [www.venturatextiles.com](http://www.venturatextiles.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on CDSL's website [www.evotingindia.com](http://www.evotingindia.com).

To comply with the provisions of section 88 of the companies (Management and Administration) Rules 2014, the company is require to update its database by incorporating members, designated Email ID in its records. Accordingly members are requested to submit their e-mail ID vide the email updation form available on the website of the



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Link Intime India Private Limited, RTA of the Company having web link [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html). The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The email ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the company.

18. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
19. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
20. 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 124 of the Companies Act, 2013.
21. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
22. The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at [www.venturatextiles.com](http://www.venturatextiles.com)
23. M/s. Govind Prasad & Co., Chartered Accountants (Firm Registration No. 114360W) have been acting as the Statutory Auditors of the Company since the conclusion of the 47<sup>th</sup> Annual General Meeting (AGM) held on September, 2017. They were appointed for a period of five consecutive years commencing from the conclusion of the 47<sup>th</sup> Annual General Meeting till the conclusion of the 52<sup>nd</sup> Annual General Meeting, subject to ratification by the members of the Company at every Annual General Meeting. The requirement of ratification of auditors by the members is no longer required. However M/s. Govind Prasad & Co., Chartered Accountants have confirmed that they are not disqualified to continue as the Statutory Auditors of the Company.
24. A roadmap showing directions to reach the venue of the AGM is given at the end of this Notice.
25. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) and Regulation 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation, the Company is pleased to provide remote e-voting facility to the members to cast their votes from a place other than the venue of the Annual General Meeting. Further, the Company is also providing Postal Ballot Forms to the members attached to the Notice to exercise their voting rights.

The e-voting period commences on Saturday, 19<sup>th</sup> December, 2020 (9.00 a.m.) and ends on Monday, 21<sup>st</sup> December, 2020 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 15<sup>th</sup> December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by e-voting, shall be able to exercise their rights at the AGM through Ballot Paper.

The Company has appointed M/s. S. Anantha & Ved LLP, Company Secretaries, (AAH-8229) and Mumbai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- i) Any person, who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, 15<sup>th</sup> December, 2020 may obtain login Id and password by sending a request to the Compliance Officer.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Click on Shareholders.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 digits client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.





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- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "Ventura Textiles Limited".
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians.
- xix) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- xx) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- xxi) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- xxii) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- xxiii) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

1. a) M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLPIN: AAH 8229) have been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- c) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.venturatextiles.com](http://www.venturatextiles.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

### IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, **M/s. Link Intime India Private Limited** Email: [zoaib.mukadam@linkintime.co.in](mailto:zoaib.mukadam@linkintime.co.in)



## VENTURA TEXTILES LIMITED

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### **Item No. 3: Reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman & Managing Director of the Company**

The Board of Directors of the Company at its meeting held on June 30, 2015, had reappointed Mohan Rao Penugonda as the Chairman and Managing Director of the Company for the period of 5(Five) years w.e.f July 01, 2015. His tenure as the Chairman and Managing Director of the company lapsed on June 30, 2020.

Further, the Board of Director's of the company at its meeting held on June 30, 2020 on the basis of the recommendation of the Nomination and Remuneration Committee has re-appointed, Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman and Managing Director, for a period of 5 (five) years i.e w.e.f. July 01, 2020 to June 30, 2025, subject to approval by the members of the company at the Annual General Meeting.

Section 196(3) of the Act read with Part I of Schedule V provides that no company shall appoint or continue the employment of any person as Managing Director, Whole Time Director or Manager who has attained the age of 70 years unless it is approved by the shareholders as a special resolution. Mr. P. M.Rao is over seventy years of age on the date of re-appointment.

Keeping in view that Mr. Mohan Rao Penugonda associated with the Company for more than 3 decades. Due to his hard work and belief, the company is reviving and is expected to turnaround in years to come. Mr. Mohan Rao Penugonda has business experience of decades and has a rich and vast all-round knowledge and experience in the business of textile industry. Moreover he attends to the day to day affairs of company and also actively involved in operations concerning revival of company through financial restructuring and other required efforts. The Board considers that his association would be immense benefit to the company and recommends the resolution, for the approval of members of the company to be passed as a special resolutions.

The Company has carried out modernization of its open end spinning division with the installation of State-of-the-art machines to produce high quality Open end yarn to meet the demand for industrial fabric/ denim manufacturing. His vast experience and knowledge in this field will be of utmost important for the growth of the company.

Accordingly, the Board of Directors of the Company ("the Board") at its meeting held on 30<sup>th</sup> June 2020, on the recommendation of Nomination & Remuneration Committee, has reappointed Mr. Mohan Rao Penugonda as "Chairman and Managing Director" for a term of 5 (five) consecutive years, w.e.f 1<sup>st</sup> July, 2020 to June 30, 2025, subject to the approval of the members by way of special resolution.

Hence, the Board of Directors considers that his association would be of immense benefit to the Company sand recommends the resolution as set out under Item No. 03, for the approval of members of the Company to be passed as a Special Resolution.

Terms and Conditions of Managerial Remuneration payable to Mr. Mohan Rao Penugonda, Managing Director for the tenure of their appointment are as follows:-

#### **Option A:**

In case of the company having adequate profits, the managerial persons will be paid such remuneration, within the limits specified from time to time under section 197, read with section I of Part II of Schedule V to the Act viz. The total managerial remuneration payable by a public company, to its Directors, including Managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-Time-Director, and its manager in respect of any financial year shall not exceed ten percent of the net profits of that company for that financial year computed in the manner laid down in section 198, except that the remuneration of the directors shall not be deducted from the gross profit;

**Option B:**

Subject to required approval of the members and approval, if any, of the central government.

<b>Name of Director</b>	Mr. Mohan Rao Penugonda
<b>Designation</b>	Chairman & Managing Director
<b>I. Remuneration</b>	
<b>a) Basic Salary</b>	Not exceeding Rs.300,000/- per month
<b>b) Incentive/Annual Increment</b>	As may be recommended by the Nomination and Remuneration Committee & approved by the Board of Directors within the maximum ceilings under Schedule V to the Companies Act,2013
<b>c) Allowance</b>	Mentioned Below
<b>Category A</b>	
<b>1. House Rent Allowance</b>	50% of the Basic Salary
<b>2. *Medical Expenses</b>	Not Exceeding One Month Salary in a year or three months' salary in a block of three years.
<b>3. Leave Travel Assistance</b>	Expenses incurred for self and family in accordance with the Rules of the Company.
<b>4. Club Fees</b>	Subject to a maximum of two clubs
<b>5. Personal Accident Insurance Premium</b>	Not exceeding Rs.8,000/- p.a.
<b>6. Other Amenities</b>	For Company's Business purpose, provision of: i) Car with chauffeur; and ii) Cell Phone and Telephone & Internet facility at residence

\*Payment towards medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for himself and family.

**Commission:** Such amount subject to the overall limits pertaining to the managerial remuneration laid down under section 197 of the Companies Act, 2013, however, such commission shall not exceed 1% of the net profit.

**Other Terms and Conditions:**

He shall be entitled to 30 days leave with full salary for every 12 months of service or part thereof, encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

**Minimum Remuneration:**

In the event of loss or inadequacy of profit in any financial year, remuneration payable to the Managerial Personnel shall be subject to the approval, if any, of the central government and within a maximum ceiling limit per month which shall not exceed the limits specified under section I of part II of Schedule V to the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force. Where in any financial year during the currency of the term of the managerial personnel, the company has no profits, or its profits are inadequate, the company will pay remuneration within the maximum ceiling per annum viz. Rs.42 lacs per annum (double the maximum ceiling as special resolution is proposed), considering the effective capital of the company is Negative / less than Rs.5 Crore, subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company. The remuneration will be paid for maximum for a period of first three years, in case of loss or inadequacy of profit during the tenure.



## VENTURA TEXTILES LIMITED

The following additional required information by Section II of part II of Schedule V to the companies Act given below:

### I. General Information:

- 1) Nature of Industry:  
Textiles Industry
- 2) Date or expected date of commencement of commercial production:  
The company was incorporated on 3<sup>rd</sup> November, 1970 and commenced its commercial production in the same financial year.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:  
Not Applicable
- 4) Financial Information based on given indicators-as per audited financial results for the year ended 31<sup>st</sup> March 2020.

Particulars	Rs. In Lakhs
Income from sales	429.36
Other Income	97.32
Total Income	526.69
Total Expenses	915.70
Net loss as per statement of Profit & Loss Account (after tax)	(389.01)

- 5) Foreign Investment or collaboration, if any:

There is no foreign investment or collaboration by the company during the year.

### II. Information about the appointee

Name	Mr. Mohan Rao Penugonda
Designation	Chairman & Managing Director
Background Details	He is the Chairman of the Company. He holds a degree in Bachelor of Commerce. He has experience of more than 45 years in Textiles Business. He looks after the entire management of the company.
Past Remuneration	Nil
Job profile and his suitability	He is responsible for day-to-day management of the company. Taking into consideration his qualifications, experience and expertise, he is best suited for the Responsibilities of current assigned role.
Remuneration proposed	Refer the explanatory statement annexed to notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details with respect to the country of its origin):	Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Mohan Rao Penugonda and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:	Mr. Mohan Rao Penugonda is the Father of Mr. Abhijit Rao (Whole Time Director & CFO) of the company

### III. Other Information:

i) Reason for loss or inadequate profits:

The performance of company was totally affected on account of weak financial position and continued illegal strike by workmen since December, 2008. Further, the company had become sick company and registered with the Hon'ble BIFR.

Despite all odds and tough situations being in textile industry, both macro and micro, the managerial personnel have brought the company out of sickness and obtained the deregistration from the Hon'ble BIFR by bringing the net-worth of the company to positive through restructuring by reduction of capital and preferential allotment.

ii) Steps taken or proposed to be taken for improvement:

The Company had completed the modernization its open end spinning division with the installation of State-of-the-art machines to produce high quality open end yarn to meet the demand for Industrial Fabric/Denim manufacturing and partially commenced the commercial production during 2018-2019. However, due to paucity of funds and want of adequate working capital with downtrend in the Textile sector, the Company could not achieve the desired results. The Company is hopeful of arranging required funds in the current year for smooth operations and achieving desired results

iii) Expected increase in productivity and profits in measurable terms:

After taking improvement steps as stated above, the company shall be in position to strengthen its capabilities, as well as address future opportunities in India and other market choice. Considering the impact of Covid-19 globally, India is expected to have improved exports in Textile sector. The other measure undertaken are expected to yield positive results and improve financial performance of the company in the coming years.

None of the Directors and Key Managerial Persons and their relatives are in any way concerned or interested financially or otherwise, except Mr. P.M.Rao, Mr. Abhijit Rao and their relatives to the extent of their shareholding Company, as given in **Annexure A**.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the registered office of the company between 11:00 a.m and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

The Board Recommends the Resolutions mentioned at Item No. 3, for approval by the members as Special Resolution.



## VENTURA TEXTILES LIMITED

### Annexure A

The Shareholding of Mr. Mohan Rao Penugonda, Mr. Abhijit Rao and their relatives in the Body Corporates (promoters) which are holding the shares in Ventura Textiles Limited are mentioned below:

Name of Shareholders	Ventura Texports Private Limited (holding 11,31,915 equity shares - 5.82%) in Ventura Textiles Limited	Penny Securities & Investments Private Limited (holding 73,36,858 equity shares – 37.72%) in Ventura Textiles Limited	Indo-Gulf Financials Limited (holding 32,85,000 Equity Shares – 16.89% ) in Ventura Textiles Limited
	Number of Shares held in the company by Directors and their Relatives.		
Mr. Mohan Rao Penugonda	49,997 (9.51%)	60,000 (8.64%)	100 (0.005%)
Mr. Abhijit Rao Penigonda	55,000 (10.47%)	60,000 (8.64%)	100 (0.005%)
Mr. Abhinay Rao Penugonda	55,000 (10.47%)	60,000 (8.64%)	14,89,652 (74.87%)
Mrs. Lakshmimani Penugonda	3,50,000 (66.60%)	1,50,000 (21.61%)	100 (0.005%)
Ventura Texports Private Limited	-	3,20,000 (46.11%)	-

**ANNEXURE- B**

**ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS & SECRETARIAL STANDARD 2 (SS-2) IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 50TH ANNUAL GENERAL MEETING:**

<b>1. Name of the Director</b>	Mr. Mohan Rao Penugonda (P. M. Rao)
<b>2. Director Identification Number (DIN)</b>	(DIN: 00197973)
<b>3. Date of Birth/Age</b>	10th June 1949/ 71 Years
<b>4. Date of Appointment/Reappointment</b>	1st July 2020
<b>5. Qualifications &amp; Expertise in specific functional area</b>	Graduate in Bachelor of Commerce with Specialization in Finance and Marketing
<b>6. Relationship with other Directors inter-se</b>	Mr. Mohan Rao Penugonda (Managing Director) is the father of Mr. Abhijit Rao (CFO of the Company).
<b>7. Remuneration last drawn</b>	Rs. 27 Lakhs (Eligible for 1% of the net profit as per Section I or (in case of loss) within the maximum ceiling of Part II of Schedule V to the Companies Act, 2013
<b>8. Directorships in other Public Companies as on the date of appointment</b>	Indo-Gulf Financials Limited, He is not holding Directorship in any other Listed Company.
<b>9. Member of the committees of Director of the Company</b>	Stakeholders' Relationship Committee
<b>10. Chairman/Member of the Committees of other Companies as on the date of appointment</b>	Nil
<b>11. No. of Meetings of the Board attended during the year</b>	Refer Corporate Governance Report annexed to the Board's Report 5 Meetings (100%)
<b>12. Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)</b>	No direct shareholding. Indirect shareholding through Promoters' companies as given in Annexure A

On behalf of Board of Directors  
**VENTURA TEXTILES LIMITED**

Date: 28<sup>th</sup> November, 2020  
Place: Mumbai

**Registered Office:**

Unit No.121, Midas, Sahar Plaza  
J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059  
CIN: L21091MH1970PLC014865  
Tel No: 022- 2834 4453 Fax No.: 022-2835 1974  
email-id:pmrao@venturatextiles.com  
Website: www.venturatextiles.com

Sd/-  
**P. M. Rao**  
Chairman & Managing Director  
DIN: 00197973





## VENTURA TEXTILES LIMITED

### BOARD'S REPORT

To  
The Members  
**VENTURA TEXTILES LIMITED**

Your Directors present the 50<sup>th</sup> Annual Report on the business & operations of the Company together with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020. The summarized performance during the year is as under:

#### FINANCIAL RESULTS:

(Amount in Rs.)

PARTICULARS	31 <sup>st</sup> March, 2020	31 <sup>st</sup> March, 2019
Sales	4,29,36,947	1,29,43,467
Other Income	97,32,232	62,57,092
Total Income	5,26,69,179	1,92,00,559
Expenditure	7,25,50,647	3,32,79,896
Profit / (Loss) Before Interest, Depreciation & Tax	(1,98,81,468)	(1,40,79,337)
Interest	1,10,73,619	3,34,51,648
Depreciation	79,46,649	31,86,931
Profit / (Loss) Before Tax	(3,89,01,736)	(5,07,17,916)
Exceptional Income/Prior Period Adjustment	180,000	Nil
Profit / (Loss) After Tax	(3,87,21,736)	(5,07,17,916)

#### STATE OF COMPANY AFFAIRS:

The Company had completed the modernization of its open end spinning division with the installation of State-of-the-art machines to produce high quality open end yarns to meet the demand for Industrial Fabric/Denim manufacturing and partially commenced the commercial production during 2018-2019. However, due to paucity of funds and want of adequate working capital coupled with downtrend in the Textile sector, the Company could not achieve the desired results. The Company is hopeful of arranging required funds in the current year for smooth operations and achieving desired results.

The Company is supplying high quality open end yarn to the fabric / denim manufacturers. The company is pursuing to stabilize the operations for sustainable growth / to achieve its growth plan. However, the company faced several operational challenges due to the COVID-19 led lockdown in March and April 2020 and the consequent continuing hurdles.

#### COVID 19

In the last month of FY 2020, the COVID 19 pandemic developed rapidly into a global crisis, forcing governments to enforce lockdowns of all economic activity from March 25, 2020 onwards. To ensure safety and wellbeing of employees, workmen and all stakeholders, the Company was temporarily closed the manufacturing and other operations from 25<sup>th</sup> March 2020. Further the Company resumed the partial operations with limited workforce subject to the conditions prescribed by the Government/Local Authorities.

#### PERFORMANCE REVIEW:

During the year under review, the Company has earned total income of Rs.5,26,69,179/- out of which income from operation is Rs.4,29,36,947/- and other income is Rs.97,32,232/- as compared to income from operation and total income of Rs.1,92,00,559/- in the previous year. Under Utilization of capacity accompanied with higher debt cost, lower margins have resulted into net loss of Rs.3,87,21,736/- as compared to a net loss of Rs.5,07,17,916/- in the previous year.

## VENTURA TEXTILES LIMITED



However the efforts taken by the management to optimally utilize the available capacity. The management is further actively involved in trying to utilize the idle capacities available with the company.

The Company expects improved results in the coming years.

### **DIVIDEND AND RESERVES:**

The Directors do not recommend any dividend on the Equity Share Capital of the Company for the Financial Year ended 2019-2020 due to losses.

The Company has not transferred any amount to reserves for the Financial Year ended 2019-2020

### **SHARE CAPITAL:**

The Paid-up share capital of the Company as on 31<sup>st</sup> March, 2020 was Rs.19,44,06,890/- comprising of 1,94,40,689 Equity Shares of Rs.10/- each.

During the year under review, the Company did not issue any shares with differential voting rights and has not granted any Stock Option or Sweat Equity.

As on 31<sup>st</sup> March, 2020, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

### **BUSINESS OUTLOOK AND FUTURE PROSPECTS:**

The Company has done modernization its open end spinning division with the installation of State-of-the-art machines to produce high quality open end yarn to meet the demand for Industrial Fabric/Denim manufacturing and partially commenced the commercial production during 2018-2019. However, due to paucity of funds and want of adequate working capital with downtrend in the Textile sector, the Company could not achieve the desired results. The Company is hopeful of arranging required funds in the current year for smooth operations and achieving desired results.

### **CHANGE IN THE NATURE OF BUSINESS:**

During the Financial Year under review, there has been no change in the business of the Company or in the nature of business carried by the Company.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34(2) (e) & 34(3) of SEBI (LODR) is presented in a separate section forming part of the Annual Report. **Annexure A**

### **FIXED DEPOSITS:**

The Company has not accepted any deposit within the meaning of the provisions of Section 73 of the Companies Act, 2013 read with Chapter V of the Companies (Acceptance of Deposits) Rules, 2014.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

#### **a) Meetings of the Board of Directors held during the year 2019-20:**

During the year under review 5 (Five) meetings of the Board of Directors took place details of which have been provided in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.



**b) Declaration by Independent Directors:**

The Company has received necessary declaration from all the Independent Directors confirming that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulations 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 hereinafter referred to as "SEBI (LODR)."

Independent Directors are not liable to retire by rotation as per Section 152(6) of the Companies Act, 2013. None of the Independent Directors will retire at the ensuing Annual General Meeting.

**c) Changes in the Board of Directors During the year 2019-2020:**

Mr. Mohan Rao Penugonda (DIN:00197973), Director of the Company is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152(6)(d) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and being eligible has offered himself for re-appointment. Appropriate resolution for his re-appointment is being placed for your approval at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening 50<sup>th</sup> Annual General Meeting of the Company. Your Directors recommend his re-appointment. Necessary Resolution for his re-appointment also forms part of the Notice for the ensuing 50<sup>th</sup> Annual General Meeting of the Company.

The Board of Directors pursuant to provisions of sections 2(51) and section 203 of the Companies Act, 2013, read with rule 8A of the companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 and other applicable provisions of the companies Act, 2013 and as per recommendation of the Nomination And Remuneration Committee Ms. Sawani Sadalage has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 29<sup>th</sup> August, 2019.

Further, the Board of Directors of the Company at its meeting held on June 30, 2020 on the basis of the recommendation of the Nomination and Remuneration Committee has re-appointed, Mr. Mohan Rao Penugonda (DIN: 00197973) as the Chairman and Managing Director, for a period of 5 (Five) years i.e., w.e.f. July 01, 2020 to June 30, 2025, subject to approval by the members of the Company at the Annual General Meeting.

Presently Mr. Mohan Rao Penugonda, Managing Director and Mr. Abhijit Rao Penugonda, Whole-time Director and Chief Financial Officer and Ms. Sawani Sadalage, Company Secretary & Compliance Officer as the Whole-time Key Managerial Personnel of the Company and has also appointed Mr. Abhijit Rao Penugonda as the Internal Auditor, as the Company is not having any other employee and not in a position to pay any outside professional, due to losses incurred by the Company.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). There has been no change in the circumstances affecting their status as independent directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

Mrs. Ratnakumari Girija Maganti (DIN:08259159) has been appointed as Independent Women Director by the members at the 49<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2019 to hold office upto 18<sup>th</sup> October, 2023.

The brief resume of the Directors seeking appointment / re-appointment and other related information has been detailed in the Notice convening 50<sup>th</sup> Annual General Meeting of the Company.

**AUDIT COMMITTEE:**

The Company has constituted an Audit Committee pursuant to the provisions of Section 177(8) of the Companies Act, 2013, read with Rules 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Following is the composition of the Audit Committee.

Sr. No.	Name	Designation
1.	Mr. Shyam R. Karmarkar	Chairman (Independent Director)
2.	Mrs. Ratnakumari Girija Maganti	Member (Independent Director)
3.	Mr. Abhijit Rao	Member (Executive Director)

All the recommendations of the Audit Committee were accepted by the Board of Directors during the year.

The details with respect to meetings of the Audit Committee held during the year have been provided in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (LODR).

**FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:**

Pursuant to the provisions of Regulation 25(7) of the "SEBI (LODR)" the Company prepared and pursued the Familiarization Programmes for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The Familiarisation Programme for Independent Directors of the Company is hosted on Company's website [www.venturatextiles.com](http://www.venturatextiles.com). During the year under review.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint venture or Associate Company. Your Company is an Associate Company of Penny Securities & Investments Private Limited, on account of its shareholding in your Company [holding 7,336,858 equity shares of face value of Rs.10/- each (37.72%)].

**VIGIL MECHANISM:**

The Company has established a vigil mechanism as per Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations. Pursuant to the Notification No. SEBI/LAD/NRO/GN/2018/59 dated December 31, 2018 Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (the Amendment Regulations") bringing amendment in the SEBI (Prohibition of Insider Trading), 2015 with effect from April 1, 2019. Pursuant to the Amendment Regulations, the Company revised its "Vigil Mechanism Policy", the details of which have been provided in the Corporate Governance Report and also posted on the website of the Company at: [www.venturatextiles.com](http://www.venturatextiles.com).

**NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of the Company was reconstituted in the Board meeting held on February 14, 2019, subsequent to the resignation of Mr. Prakash R. Bhargava - an Independent Director of the Company. Mrs. Ratnakumari Girija Maganti (Non-Executive & Independent Director) appointed as Independent Director of company. The Committee comprises of two (2) Independent Directors and one (1) is Executive Director.

Following is the composition of the Nomination and Remuneration Committee after reconstitution:

Sr. No.	Name	Designation
1.	Mr. Shyam R. Karmarkar	Chairman (Independent Director)
2.	Mrs. Ratnakumari Girija Maganti	Member (Independent Director)
3.	Mr. Abhijit Rao	Member (Executive Director)



## VENTURA TEXTILES LIMITED

The Company is trying to revive itself and on the turnaround of the Company, the Composition of the Nomination and Remuneration Committee will be duly constituted as per Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014, and Regulation 19 of SEBI (LODR).

The details with respect to meetings of the Committee held during the year have been provided in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (LODR).

The revised Nomination & Remuneration Policy as approved by the Board is annexed to this Report as **Annexure – B** and is also uploaded on the Company's website at: [www.venturatextiles.com](http://www.venturatextiles.com).

### STAKEHOLDERS' RELATIONSHIP COMMITTEE:

As at 31<sup>st</sup> March, 2020, the Stakeholders' Relationship Committee comprises of Mr. S. R. Karmarkar as Chairman of the Committee and Mr. P.M. Rao and Mrs. Ratnakumari Girija Maganti as Members of the Committee.

The details with respect to meetings of the Stakeholders' Relationship Committee held during the year have been provided in the Corporate Governance Report that forms part of the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and SEBI (LODR).

The meeting of the Stakeholders' Relationship Committee could not be held during the year due to exceptional situation of COVID-19 Pandemic. However the Board of Directors had been informed about the grievance status on quarterly basis. No grievance received by the Company during the financial year ended 31<sup>st</sup> March, 2020.

### DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(3) (c) and 134(5) of the Companies Act, 2013, the Directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls, to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively, to the extent possible considering the weak financial position and the Board of Directors are taking best efforts to turn-around the Company's operations and its financial stability.

### CORPORATE GOVERNANCE:

As per Regulation 34(3) read with Schedule V of SEBI (LODR), a separate section on Corporate Governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

## PERFORMANCE EVALUATION:

Pursuant to Section 134(3)(p) read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and Regulation 4(2)(f)(ii)(9) read with Regulation 17(10) of the Listing Regulations, mandates that the Board shall monitor and review the Board evaluation framework and shall carry out performance evaluation of the Independent Directors. The Companies Act, 2013, states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013, states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The performance evaluation of the Directors, the Board and its Committees was accordingly carried out based on the criteria laid down under the SEBI Circular dated January 5, 2017, for Performance Evaluation in the Nomination & Remuneration Policy and approved by the Board of Directors. Further details in respect of the criteria of evaluation has been provided in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also assessed the quality, quantity and timelines of flow of information between the Company management and the Board. Your Directors express their satisfaction with the evaluation process.

## PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The provisions of Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company as there is only one employee (excluding Executive Directors) in the Company.

The details of top ten employees (including Executive Directors) of the Company is annexed as **Annexure C** to this Report pursuant to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## RELATED PARTY TRANSACTIONS:

During the year under review, there was no transaction entered with any related parties pursuant to Section 188(1) and Section 134 (3) (h) of the Companies Act, 2013 read with Rules 6 A & 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (LODR) Regulations, 2015, except those mentioned in the notes to the financial statements.

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at [www.venturatextiles.com](http://www.venturatextiles.com).

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, no loans or guarantees were given or investments were made pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014.

## SIGNIFICANT AND MATERIAL ORDERS:

Pursuant to Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, no significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the going concern status and Company's operations in future.

## RISK MANAGEMENT:

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. The Board periodically reviews the risk, if any, and ensures to take necessary steps for its mitigation.



## VENTURA TEXTILES LIMITED

### STATUTORY AUDITORS:

At the 47<sup>th</sup> Annual General Meeting (AGM) of the Company held on 23<sup>rd</sup> September, 2017, M/s Govind Prasad & Co., Chartered Accountants, (Firm Registration No. 114360W) were appointed as the Statutory Auditors of the Company for a period of five years to hold office from conclusion of the 47<sup>th</sup> AGM of the Company till the conclusion of the 52<sup>nd</sup> AGM of the Company to be held for the Financial Year 2022-2023.

M/s Govind Prasad & Co., Chartered Accountants, (Firm Registration No. 114360W) have confirmed that they are not disqualified from continuing as Auditors of the Company.

### AUDITORS' REPORT:

The Auditors' Report contain qualification, reservation or adverse remark mentioned in Annexure A as Statement on Impact of Audit Qualifications and disclaimer clause as stated at 'S No. f' of ' Report on Other Legal and Regulatory Requirement' for financial year ended March 31, 2020 forming part of Independent Auditors' Report viz.,

#### Annexure A specifies following observations:

- i) The company has been regular in depositing undisputed statutory dues, including provident fund, Employees State Insurance, Income tax, Sales tax, Service Tax, Custom Duty, Excise Duty, Value added tax, Goods and Service Tax and other statutory dues with the appropriate authorities during the period except for the following dues mention as under:

Professional Tax: Rs. 5,000/-  
Gram Panchayat Tax: Rs. 6, 46,905/-  
Tax Deducted at source: Rs. 1, 93,972/-  
Central Goods and Service Tax: Rs. 17,262/-  
Maharashtra Goods and Service Tax: Rs.17, 262/-

- ii) *The Company has made default in repayment of loans or borrowings to, bank, government or dues to debenture holders:*

Jankalyan Sahakari Bank Ltd Term Loan: 10, 15,050/-  
Jankalyan Sahakari Bank Cash Credit: 27, 48,880/-

*Management Reply:*

*Due to low turnover, lower capacity utilization with higher debt Cost Company is facing financial problems and hence the company is not in position to pay undisputed statutory dues as well as loan amounts. The Management is taking necessary steps to reduce the undisputed statutory liabilities. And the same will be paid in due course of time.*

#### Independent Audit Report Specifies following observations:

- i) **We draw your attention to Note no 21 of the financial statements, which describes the negative net worth of more than 50%. The accumulated losses of the company is 24,37,01,073 as on 31<sup>st</sup> March 2020, indicating doubt of the existence of company's ability to continue as going concern.**
- ii) **With respect to the adequacy of the internal financial controls, our financial reporting of the company and the operating effectiveness of such controls, the system of internal financial controls over financial reporting of the company was not made available to us to enable us to determine if the company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020. We have considered the disclaimer reported above in determining nature, timing and extent of audit tests applied in our audit of the financial statements of the company, and the disclaimer does not affect our opinion on the financial statements of the company.**

- iii) With reference to the note no. 26 the Company has not provided the interest on term loan and interest on cash credit account as the bank has classified the accounts as Non-performing Asset (NPA). The provision of the interest based on simple interest calculation, amount to Rs. 27, 63,930. Thus, the loss of the company is understated by the said amount.

### Management Reply:

The Management has devised proper systems to ensure compliance with the provisions of all applicable laws including adequacy of the internal financial controls and ensure such systems are adequate and operating effectively, to the extent possible considering the weak financial position of the Company.

The Board of Directors are taking best efforts to turn-around the Company's operations and its financial stability in near future.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

### INTERNAL AUDITORS

Pursuant to Section 138 and other applicable provisions of the Companies Act, 2013 read with Rule 13(1) (a) of the Companies (Accounts) Rules, 2014, Mr. Abhijit Rao, Executive-Chief Financial Officer (CFO) of the Company has been appointed as the Internal Auditor of the Company for the Financial Year 2020-2021 under the authority of the Board of Directors at its meeting held on 30.06.2020.

### COST RECORDS

The Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

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

The Company is giving due consideration to the conservation of energy and all efforts are being made to properly utilize the energy resources.

The information pertaining to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed herewith as **Annexure-D** to the Board Report.

### EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return pursuant to the sub-section (3) of Section 92 & 134(3)(a) read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, of the Companies Act, 2013 prepared in Form MGT-9 is annexed herewith as **Annexure-E** to the Board's Report.

### SECRETARIAL AUDITORS:

Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company based on the recommendation of the Audit Committee, appointed M/s. S. Anantha & Ved LLP, Company Secretaries, Mumbai (LLP IN: AAH-8229) as the Secretarial Auditors of the Company on May 30, 2019 for the Financial Year 2019-2020.

The Secretarial Audit report for financial year 2019-2020 forms part of Annual Report as **Annexure-F** to the Board's Report.





## VENTURA TEXTILES LIMITED

Necessary explanations to each of the observations made in the Secretarial Audit Report are as given below:

- a) *The Nomination and Remuneration Committee consists of Three (3) Members out of which 2 (Two) are Non-Executive and Independent Directors and 1 (one) is Executive and Non-Independent Directors:*

The Board of Directors will take necessary efforts to appoint one more Non- Executive and Independent Director to ensure the Nomination and Remuneration Committee would be duly constituted as required under Section 178 of the Companies Act, 2013.

- b) *The Company is yet to establish systems to ensure adequate and effective compliance with the provisions of all applicable laws.*

The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively, to the extent possible considering the weak financial position and the Board of Directors are taking best efforts to turn-around the Company's operations, its financial stability and to comply with all applicable laws.

- c) *The Company has accumulated losses exceeding its net worth , which may adversely affect the future operations of the company:*

*The net worth of the company has been fully eroded. However this will not affect the future viability of the company as the company has started commercial production to increase turnover & improve profitability.*

- d) *Delay in filing of E-forms with the Ministry of Corporate Affairs in few instances in respect of which the Company paid the additional fee and complied with the requirement.*

There was delay in filing few e-forms due to circumstances beyond control. However such forms were filed with additional filing fees as prescribed under the Act and compliance has been regularized. The necessary steps have been taken to avoid delay in filing of e-forms with MCA in future.

### **SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI):**

The Company complies with the provisions of applicable Secretarial Standards issued by ICSI

### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR):**

As per Section 135(1) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, every Company having Net Worth of Rupees five hundred crore or more, or Turnover of Rupees one thousand crore or more, or a Net Profit of Rupees five crore or more during any financial year shall constitute the CSR Committee.

Considering the above threshold limit specified above, the Company is not required to constitute the CSR Committee.

### **DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the Rules thereunder, it is hereby declared that the Company has not received any complaint of sexual harassment during the year under review. Further, the Company conducts awareness programme at regular interval of time.

**DETAILS ON INTERNAL FINANCIAL CONTROLS RELATED TO FINANCIAL STATEMENTS:**

The Management has devised proper systems to the extent possible to ensure compliance with the provisions of all applicable laws including adequacy of the internal financial controls and ensure such systems are adequate and operating effectively, considering the weak financial position of the Company.

The Board of Directors are taking best efforts to turn-around the Company's operations and its financial stability in near future.

**DISCLOSURE UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:**

Except as disclosed elsewhere in this report, there have been no material changes and commitments have occurred between the end of the financial year of the Company and date of this report which can affect the financial position of the Company.

**ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation to the Company's valued Investors, Banks, Central and State Governments, Stock Exchanges, Depositories, Business Associates, Statutory Authorities and all other Stakeholders for their continuous support and co-operation.

**For and on behalf of the Board of Directors**

**Date : 28<sup>th</sup> November, 2020**  
**Place : Mumbai**

**P. M. Rao**  
**Chairman and Managing Director**  
**DIN: 00197973**



**MANAGEMENT DISCUSSION & ANALYSIS**

**INDUSTRY STRUCTURE:**

Due to fall in international cotton prices, the domestic cotton prices have also decreased. However, the cotton prices during the year were volatile. However cotton yarn prices did not increase in tandem, thus putting the spinners in a disadvantage due to squeeze in margins.

**STRENGTH, WEAKNESS, OPPORTUNITIES & THREATS:**

Though the government initiates measures to support the textile industry in the state but the industry lacks the support from infrastructure. The glaring example for this is the unavailability quality and price of power.

Though the E-commerce business has taken off quite well, in the retail sector, due to cost competitiveness, India is unable to take benefits.

**INTERNAL CONTROL SYSTEMS AND ADEQUACY:**

The Company has -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 business operations 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.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

On the operational front, the Company has recorded revenue from operations of Rs. 4,29,36,947/- Lakhs as compared to Rs. 1,29,43,467/- Lakhs in the previous year. The net loss before tax is Rs.3,87,21,736/- Lakhs as compared to previous year's net loss before tax of Rs. 5,07,17,916/-Lakhs.

**SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS AS COMPARED TO THE PREVIOUS YEAR:**

1. Operating profit / (loss) margin ratio stood at (73.52) % as compared to (264.14) % in the previous year.
2. Net profit / (loss) margin ratio stood at (73.52) % as against (264.14) % for the previous year.
3. Inventory turnover ratio stood at 13.68% for the year under report.
4. Current ratio for the year under report is 0.80 as against 1.20 for the previous year.
5. Debt equity ratio stood at 1.36 as compared to 1.24 in the previous year.

**HUMAN RESOURCES:**

The Company is deliberating policies benefiting both workers as well as the stakeholders of the Company in the proposed modernization plan of spinning.

**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:**

Unit No. 121, Midas, Sahar Plaza, J. B. Nagar  
Andheri (East), Mumbai – 400 059

**Date:** 28<sup>th</sup> November, 2020

**Place :** Mumbai

**For and on behalf of Board of Directors**

Sd/-

**P. M. Rao**

**Chairman & Managing Director**

**DIN: 00197973**



## REMUNERATION POLICY

The Remuneration Policy (“Policy”) of Ventura Textiles Limited (the “Company”) is designed to attract, motivate and retain manpower in a competitive market. The policy reflects the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Policy applies to the Company’s Board of Directors, Senior Management, including its Key Managerial Person (“KMPs”).

### Guiding principles

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives.

The Remuneration Policy for Executives reflects the overriding remuneration philosophy and principles of the Ventura Textiles Limited. When determining the remuneration policy and arrangements for Executive Directors / KMPs, the Nomination and Remuneration Committee (“Committee”) of the Board of Directors of the Company considers pay and employment conditions with peers / elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that levels of remuneration remain appropriate in this context.

The said Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the Company successfully.

The said Committee while considering a remuneration package must ensure a balance between fixed pay and variable (incentive) pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### Reward principles and objectives

Our remuneration policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

### Reward policies

- 1. Attract and retain:** Remuneration packages are designed to attract high calibre Executives in a competitive global market and remunerate Executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.
- 2. Motivate and reward:** Remuneration is designed to motivate the Executives to deliver to the best of their skills, knowledge, create a strong performance-orientated environment and reward achievement of meaningful targets over the short and long term.
- 3. The principal terms of non-monetary benefits:** The Executives will be entitled to customary non-monetary benefits which will be decided mutually in individual cases.

### Executive Remuneration – Board of Management

Executive remuneration is proposed by the Chairman/Managing Director to the said Committee and subsequently on the recommendation of the Committee; the same is approved by the Board of Directors of the Company. Executive remuneration is evaluated annually against performance and a benchmark of Peer Companies, which in size and complexity are similar

to Ventura Textiles Limited. Benchmarks may be decided in advance. The total remuneration shall have optimum mix of fixed base salary and a variable salary such as incentive as per prevailing market practices. The same shall be set at a level aimed to attract and retain Executives with professional and personal competences to drive the Company's performance.

**Pension contributions** made in accordance with applicable laws and employment agreements.

**Severance payments in** accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework.

### **Disclosure of Information**

Information on the total remuneration of members of the Company's Board of Directors, Executive Board of Management and Senior Management may be disclosed in the Company's Annual Financial Statements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

### **Approval of the Remuneration Policy**

This Remuneration Policy shall apply to all employment agreements of the Company's Senior Management including Executive Directors and Key Managerial Persons. The Remuneration Policy shall act as guidance for the Board.

### **Dissemination**

The Company's Remuneration Policy shall be published on its website i.e. [www.venturatextiles.com](http://www.venturatextiles.com)

**For and on behalf of the Board of Directors**

Date: November 28, 2020  
Place: Mumbai

Sd/-  
**P. M. Rao**  
(Chairman & Managing Director)  
DIN: 00197973

**Annexure C**
**Annexure to the Board's Report  
Remuneration to Employees pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No	Name of the Employee	Designation	Age	Nature of Employment	Nature of Duties	Qualification/ Experience	Date of Commencement of Employment	Last Employment of the Employees	% of Equity Shares held by Employee in the Company	Remuneration received during the year 19-20 (Rs in Lakhs)	Remarks
1	Mohan Rao Penugonda	Managing Director	71	Permanent	Responsible for day to day management of the Company.	B. Com	04-05-1993	N.A	Nil	30.91	Appointed w.e.f. 04-05-1993
2	Abhijit Rao	Whole-Time Director	39	Permanent	He is handling all the Corporate Matters in addition to the marketing of Bed Sheets for USA	MBA form American International University, London	11-01-2006	N.A	Nil	27.73	Appointed w.e.f. 11-01-2006
3	Sawani Sadalage	Compliance Officer	30	Permanent	Responsible for Secretarial Compliance & Related Matters	M.Com, CS	29-08-2019	N.A	Nil	3.00	Appointed w.e.f. 29-08-2019

**For and on behalf of the Board of Directors**

Sd/-  
**P. M. Rao**  
Chairman and Managing Director  
DIN: 00197973

**Place: Mumbai**  
**Date: 28<sup>th</sup> November, 2020**

Information under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report for the year ended March 31, 2020

**a) Conservation of Energy:****(i) Steps taken or impact on conservation of energy:**

The planning and installation of equipment of the Company is done in a manner such that maximum energy is conserved. To the extent possible, energy efficient equipment and instruments are used.

**(ii) The Steps taken by the Company for Utilising alternate sources of energy:**

The Company continuously uses its best endeavors for identifying and utilizing alternate sources of energy.

**(iii) Capital Investment on energy conservation equipments: Nil****b) Technology Absorption:**

**(i) The efforts made towards technology absorption:** No efforts have been made during the year.

**(ii) The benefits derived like production improvement, cost reduction, product development or import substitution:** Nil

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –**

(a) The details of technology imported: NIL;

(b) The year of import: N.A.;

(c) Whether the technology has been fully absorbed: N.A.

Your Company does not carry out any manufacturing activity, hence the particulars regarding technology absorption and other particulars as required to be stated by the Companies Act, 2013 and rules made thereunder are not applicable.

**c) Foreign Exchange Earnings and Outflows (on Standalone basis):**

Foreign Exchange earned in terms of actual inflow during the year: Nil

Foreign Exchange Outgo during the year in terms of actual outflows: Nil

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 28<sup>th</sup> November, 2020

Sd/-  
P. M. Rao  
Chairman and Managing Director  
DIN: 00197973





## VENTURA TEXTILES LIMITED

**MGT-9**  
**EXTRACTS OF ANNUAL RETURN**  
**For the year ended March 31, 2020**

Annexure E

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

### I REGISTRATION & OTHER DETAILS:i

i)	CIN	<b>L21091MH1970PLC014865</b>
ii)	Registration Date	November 3, 1970
iii)	Name of Company	<b>Ventura Textiles Limited</b>
iv)	Category of the Company	Company limited by shares / Non-Government Company
v)	Address of the Registered office and contact details	Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri – Kurla Road, Andheri (East), Mumbai - 400059 Phone:- (91-22) 2834 4453/ 4475 Email:- mkt2@venturateextiles.com Web:- www.venturatextiles.com
vi)	Whether listed company	Yes
vii)	Name and Address of Registrar & Transfer Agents ( RTA ):-	Link Intime India Private Limited, C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 Tel. No.: 022 49186000 E-mail: mumbai@linkintime.co.in

### II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% of total turnover of the company
1	Spinning of Cotton Yarns	1311	100%
2	Weaving of Textiles	1312	Nil
3	Manufacture of Made-up Textile article, except apparel	1392	Nil

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

SL. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
Nil					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF									
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	-
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	-
d) Bodies Corp.	1,17,53,773	0	1,17,53,773	60.42	1,17,53,773	0	1,17,53,773	60.42	-
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	-
f) Any Other									
i. Directors' Relatives	0	0	0	0.00	0	0	0	0.00	-
ii. Group Companies	0	0	0	0.00	0	0	0	0.00	-
iii. Trusts	0	0	0	0	0	0	0	0	-
<b>SUB-TOTAL (A)(1)</b>	<b>1,17,53,773</b>	<b>0</b>	<b>1,17,53,773</b>	<b>60.42</b>	<b>1,17,53,773</b>	<b>0</b>	<b>1,17,53,773</b>	<b>60.42</b>	<b>-</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	-
h) Other-Individuals	0	0	0	0.00	0	0	0	0.00	-
i) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	-
j) Banks / FI	0	0	0	0.00	0	0	0	0.00	-
k) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	-
l) Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	-
<b>SUB-TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>-</b>
<b>Total holding for promoters (A)=(A)(1) + (A)(2)</b>	<b>1,17,53,773</b>	<b>0</b>	<b>1,17,53,773</b>	<b>60.42</b>	<b>1,17,53,773</b>	<b>0</b>	<b>1,17,53,773</b>	<b>60.42</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/UTI	0	43	43	0.00	0	43	43	0.00	0.00
b) Banks / FI	1016167	0	1016167	5.22	10,15,854	0	10,15,854	5.22	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB-TOTAL (B)(1)</b>	<b>1016167</b>	<b>43</b>	<b>1016210</b>	<b>5.22</b>	<b>10,15,854</b>	<b>43</b>	<b>10,15,897</b>	<b>5.22</b>	<b>0.00</b>



## VENTURA TEXTILES LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non Institutions</b>									
a) Bodies Corp.	357132	3853	360985	1.86	359305	3,853	363158	1.87	-0.01
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 2 Lakh	680849	24701	705550	3.63	685211	24709	709920	3.65	-0.02
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakh	53,70,899	-	53,70,899	27.61	53,70,899	-	53,70,899	27.61	0.00
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d) Any others (Specify)	-	-	-	-	-	-	-	-	-
i) HUF	26768	0	26768	0.14	26232	0	26232	0.13	0.01
ii) Clearing Member	5906	-	5906	0.03	104	-	104	0.00	0.03
iii) Directors Relatives	-	-	-	-	-	-	-	-	-
iv) Employee	-	-	-	-	-	-	-	-	-
v) N.R.I.	75508	12,625	88133	0.45	75681	12,625	88306	0.45	0.00
vi) Overseas Bodies Corporate	-	-	-	-	-	-	-	-	-
vii) Unclaimed Suspense Account	-	-	-	-	-	-	-	-	-
viii) Foreign Companies	-	1,25,000	1,25,000	0.64	-	1,25,000	1,25,000	0.64	0.00
<b>SUB-TOTAL (B)(2)</b>	<b>6517062</b>	<b>166179</b>	<b>6683241</b>	<b>34.36</b>	<b>6517432</b>	<b>166187</b>	<b>6683619</b>	<b>34.35</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1) + (B)(2)</b>	<b>75,33,229</b>	<b>1,66,222</b>	<b>76,99,516</b>	<b>39.5739.58</b>	<b>7533286</b>	<b>166230</b>	<b>76,99,516</b>	<b>40</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>SUB-TOTAL (C)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>1,92,87,002</b>	<b>166222</b>	<b>19453289</b>	<b>100.0000</b>	<b>19287059</b>	<b>166230</b>	<b>19453289</b>	<b>100.0000</b>	<b>0.00</b>

### ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Penny Securities and Investments Private limited	73,36,858	37.72	-	73,36,858	37.72	-	0.00
2.	Indo - Gulf Financials Limited	32,85,000	16.89	-	32,85,000	16.89	-	0.00
3.	Ventura Texperts Private Limited	11,31,915	5.82	-	11,31,915	5.82	-	0.00
	<b>Total</b>	<b>1,17,53,773</b>	<b>60.43</b>	<b>-</b>	<b>1,17,53,773</b>	<b>60.43</b>	<b>-</b>	<b>0.00</b>

**(iii) Change in Promoters' Shareholding:**

*There is no any change in promoters shareholding during the year 2019-20.*

**(iv) Shareholding pattern of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs):**

Sl. No.	Name of Shareholders		Shareholding		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Rita J. Bhuta</b>					
		At the beginning of the Year	2000000	10.2810	2000000	10.2810
		Bought during the year	-	0	-	-
		Sold during the Year	-	0	-	-
		At the end of the Year00	2000000	10.2810	2000000	10.2810
<b>2.</b>	<b>M/s. Sai Creations (Mr. Deepak Balkrishna Lokare &amp; Mrs. Savita Deepak Lokare, Partners of M/s. Sai Creations)</b>					
		At the beginning of the Year	2000000	10.2810	2000000	10.2810
		Bought during the year	-	0	-	-
		Sold during the Year	-	0	-	-
		At the end of the Year	2000000	10.2810	2000000	10.2810
<b>3.</b>	<b>Asha Umakant Vasaikar</b>					
		At the beginning of the Year	1000000	5.1405	1000000	5.1405
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	1000000	5.1405	1000000	5.1405
<b>4.</b>	<b>J.M. Financial Asset Reconstruction Co. Private Limited</b>					
		At the beginning of the Year	9,87,325	5.0754	9,87,325	5.0754
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	9,87,325	5.0754	9,87,325	5.0754
<b>5.</b>	<b>Meenakshi Maruti Deore</b>					
		At the beginning of the Year	350000	1.7992	350000	1.7992
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	350000	1.7992	350000	1.7992



## VENTURA TEXTILES LIMITED

Sl. No.	Name of Shareholders		Shareholding		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>6. Reliance Spot Exchange Infrastructure Limited</b>						
		At the beginning of the Year	321875	1.6546	321875	1.6546
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	321875	1.6546	321875	1.6546
<b>7. Dome Investments Limited</b>						
		At the beginning of the Year	125000	0.6426	125000	0.6426
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	125000	0.6426	125000	0.6426
<b>8. Haragopal Kusuma Penugonda</b>						
		At the beginning of the Year	43125	0.2217	43125	0.2217
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	43125	0.2217	43125	0.2217
<b>9. IDBI Bank Limited</b>						
		At the beginning of the Year	28842	0.1483	28842	0.1483
		Bought during the year	-	-	-	-
		Sold during the Year	313	0.0016	313	0.0016
		At the end of the Year	28529	0.1467	28529	0.1467
<b>10. Chhotalal Ramjibhai Bhanderi</b>						
		At the beginning of the Year	20899	0.1074	20899	0.1074
		Bought during the year	-	-	-	-
		Sold during the Year	-	-	-	-
		At the end of the Year	20899	0.1074	20899	0.1074

(v) **Shareholding of Directors & Key Managerial Personnel:**

Sl. No.	Shareholding of each directors and each key Managerial Personnel	Shareholding at the beginning of the year (01.04.2019)		Cumulative Shares during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1.</b>	<b>Mr. P.M. Rao</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
<b>2.</b>	<b>Mr. Abhijit Rao</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	17,84,67,491	0.00	0.00	17,84,67,491
ii) Interest due but not paid	29,85,976	0.00	0.00	29,85,976
iii) Interest accrued but not	000	0.00	0.00	000
<b>Total (i+ii+iii)</b>	<b>18,14,53,467</b>	<b>0.00</b>	<b>0.00</b>	<b>18,14,53,467</b>
Change in Indebtedness during the financial year				
- Addition	3,08,51,880	-	-	3,08,51,880
- Reduction	-	-	-	-
<b>Net Change</b>	<b>3,08,51,880</b>	<b>0.00</b>	<b>0.00</b>	<b>3,08,51,880</b>
Indebtedness at the end of the financial year				
i) Principal Amount	20,93,19,371	-	-	20,93,19,371
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	27,63,930	-	-	27,63,930
<b>Total (i+ii+iii)</b>	<b>21,20,83,301</b>	<b>0.00</b>	<b>0.00</b>	<b>21,20,83,301</b>



## VENTURA TEXTILES LIMITED

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

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount (in Rs.)
		Mr. P. M. Rao	Mr. Abhijit Rao	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	30,91,000	9,33,000	40,24,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify			
5	Others, please specify (Rent free accommodation)	Nil	18,40,000	18,40,000
	Total (A)	30,91,000	27,73,000	58,64,000

#### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount (in Rs.)
		Mr. Shyam R. Karmarkar	Mrs. Ratnakumari Girija Maganti	
1	<b>Independent Directors</b>			
	Fee for attending board committee meetings	16000	16000	32000
	Commission	-	-	-
	Others, specify	-	-	-
	<b>Total (1)</b>	<b>16000</b>	<b>16000</b>	<b>32000</b>

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

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary*	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	3,00,000	Nil	Nil
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission -as % of profit -others, specify...	- NIL	- NIL	- NIL
5.	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>3,00,000</b>	<b>NIL</b>	<b>NIL</b>

\*The Company is yet to appoint Company Secretary

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

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

\*There were no penalties/punishment imposed on company & none of the offenses were compounded.

**For and on behalf of the Board of Directors**

Sd/-  
P. M. Rao  
Chairman and  
Managing Director  
DIN: 00197973

Place: Mumbai  
Date: 28th November, 2020





## VENTURA TEXTILES LIMITED

Annexure F

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

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

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

To  
The Members  
Ventura Textiles Limited  
Unit No. 121, Midas, Sahar Plaza  
J.B. Nagar, Andheri-Kurla Road, Andheri (East)  
Mumbai – 400 059

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ventura Textiles Limited** (hereinafter called 'the Company') for the financial year ended March 31, 2020. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We further report that compliance with the applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the company.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (There were no instances of External Commercial Borrowings, Foreign Direct Investment and Overseas Direct Investments made during the year, hence compliance requirements for the same are '**Not Applicable**' for the year under review);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & 2018 **(Not Applicable for the year under review)**;
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable for the year under review)**;
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable for the year under review)**;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable for the year under review)**; and
- The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 **(Not Applicable for the year under review)**.

(vi) **With respect to other laws applicable specifically to the Company viz.:**

- a) Water (Prevention and Control of Pollution) Act, 1974 and the Rules made thereunder;
- b) Air (Prevention and Control of Pollution) Act, 1981 and the Rules made thereunder;
- c) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008; and
- d) The Environment (Protection) Act, 1986 and the Rules made thereunder.

*(The compliance with respect to the above laws applicable to the Company could not be verified on account of non-operational status of the factory premises)*

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *The Nomination and Remuneration Committee consist of Three (3) Members out of which 2 (Two) are Non-Executive and Independent Directors and 1 (one) is Executive and Non-Independent Director;*
2. *The Company is yet to establish systems to ensure adequate and effective compliance with the provisions of all applicable laws;*
3. *The Company has accumulated losses exceeding its net worth, which may adversely affect the future operations of the Company; and*
4. *Delay in filing of E-forms with the Ministry of Corporate Affairs in few instances in respect of which the Company paid the additional fee and complied with the requirement.*



## VENTURA TEXTILES LIMITED

### We further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by KMPs taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism is yet to be established in the Company to monitor and ensure compliance with applicable general laws like Labour Laws, Competition Law, Environmental Laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by various statutory / regulatory authorities and initiated actions for corrective measures and compliance thereof.

**We further report that** the compliance by the Company of applicable financial laws, like Direct and Indirect Tax Laws, and Labour Law Compliances have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

We further report that adequate notice along with agenda was given seven days in advance to all directors to schedule the Board Meetings, and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that, there were no other major events during the year under review viz.:

- (i) Public/Right/sweat equity shares;
- (ii) Redemption / Buy-back of securities;
- (iii) Merger / amalgamation / reconstruction,
- (iv) Foreign technical collaborations;

or such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

For **S. Anantha & Ved LLP**  
Company Secretaries

Sd/-  
**Dinesh Trivedi**

Designated Partner  
Membership No.: A23841

CP No.: 22407

UDIN: A023841B001214690

Date : 11th November, 2020

Place : Mumbai

**Annexure**

To

**The Members**

**Ventura Textiles Limited**

Unit No. 121, Midas, Sahar Plaza

J.B. Nagar, Andheri-Kurla Road, Andheri (East)

Mumbai – 400 059

**Our report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S. Anantha & Ved LLP**  
Company Secretaries

Sd/-

**Dinesh Trivedi**

Designated Partner

Membership No.: A23841

CP No.: 22407

Date : 11th November, 2020

Place : Mumbai

**CORPORATE GOVERNANCE REPORT**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2020, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI (LODR) Regulations, 2015").

**1. 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 Regulation 34(3) of the "SEBI (LODR) Regulations, 2015", the details in connection with Corporate Governance practiced by the Company are furnished herewith:

**2. BOARD OF DIRECTORS:****Composition:**

As on March 31, 2020, the strength of the Board of Directors is 4 (four) Directors comprising of two Executive Promoter Directors and two Independent Directors (including one Woman Director). The Company is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") in respect of Corporate Governance.

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>

The Company has appointed a Woman Director to comply with the requirements of the Regulation 17(1) (a) of the SEBI (LODR) Regulations, 2015 and Second Proviso to Section 149(1) of Companies Act, 2013.

All the Independent Directors satisfy the criteria of independence as defined under Regulation 16(1) (b) and 25(8) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

**Meetings of the Board of Directors:**

The Board meets at least once in every quarter and the maximum interval between two meetings are within 120 days. During the Financial year 2019-20, five (5) meetings of the Board of Directors of company were held on May 30, 2019, August 14, 2019, August 29, 2019 November 13, 2019 and February 13, 2020.

**Directors Attendance Record and Directorships held:**

The composition and category of the Board of Directors during the financial year ended March 31, 2020, details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2019-20 along with the details in respect of Directorships and committee positions of each director in other Public Limited Companies where he/she is a member/ Chairperson are presented in the following table:

# VENTURA TEXTILES LIMITED



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	Attended			
Mr. P. M. Rao DIN: 00197973	Promoter, Chairman and Managing Director (Father of Mr. Abhijit Rao)	5	5	Yes	1	1	-
Mr. Abhijit Rao Penugonda DIN: 00189126	Executive Director & CFO (S/o. Mr. P. M. Rao)	5	5	Yes	-	1	-
Mr. Shyam Raghunath Karmarkar DIN: 01365616	Independent (Non-Executive) Director	5	5	Yes	-	-	2
Mrs. Ratnakumari Girija Maganti DIN: 08259159	Independent (Non-Executive) Director	5	5	Yes	-	2	-

# excludes directorships in Foreign Companies, Section 8 Companies and Private Limited Companies, but includes only Public Limited Companies.

@This includes membership(s)/ Chairmanship(s) of only Audit Committee and Shareholders Relationship Committee.

There is no inter-se relationship among the Directors except Mr. P. M. Rao (Chairman & Managing Director) who is the father of Mr. Abhijit Rao (Whole-Time Director & C.F.O.) of the Company.  
None of the Non-Executive Directors hold any share in the Company.

### Name of other listed entities where Directors of the company are Directors and the category of Directorship:

None of the Directors of the Company are the Directors in any other listed entity.

### Details of Board Meetings/ Annual General Meeting:

During the year, Five (5) Board Meetings were held and all the meetings were held at the Registered Office of the Company.

The Annual General Meeting of the Financial Year ended on March 31, 2019 was held on 30th September, 2019. Details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2019-20 are presented in the following table:

Name of the Director	Dates of Board Meetings held and attendance details of Directors					Whether AGM Attended (Yes/ No/N.A.)
	30/05/2019	14/08/2019	29/08/2019	13/11/2019	13/02/2020	30/09/2019
Mr. P. M. Rao	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Abhijit Rao	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Ratnakumari Girija Maganti	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Shyam R. Karmarkar	Yes	Yes	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
Mrs. Ratnakumari Girija Maganti	BA, M.Ed.
Mr. Shyam R. Karmarkar	B.Com., FCA

**Independent Director's Meeting:**

Separate Meeting of the Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations was held on February 13, 2020 without the attendance of Non-Independent Directors and the members of the management, interalia, to discuss the following:

- i) Review the performance of the Chairman;
- ii) Review the performance of Non- Independent Directors and the Board as a whole; and
- iii) Assess quality, quantity and timeliness of flow of information between the Company management and the Board that it is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

The Independent Directors fulfil the criteria of independence as given under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 and have given declaration of independence. The Draft Letter of Appointment of Independent Directors is available on the website of the Company [www.venturatextiles.com](http://www.venturatextiles.com).

The Board has confirmed that in its opinion, the independent directors fulfil the condition specified in the SEBI (LODR) Regulations, 2015 and are independent of the Management.

**Codes and Policies:**

We strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct;
- Code of Conduct for Prohibition of Insider Trading;
- Policy for Disclosure of Unpublished Price Sensitive information;
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions;
- Risk Management Policy;
- Internal Financial Control Policy;
- Nomination and Remuneration Policy;
- Policy for Determination of materiality of information;
- Policy for Preservation of Documents;
- Archival Policy;
- Vigil Mechanism/Whistle Blower policy and
- Policy on Diversity of Board.

## Company's Code of Conduct:

Your Company's Board of Directors has prescribed a Code of Conduct for all Board Members and the Company's Senior Management. The Code of Conduct is available on your Company's website: [www.venturatextiles.com](http://www.venturatextiles.com).

All the Board Members and the Senior Management personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended 31st March, 2020. A declaration by the Managing Director confirming that all the Board Members and Senior Management Personnel have affirmed compliance with the code of the Company and that they have not come across any instance of non-compliance of the Code during the year ended 31st March, 2020, is included in the certificate from the Managing Director on the financial statements and other matters of the Company for the Financial Year ended 31st March, 2020. A declaration to this effect as signed by the Managing Director is given below:

*This is to certify that in line with the requirement of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors of the Board and Senior Management Personnel have solemnly affirmed that to the best of their knowledge and belief, have complied with the provisions of the Code of Conduct during the financial year 2019-20.*

Sd/-  
**P.M. Rao**  
Managing Director  
DIN: 00197973

## Skills/ Expertise/ Competence of the Board of Directors:

- Technical/ Professional skills and specialized knowledge in relation to Company's business.
- Knowledge of Company's business policies, major risks/ threats and potential business opportunities in the industry in which the Company operates.
- Financial and Management skills.
- Technical / professional skills and specialized knowledge of Company's business.
- Marketing Strategy, Competitive Analysis, Innovation and Research and Development.
- Corporate Governance, Human Resource Development, Administration.
- Behavioral skills, attributes and competencies to use their knowledge to contribute effectively to the growth of the Company.

## 3. AUDIT COMMITTEE

### a) Brief Description and Terms of Reference:

The Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Amendment Regulations required all the listed entities to amend the terms of reference of the committees of the Board of Directors of the Company, required to be mandatorily constituted. Hence, the terms of reference of Audit Committee were amended to give effect to the said amendment.





## VENTURA TEXTILES LIMITED

The amended terms of reference of the Audit Committee are stated below in brief:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and the fixation of audit fees and confirm their independence.
- Approval of payment to statutory auditors for any other services rendered, if authorised by the Board.
- Review with the management, the quarterly financial statements before submission to the Board for approval and secure certificate from CFO in terms of Regulation 17(8) of the Listing Regulations.
- Evaluate internal financial controls and risk management systems.
- Review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the effective date of the Amendment Regulations.
- Any other terms of reference as may be included from time to time in the Listing Regulations.

**b) Composition and attendance of Audit Committee Meeting:**

The Audit Committee comprises of three members out of which two members are Independent Directors.

During the year under review, four (4) meetings of the Audit Committee were held on 30th May, 2019, 14th August, 2019, 13th November, 2019 and 13th February, 2020, and the time interval between two committee meetings were within 120 days.

The Composition of the Audit Committee as on 31st March, 2020 constituted by the Board and attendance of the members in the meetings held during the financial year 2019-20 are as under:

Name of Member	Category	Audit Committee Meetings held and attendance			
		30/05/2019	14/08/2019	13/11/2019	13/02/2020
Mr. Shyam R. Karmarkar	Chairman (Non-executive & Independent Director)	Yes	Yes	Yes	Yes
Mrs. Ratnakumari Girija Maganti	Member (Independent & Non executive) Member	Yes	Yes	Yes	Yes
Mr. Abhijit Rao	Member (Executive Director)	Yes	Yes	Yes	Yes

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

Mr. Shyam R. Karmarkar, Chairman of the Audit Committee attended the last Annual General Meeting and responded to the queries raised by the shareholders.

In addition to above, the Committee also reviews other matters as may be required under the SEBI (LODR) Regulations, 2015 and other Laws, Rules and Regulations.

**4. NOMINATION AND REMUNERATION COMMITTEE:**

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee (“NRC”).

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“the Amendment Regulations”) which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”). The Amendment Regulations have now specified the requirement of quorum of the Nomination and Remuneration Committee meeting as well as about holding of at least one meeting in a financial year. Further, it required all the listed entities to amend the terms of reference of the committees of the Board of Directors of the Company, required to be mandatorily constituted. Hence, the terms of reference of Nomination and Remuneration Committee were amended to give effect to the said amendment.

The amended terms of reference of the Nomination & Remuneration are stated below in brief:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- devising a policy on Board diversity;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and
- recommend to the Board, all remuneration, in whatever form, payable to senior management.

**Composition and attendance at Nomination & Remuneration Committee Meeting:**

The Company has constituted the Nomination and Remuneration Committee comprising of three (3) Members out of which two (2) are Independent Directors and one (1) is Executive Director. The Company is trying to revive itself and on the turnaround of the Company, the Composition of the Nomination and Remuneration Committee will be duly constituted as per Section 178 of the Companies Act, 2013.

One (1) meeting of the Nomination and Remuneration Committee was held on November 14, 2019. All the members were present at the meeting.

The Composition of the Nomination and Remuneration Committee during the financial year 2019-20 and attendance are as under:

Name of the Member	Designation on Committee	Designation on Board	No of meetings attended
Mr. Shyam R. Karmarkar	Chairman	Non-Executive - Independent Director	1
Mrs. Ratnakumari Girija Maganti	Member	Non-Executive - Independent Director	1
Mr. Abhijit Rao	Member	Executive Director	1

**Nomination and Remuneration Policy:**

The Board of Directors of the Company has adopted a Nomination and Remuneration Policy in terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, and in order to harmonize the aspirations of human resources consistent with goals of the Company which inter alia includes Company's policy on Board Diversity, selection, appointment and remuneration of directors, criteria and determining qualifications, positive attributes, independence of a director and criteria for performance evaluation of the Directors. The Nomination and Remuneration policy is placed on the website of the Company viz. [www.venturatextiles.com](http://www.venturatextiles.com)



## VENTURA TEXTILES LIMITED

### Remuneration to Directors:

The Company pays remuneration by way of Salary, perquisites, allowances and commission to its Managing Director.

All the Independent Directors of the Company receive sitting fees for each meeting of Board and Committee thereof attended by them.

The detail of remuneration paid/payable to Directors of the Company during the financial year 2019-20 is as under:

(Amount in Lakhs)

Name of the Director	Sitting fees including fees for Committee Meetings	Salaries & Perks	Commission	Total Amount
Mr. Shyam R. Karmarkar	0.16	-	-	0.16
Mrs. Ratnakumari Girija Maganti	0.16	-	-	0.16
Mr. P. M. Rao	-	30.91	-	30.91
Mr. Abhijit Rao	-	27.73	-	27.73

None of the Directors has any pecuniary relationships or transactions with the Company except by way of remuneration paid to the Executive Director and sitting fees paid to Independent Directors.

Your Company presently does not have performance linked incentives for its Directors. No severance fees is payable.

### 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

#### a) Brief Description and Terms of Reference:

Stakeholders' Relationship Committee monitors redressal of complaints received from shareholders/investors with respect to transfer of shares, non-receipt of dividend, non-receipt of Annual Reports etc. The Committee also takes note of number of transfer processed, issue of fresh share certificates, top shareholders and Shareholding pattern.

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Amendment Regulations have now specified the requirement of holding at least one meeting in a financial year. Further, it required all the listed entities to amend the terms of reference of the committees of the Board of Directors of the Company, required to be mandatorily constituted. Hence, the terms of reference of Stakeholders' Relationship Committee were amended to give effect to the said amendment. The brief terms of reference of the Stakeholders' Relationship Committee are as follows:

- resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.;
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

**b) Composition and attendance at the Stakeholders’ Relationship Committee:**

The Stakeholders’ Relationship Committee comprises of three members and two of them are Independent Directors. There was no meeting held on account of Nil Complaint received.

The Committee was constituted by Board and the composition of the same as on 31<sup>st</sup> March, 2020 is as under:

Name of Member	Designation
Mr. Shyam R. Karmarkar	Non-Executive - Independent Director, Chairperson
Mr. Mohan Rao Penugonda	Executive Director, Member
Mrs. Ratnakumari Girija Maganti	Non-Executive - Independent Director, Member

The Stakeholders' Relationship 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) Mrs. Sawani Pradeep Sadalage 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 2019-20.

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

**6. Internal Compliant Committee:**

In accordance with the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013, The Company has framed a policy for prevention of Sexual Harassment at workplace and adopted the same.

The Objective of the Policy is to provide its women employees, a workplace free from harassment/discrimination and every employee is treated with dignity and respect.



## VENTURA TEXTILES LIMITED

### Composition:

Name of Member	Designation
Mrs. Ratnakumari Girija Maganti	Chairman
Mr. Pravin Shetty	Member
Mrs. Sawani Sadalage	Member

### The Status of Complaints received and resolved during the year 2019-20 are as follows:

Number of Complaints filed	0
Number of Complaints Disposed	0
Number of Complaints Pending	0

### SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web based complaints redressal system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned Company and online viewing by investors of action taken on the complaint and its current status.

Your Company has been registered on SCORES Portal and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

The Company reports that there are no Equity Shares lying in the Demat Suspense Account / Unclaimed Suspense Account.

Total fees for all services paid by the listed entity, to the Statutory Auditors of the Company given below:

Nature of Payment	F.Y 2019-20
Statutory Audit	1,00,000/-
Tax Audit	-
Other Services includes reimbursement of expenses	-
<b>Total</b>	<b>1,00,000/-</b>

Our Company does not have any Subsidiary.

### PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Performance Evaluation of the Directors, the Board and its Committees was carried out based on the criteria/ manner approved by the Nomination & Remuneration Committee and approved by the Board of Directors. The criteria/ manner for evaluation as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.

### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Company has in place Familiarisation Programme for Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. The Familiarisation Programme and details of Familiarisation Programme imparted during 2019-20 are uploaded on the website of the Company and can be accessed through website [www.venturatextiles.com](http://www.venturatextiles.com).

### General body Meetings:

#### a) Details of the Annual General Meetings:

The details of previous three Annual General Meetings of the Company are as follows:

Financial Year	Date	Time	Location	Special resolution passed
2018-19	30/09/2019	10.00 am	Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059	<ol style="list-style-type: none"> <li>1. Appointment of Mrs. Ratnakumari Girija Maganti (DIN:08259159) as an Independent Director.</li> <li>2. Re-appointment of Mr. Shyam Raghunath Karmarkar (DIN:01365616) as Non-executive &amp; Independent Director For a Second Term of Consecutive Five years.</li> <li>3. Ratification of remuneration to Mr. P.M.Rao (DIN:00197973), Chairman &amp; Managing Director of the Company.</li> <li>4. Approval of Remuneration payable to Mr. Abhijit Rao (DIN: 00189126), Whole Time Director of the Company.</li> </ol>
2017-18	22/09/2018	10.00 am	Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059	<ol style="list-style-type: none"> <li>1. To fix remuneration payable to Mr. P. M. Rao (DIN: 00197973), Chairman &amp; Managing Director of the Company for the remaining tenure of his appointment upto June 30, 2020</li> <li>2. To ratify the remuneration paid to Mr. Abhijit Rao (DIN: 00189126), Whole-time Director, for the F.Y. 2016-17 and 2017-18 and remaining tenure of appointment.</li> </ol>
2016-17	23/09/2017	10.00 am	Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059	<ol style="list-style-type: none"> <li>1. Alteration of Main Object Clause in the Memorandum of Association of the Company.</li> <li>2. Amendments to Clause III (B) and Clause III (C) of the Memorandum of Association of the Company.</li> <li>3. Alteration of Articles of Association of the Company.</li> </ol>

**b) Details of special resolution passed through postal ballot:**

During the financial year 2019-20, the company has not passed any special resolution through Postal ballot.

**MEANS OF COMMUNICATION**

The Company's corporate website [www.venturatextiles.com](http://www.venturatextiles.com) consists of Investor Relations section, which provides comprehensive information to the Shareholders.

Quarterly and Annual Financial Results are published in Active Times in English and Mumbai Lakshadeep, a regional newspaper in vernacular language. The said results are also available on Company's website [www.venturatextiles.com](http://www.venturatextiles.com). There is hardly any official news required to be released on website or even in Press.

The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchange and also displayed on the Company's website [www.venturatextiles.com](http://www.venturatextiles.com)



## VENTURA TEXTILES LIMITED

### GENERAL SHAREHOLDER INFORMATION:

Day, Date and Time of AGM	Tuesday, December 22 2020 at 11.00 a.m.
Venue	Unit No.121, Midas, Sahar Plaza, J. B. Nagar, Andheri (East), Mumbai – 400 059
Financial Year	Financial Year is April 01 to March 31 of the following year
Quarterly results will be declared as per the following tentative schedule:	
Financial reporting for the quarter ending June 30, 2020	First fortnight of August, 2020
Financial reporting for the quarter ending September 30, 2020	First fortnight of November, 2020
Financial reporting for the quarter ending December 31, 2020	First fortnight of February, 2021
Financial reporting for the quarter ending March 31, 2021	Last fortnight of May, 2021
Date of Book Closure	Tuesday, December 15, 2020 to Monday, December 21, 2020

### Listing on Stock Exchanges and Scrip Code:

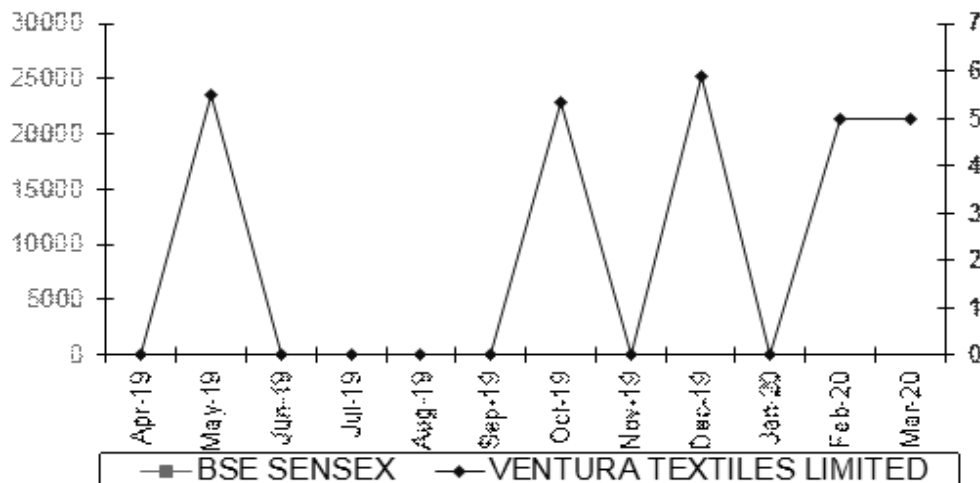
The Company's shares have been listed on the following exchange:

- BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.

Scrip Code: 516098

The Annual Listing Fee has not been paid to the Stock Exchange for the Financial Year 2020-21

- Performance in comparison to broad based indices of BSE Sensex



iii. Market Price Data for 2019-20: The monthly high and low quotations and volume of shares traded on BSE from 01st April, 2019 up to 31st March, 2020 is as follows:

Month	BSE	
	High Price (Rs.)	Low Price (Rs.)
May 2019	5.51	5.25
October 2019	5.35	5.35
December 2019	5.09	5.09
February 2020	5.00	5.00
March 2020	5.00	4.95

\*Note: Duet to suspension of trading, the High and Low price for the months of April, June, July, August, September, November and January are not available on the BSE Website. However, the trading of the Shares of the Company are kept under Graded Surveillance Measures (GSM- Stage1)

**Registrar & Share Transfer Agent:**

Link Intime (India) Pvt. Limited is the Registrar & Share Transfer Agent (RTA) of the Company in respect of the equity capital in demat and physical mode. They process share transfer and transmission on fortnightly basis. Their address is as follows:

Link Intime (India) Pvt. Limited.,  
C-101, 1st Floor, 24X7 Park, Lal Bahadur Shastri Marg,  
Vikhroli(West),Mumbai-400083.

**Share Transfer System:**

Transfer in physical form has to be lodged with Registrar and Share Transfer Agents. All shares received for transfer were registered and dispatched within thirty days of receipt, if the documents were correct and valid in all respects. The time taken to process dematerialization of shares is ten days upon receipt of documents from Depository Participant.

**Shareholding pattern as on 31st March, 2020:**

Category	Number of Shares	Percentage (%)
Promoter and Promoter Group	1,17,53,773	60.42
Clearing Members	79	0.00
Mutual Funds/UTI	43	0.00
Financial Institutions	9,87,325	5.08
Other Bodies Corporate	3,62,609	1.86
Foreign Company	1,25,000	0.64
Non Resident Indians	88,306	0.46
Public / Others	60,83,865	31.27
Hindu Undivided Family	26,479	0.13
Non Nationalised Banks	25,810	0.14
<b>Total</b>	<b>1,94,53,289</b>	<b>100</b>





### OTHER DISCLOSURES:

**a) Materially Significant Related Party Transactions:**

All related party transactions forms part of the Notes to the Financial Statements. Saving those, there were no materially significant related party transactions with Company's promoters, directors or its management, their subsidiaries or relatives, etc. that had a potential conflict with the interest of the Company. The register of contracts containing transactions, in which Directors are interested, is placed before the Board regularly. The RPT Policy is placed on the Company's website i.e. [www.venturatextiles.com](http://www.venturatextiles.com).

**b) Policy For 'Material' Subsidiaries:**

There are no material subsidiaries of the Company; hence the Policy determining 'Material' Subsidiaries is not applicable to the Company.

**c) Accounting Treatment:**

No treatment different from that prescribed in an Accounting Standards has been followed by the Company.

**d) Statutory Compliance, Strictures and Penalties:**

The Company has complied with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital market.

No penalties and/or strictures have been imposed on the Company by any Stock Exchange or SEBI or any statutory authority during the last three years.

Your Company has complied with all the mandatory requirements under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent possible, considering the weak financial position of the Company.

**e) Share Capital Audit:**

Pursuant to Regulation 40(9) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, certificates, on half-yearly basis have been issued by Mr. Sachin Sharma, Practising Company Secretary (CP No. 20423) for due compliance of share transfer formalities by the Company.

Pursuant to Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, Mr. Sachin Sharma, Practising Company Secretary (CP No. 20423) Designated Partner of M/s. S. Anantha & LLP, Company Secretaries carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("Depositories") and the total issued and listed capital. The Audit confirms that the total issued/ paid-up Capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories).

**f) Vigil Mechanism:**

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided the complainant direct access to the Chairman of the Audit Committee. The Vigil Mechanism Policy of the Company is placed on Company's website i.e. [www.venturatextiles.com](http://www.venturatextiles.com).

**g) CEO/ CFO Certification:**

Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015, a Certificate from the Managing Director and the Chief Financial Officer, on the Financial Statements and other matters of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 is provided as attachment to this Corporate Governance Report.

**h) Details of compliance with mandatory requirements and adoption of the non – mandatory requirements:**

The Company is in compliance with all mandatory requirements of the SEBI (LODR) Regulations, 2015 to the extent applicable.

The Company has adopted the following non-mandatory recommendations of Regulation 27 read with Part E of Schedule II of the SEBI (LODR) Regulations, 2015.

**A. Shareholder Rights:**

The Company’s half- yearly results are published in leading English and Marathi newspapers and also uploaded on the website of the Company, hence the same are not sent to the Shareholders of the Company.

**B. Modified opinion(s) in audit report:**

There are some observations in the Audit Report mentioned following:

- a) The company has been regular in depositing undisputed statutory dues, including provident fund, Employees State Insurance, Income tax, Sales tax, Service Tax, Custom Duty, Excise Duty, Value added tax, Goods and Service Tax and other statutory dues with the appropriate authorities during the period except for the following dues mention as under:
  - i) Professional Tax: Rs. 5,000/-
  - ii) Gram Panchayat Tax: Rs. 6,46,905 /-
  - iii) Tax Deducted at source: Rs. 1,93,972/-
  - iv) Central Goods and Service Tax: Rs. 17,262/-
  - v) Maharashtra Goods and Service Tax: Rs.17,262/-
- b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.
- C) The Company has made default in repayment of loans or borrowing to, bank, Government or dues to debenture holders.

Particulars	Amount of default as at balance sheet date	Period of default	Remarks, if any
Jankalyan Sahakari Bank Ltd Term Loan	10,15,050	From February 2020	As given below
Jankalyan Sahakari Bank Cash Credit	27,48,880	From November 2019	As given below

Details of Qualifications in Audit Report are as follows:

With reference to note no 26 the company has not provided the interest on term loan and interest on cash credit account as the bank has classified the accounts as Non-Performing Asset (NPA). The provisions of the interest based on simple interest calculation, amount to Rs.27,63,930. Thus, the loss of the company is understated by the said amount.



## VENTURA TEXTILES LIMITED

With respect to the adequacy of the internal financial controls, our financial reporting of the company and the operating effectiveness of such controls, the system of internal financial controls over financial reporting of the company was not made available to us to enable us to determine if the company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020. We have considered the disclaimer reported above in determining nature, timing and extent of audit tests applied in our audit of the financial statements of the company, and the disclaimer does not affect our opinion on the financial statements of the company.

We draw your attention to Note no 21 of the financial statements, which describes the negative net worth of more than 50%. The accumulated losses of the company is 24,37,01,073 as on 31st March 2020, indicating doubt of the existence of company's ability to continue as going concern.

### C. Reporting of internal auditor:

The Internal Auditors of the Company are present in each Audit Committee Meeting and directly interact with Audit Committee Members.

#### i. Commodity Price Risk and Commodity Hedging Activities:

The Company has not yet commenced the Business operations, hence the disclosures with respect to commodity hedging activities are not applicable to the Company.

#### j) Disclosure of the compliance with Corporate Governance Requirements specified in Regulation 17 To 27 and Clauses (b) to (i) of Regulation 46(2) of SEBI (LODR) Regulations, 2015:

The Company has duly complied with the requirements of Corporate Governance specified in Regulation 17 to 27 and Clauses (b) to (i) of Regulation 46(2) of the SEBI (LODR) Regulations, 2015 to the extent applicable which forms part of this Annual Report.

#### k) Distribution of Shareholding as on 31<sup>st</sup> March, 2020:

Shareholding Class	No. of Shareholders	Percentage of Total Holders (%)	Total Holding in Shares (Amount)	Percentage of Total Shares (%)
1 - 500	8887	96.9879	35,21,470	1.81
501 – 1000	128	1.3969	9,15,220	0.48
1001- 2000	76	0.8294	10,51,990	0.54
2001- 3000	22	0.2401	5,46,000	0.28
3001- 4000	17	0.1855	5,58,820	0.28
4001- 5000	5	0.0546	2,14,770	0.11
5001-10000	11	0.1200	7,60,110	0.39
10001- above	17	0.1855	18,69,64,510	96.10
<b>TOTAL</b>	<b>9163</b>	<b>100.0000</b>	<b>19,45,32,890</b>	<b>100.0</b>

#### l) Disclosure of non – compliance of any requirement of Corporate Governance Report with reasons thereof:

The Company has duly complied with the requirements of Corporate Governance Report forming part of this Annual Report as per the provisions of Schedule V of Regulation 34(3) of the SEBI (LODR) Regulations, 2015.

## VENTURA TEXTILES LIMITED



**m) Dematerialization of shares and liquidity:**

99.14% of shares of your Company are held in the electronic mode as on March 31, 2020.

**n) Outstanding GDR / Warrants or convertible bonds, conservation dates and likely impact on liquidity:**

The Company has not issued any GDRs/ ADRs/ Warrants or other instruments, which are pending for conversion.

**o) Details of unpaid or unclaimed dividend as on March 31, 2020:**

**There are no dividend unclaimed / unpaid for a consecutive period of seven years or more along with underlying shares need to be transferred to IEPF Account.**

**p) Corporate Identity Number (CIN):**

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

**q) Plant Location:**

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

**r) Address for Correspondence:**

The Shareholders may address their queries and communications to:

**Registered Office:** Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri – Kurla Road, Andheri (East), Mumbai 400-059 Ph: (022)2834 4453 Email: mkt2@venturatextiles.com

**Registered Office:**

Unit No.121, Midas, Sahar Plaza  
J. B. Nagar, Andheri – Kurla Road, Andheri (East),  
Mumbai 400-059

**For & on behalf of Board of Directors**

**Sd/-**  
**P. M. Rao**  
**Chairman & Managing Director**  
**DIN:00197973**

**CIN: L21091MH1970PLC014865**

**Tel No: 022-2821 4225/39,**

**Fax No.: 022-2835 1974**

**DIN: 00197973**

**email-id: mkt2@venturatextiles.com**

**Website: www.venturatextiles.com**

**Date: 28th November, 2020**



## VENTURA TEXTILES LIMITED

### DECLARATION

#### CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) ON FINANCIAL STATEMENTS OF THE COMPANY:

To,  
The Board of Directors  
Ventura Textiles Limited  
Mumbai

We, Mr. Mohan Rao Penugonda, Chairman and Managing Director and Mr. Abhijit Rao, Whole-time Director and CFO, of Ventura Textiles Limited, certify that:

- a) We have reviewed financial statements and the cash flow statement for year ended 31st March, 2020 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement 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 our 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) All the Board Members and senior management Personnel have affirmed compliance with code of the company and that they have not come across any instance of non-compliance of the code during the year ended 31st March 2020.
- d) We accept responsibility for establishing and maintaining internal controls that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of Internal Controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;
- e) We have indicated to the Auditors and the Audit Committee-
  - i) Significant changes, if any, in internal controls over financial reporting during the year;
  - ii) Significant changes, if any, in accounting policies during the period and that the same, if any, have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud, if any, 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.

Place : Mumbai  
Date : 30th July, 2020

Sd/-  
**Mohan Rao Penugonda**  
Chairman and Managing Director  
DIN: 00197973

Sd/-  
**Abhijit Penugonda Rao**  
Whole-time Director and CFO  
DIN: 00189126

**Corporate Governance Certificate**

To  
The Members of  
Ventura Textiles Limited

We have examined the compliance of conditions of Corporate Governance by Ventura Textiles Limited ("Company") for the year ended March 31, 2020, as stipulated in SEBI(LODR) Regulation, 2015 of the said Company with the Stock Exchange in India.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

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 for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements 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 in all material respect complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulation, 2015 except the following Compliances viz:

1. *The Nomination and Remuneration Committee consists of 3 (three) Members out of which 2 (two) are Non- Executive and Independent Director and 1 (one) is Executive and Non-Independent Director; and*
2. *Due to financial crises, the Company is yet to establish systems to ensure adequate and effective compliance with the provisions of all applicable laws.*

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For Govind Prasad & Co.,**  
Chartered Accountants  
Firm Registration No: 114360W

Sd/-  
**Govind Prasad**  
(Partner)  
Membership No.047948  
UDIN : 20047948AAAADZ5134

Place: Mumbai  
Date: 28th November, 2020



## VENTURA TEXTILES LIMITED

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of  
Ventura Textiles Limited  
Unit no. 121, Midas, Sahar plaza,  
J.B. Nagar Andheri- Kurla Road,  
Andheri (east), Mumbai-400059

We have examined the relevant registers, records, forms, returns and disclosures relating to the Directors of Ventura Textiles Limited having CIN: L21091MH1970PLC014865 and having registered office at Unit No. 121, Midas, Sahar Plaza, J.B. Nagar Andheri- Kurla Road, Andheri (East), Mumbai 400059. (hereinafter referred to as 'the company'), produced before us by the company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) Status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company#
1.	Mr. Penugonda Mohan Rao	00197973	05/04/1993
2.	Mr. Abhijit Penugonda Rao	00189126	01/11/2006
3.	Mr. Shyam Raghunath Karmarkar	01365616	29/06/2001
4.	Mrs. Ratnakumari Maganti Girija	08259159	19/10/2018

# The date of appointment is as per the MCA website

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is responsibility of the Management of the Company. Our responsibility is to express an opinion on these, based on our Verification. This certificate is neither an assurance as to the further viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **S. Anantha & Ved LLP**  
Company Secretaries

Sd/-  
**Dinesh Trivedi**

Designated Partner  
Membership No.: A23841  
CP No.:22407

UDIN: A023841B001214701

Date : 11th November, 2020

Place : Mumbai

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF VENTURA TEXTILES LIMITED.****Report on the Audit of the Standalone Financial Statements****Qualified Opinion**

We have audited the accompanying Standalone Financial Statements of Ventura Textiles Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of matters described in the *basis for qualified opinion para*, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified Opinion**

1. With reference to the note no 26 the company has not provided the interest on term loan and interest on cash credit account as the bank has classified the accounts as Non-Performing Asset (NPA). The provision of the interest based on simple interest calculation, amounts to Rs. 27,63,930. Thus, the loss of the company is understated by the said amount. We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

**Emphasis of Matter**

We draw your attention to Note no 21 of the financial statements, which describes the negative net worth of more than 50%. The accumulated losses of the company is 24,37,01,073 as on 31st March 2020, indicating doubt of the existence of company's ability to continue as going concern. Considering the matters set out in that note, the financial statements are prepared on going concern basis. Our opinion is not qualified in respect of these matters.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.





Revenue Recognition under IND AS 115: Revenue from contract with customers: Sales and Rental Income	How our audit assessed the key matter
<p>The main business of the company is to manufacture cotton yarn.</p> <p>The company has also let-out its warehouse under leave and license agreement</p> <p>We identified revenue recognition of Sales and rental incomes a Key Audit Matter since:</p> <p>a. the major income of the company is through the sale of cotton yarn</p> <p>b. another main source of the company is through the rental income</p>	<p>Our audit procedures on revenue recognized from fixed price contracts includes:</p> <ul style="list-style-type: none"> <li>➤ Obtained an understanding of the system processes and controls implemented by company for recording and computing revenue.</li> <li>➤ Analyzed the process of sale.</li> <li>➤ Analyzed various leave and license agreement with the tenants               <ul style="list-style-type: none"> <li>• With regards to information technology:</li> <li>• Assessed the IT environment which the business system operates in and tested the system controls over which the revenue is recognized;</li> <li>• Tested IT controls over appropriateness of cost and revenue reports generated by the system;</li> </ul> </li> </ul> <p>Tested controls pertaining to allocation of resources and budgeting systems which prevent unauthorized recording or changes to costs incurred and controls relating to the estimation of contract costs required to complete the respective projects</p>

**Information Other than the Standalone Financial Statements and Auditor’s Report Thereon**

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Standalone Financial Statements and our auditor’s report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**Management’s Responsibility for the Standalone Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the

accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern
- v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- i) planning the scope of our audit work and in evaluating the results of our work; and
- ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.



## VENTURA TEXTILES LIMITED

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
  - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account
  - D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
  - E. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
  - F. With respect to the adequacy of the internal financial controls, our financial reporting of the company and the operating effectiveness of such controls, the system of internal financial controls over financial reporting of the company was not made available to us to enable us to determine if the company has established adequate internal financial control over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020. We have considered the disclaimer reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the company, and the disclaimer does not affect our opinion on the financial statements of the company.
  - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The Company does not have any pending litigations.
  - ii) Subject to note no 2 of the basis of qualified opinion para, the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts
  - iii) The company has not declared any dividend and thus this clause is not applicable to the company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Govind Prasad and Co**  
Chartered Accountants  
FRN: 114360W

**Govind Prasad**  
(Partner)  
M. No.: 047948  
UDIN : 20047948AAAACM8353

Date : 30th July, 2020  
Place : Mumbai



## VENTURA TEXTILES LIMITED

### ANNEXURE-I

#### Statement on Impact of Audit Qualifications

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 - Standalone Audited Financial Results  
(See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016)

Sr. No.	Particulars	Audited Figures (as reported before adjusting for qualification Rs. in Lacs	Audited Figures (as reported after adjusting for qualification Rs. in Lacs
1.	Total Revenue	526.69	526.69
2.	Total Expenditure	915.70	943.35
3.	Net Profit / (Loss)	(387.22)	(414.86)
4.	Earning Per Share	(1.99)	(2.13)
5.	Total Assets	1770.13	1770.13
6.	Total Liabilities	2650.29	2677.93
7.	Net Worth	(880.16)	(907.80)
8.	Any other financial item(s) (as felt appropriate by the management)	Nil	Nil

#### Audit Qualification

a. Details of Audit Qualification:

With reference to the note no 26 the company has not provided the interest on term loan and interest on cash credit account as the bank has classified the accounts as Non-Performing Asset (NPA). The provision of the interest based on simple interest calculation, amounts to Rs. 27,63,930. Thus, the loss of the company is understated by the said amount.

b. Type of qualification: Qualified Opinion

c. Frequency of qualification: First Time

d. For audit qualification where impact is quantified by the auditor

a. Management views: The Company has neither paid nor provided interest on its accounts classified as NPA by the bank during the financial year in view.

e. For audit qualification where the impact is not quantified by the auditor: NA

a. Management's Estimation: NA

b. If management is unable to estimate the impact, reasons for the same: NA

c. Auditors comment on (i) or (ii) above: NA

For **Govind Prasad & Co.**

Chartered Accountants

FRN: 114360W

Sd/-

**Govind Prasad**

(Partner)

M. No. 047948

Firm Registration No: 114360W

Place : Mumbai

Date : 30th July, 2020

For and on behalf of the Board of Directors

Sd/-

**P. M. Rao**

Chairman & Managing Director

DIN: 00197973

Sd/-

**Abhijit Rao**

Whole time Director & CFO

DIN: 00189126

Sd/-

**Shyam R. Karmarkar**

Director

DIN: 01365616

# VENTURA TEXTILES LIMITED



## BALANCE SHEET AS AT 31ST MARCH, 2020

(Amount in Rupees )

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
<b>I Assets</b>			
<b>1 Non-current assets</b>			
a) Property, Plant and Equipment	2	12,05,51,886	6,05,69,813
b) Capital Work In Progress	2	-	7,18,29,109
c) Investments	3	11,86,500	11,86,500
		<u>12,17,38,386</u>	<u>13,35,85,422</u>
<b>2 Current assets</b>			
a) Inventories	4	2,41,15,350	2,12,41,028
b) Financial Assets			
i) Trade Receivables	5	53,23,150	51,45,456
ii) Cash and Bank Balances	6	12,37,017	2,64,656
iii) Other Current Assets	7	2,45,99,433	3,28,41,645
		<u>5,52,74,950</u>	<u>5,94,92,784</u>
<b>Total</b>		<b><u>17,70,13,336</u></b>	<b><u>19,30,78,206</u></b>
<b>II Equity and liabilities</b>			
<b>1 Equity</b>			
Equity Share Capital	8	19,44,06,890	19,44,06,890
Other Equity	9	(28,24,22,809)	(24,37,01,073)
		<u>(8,80,15,919)</u>	<u>(4,92,94,183)</u>
<b>2 Non-current liabilities</b>			
Financial Liabilities			
Borrowings	10	19,57,46,347	21,07,49,737
		<u>19,57,46,347</u>	<u>21,07,49,737</u>
<b>3 Current liabilities</b>			
Financial Liabilities			
Borrowings	11	4,60,34,289	1,32,73,168
Total Outstanding dues of Micro and Small Enterprises		-	-
Total Outstanding dues of Creditors Other than Micro and Small Enterprises	12	1,78,84,609	1,05,64,114
Other Current Liabilities	13	53,64,010	77,85,371
		<u>6,92,82,908</u>	<u>3,16,22,652</u>
<b>Total</b>		<b><u>17,70,13,336</u></b>	<b><u>19,30,78,206</u></b>

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1-33

As per our Audit Report of even date  
For **Govind Prasad & Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors**

Sd/-  
**Govind Prasad**  
(Partner)  
M. No. 047948  
Firm Registration No: 114360W  
Place : Mumbai  
Date : 30th July, 2020

Sd/-  
**P. M. Rao**  
Chairman & Managing Director  
DIN: 00197973  
Sd/-  
**Abhijit Rao**  
Whole time Director & CFO  
DIN: 00189126

Sd/-  
**Shyam R. Karmarkar**  
Director  
DIN: 01365616  
Sd/-  
**Sawani Sadalage**  
Company Secretary  
ACS: 40715



## VENTURA TEXTILES LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2020

(Amount in Rupees)

Particulars	Notes	For the Year ended 31st March 2020	For the Year ended 31st March 2019
<b>Revenue</b>			
Revenue from operations		4,29,36,947	1,29,43,467
Other income	14	97,32,232	62,57,092
<b>Total revenue</b>		<b>5,26,69,179</b>	<b>1,92,00,559</b>
<b>Expenses</b>			
Cost of Materials Consumed	15	3,59,97,518	75,69,906
Change in Inventories of Finished Goods & Stock in Process	16	(2,29,968)	21,71,155
Employee benefit expenses	17	21,53,118	31,59,377
Finance Cost	18	1,10,73,619	3,34,51,648
Other expenses	19	3,46,29,979	2,03,79,457
Depreciation and amortisation expense	2	79,46,649	31,86,931
<b>Total expenses</b>		<b>9,15,70,914</b>	<b>6,99,18,475</b>
<b>Profit / (loss) before exceptional and extraordinary items and tax</b>		<b>(3,89,01,736)</b>	<b>(5,07,17,916)</b>
Exceptional items		-	-
<b>Profit / (loss) before tax</b>		<b>(3,89,01,736)</b>	<b>(5,07,17,916)</b>
<b>Tax expense</b>			
Current Tax		-	-
Deferred Tax		-	-
Tax of earlier years		(1,80,000)	-
<b>Profit / (loss) for the year</b>		<b>(3,87,21,736)</b>	<b>(5,07,17,916)</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income for the period (Not consider for EPS)</b>		<b>(3,87,21,736)</b>	<b>(5,07,17,916)</b>
Earning per Equity Share - Basic and diluted		(1.99)	(2.61)
Weighted average number of equity shares		1,94,40,689	1,94,40,689

#### NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-33

As per our Audit Report of even date

For and on behalf of the Board of Directors

For **Govind Prasad & Co.**  
Chartered Accountants

Sd/-

**Govind Prasad**

(Proprietor)

M. No. 047948

Firm Registration No: 114360W

Place : Mumbai

Date : 30th July, 2020

Sd/-

**P. M. Rao**

Chairman & Managing Director

DIN: 00197973

Sd/-

**Abhijit Rao**

Whole time Director & CFO

DIN:00189126

Sd/-

**Shyam R. Karmarkar**

Director

DIN: 01365616

Sd/-

**Sawani Sadalage**

Company Secretary

ACS: 40715

**VENTURA TEXTILES LIMITED**

**Cash Flow Statements for the period ended 31st March 2020** (Amount in Rupees)

	For the year ended 31.03.2020	For the year ended 31.03.2019
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	(3,87,21,736)	(5,07,17,916)
Adjustments for :		
Depreciation and Amortization Expenses	79,46,649	31,86,931
Loss on sale of assets	48,34,024	-
Taxation of earlier years	(1,80,000)	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(2,61,21,063)</b>	<b>(4,75,30,985)</b>
Adjustments for :		
Trade Receivables	(1,77,694)	54,69,720
Inventories	(28,74,322)	(1,00,01,510)
Other Current Assets	82,42,211	28,96,494
Trade Payables	73,20,495	(1,07,27,662)
Other Current Liabilities	(22,41,361)	55,59,139
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(1,58,51,734)</b>	<b>(5,43,34,804)</b>
Direct taxes paid (net of refunds)	-	-
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(1,58,51,734)</b>	<b>(5,43,34,804)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(16,04,697)	(5,78,238)
Capital Work in Progress	-	(2,62,44,553)
Purchase of assets	-	(11,86,500)
Sale of Fixed assets	6,71,060	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(9,33,637)</b>	<b>(2,80,09,291)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Term Loan	-	19,09,241
Borrowings	1,96,66,972	8,15,42,411
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>1,77,57,731</b>	<b>8,15,42,411</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>9,72,360</b>	<b>(8,01,684)</b>
<b>CASH &amp; CASH EQUIVALENTS (OPENING BALANCE)</b>	<b>2,64,656</b>	<b>10,66,340</b>
<b>CASH &amp; CASH EQUIVALENTS (CLOSING BALANCE)</b>	<b>12,37,016</b>	<b>2,64,656</b>

As per our Audit Report of even date

For **Govind Prasad & Co.**  
Chartered Accountants

Sd/-  
**Govind Prasad**  
(Partner)  
M. No. 047948  
Firm Registration No: 114360W

Place : Mumbai  
Date : 30th July, 2020

**For and on behalf of the Board of Directors**

Sd/-  
**P. M. Rao**  
Chairman & Managing Director  
DIN: 00197973

**Abhijit Rao**  
Whole time Director & CFO  
DIN: 00189126

Sd/-  
**Shyam R. Karmarkar**  
Director  
DIN: 01365616

Sd/-  
**Sawani Sadalage**  
Company Secretary  
ACS: 40715





## VENTURA TEXTILES LIMITED

### Statement of Changes in Equity

#### A. EQUITY SHARE CAPITAL

##### Statement of Changes in Equity

(Amount in Rupees)

Balance as at April 1, 2018	Changes in equity share capital during the year	Balance as at March 31, 2019
19,44,06,890	-	19,44,06,890

(Amount in Rupees)

Balance as at April 1, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020
19,44,06,890		19,44,06,890

#### B. OTHER EQUITY

(Amount in Rupees)

	Capital Reserve	Securities Premium	Retained Earnings
Balance as at April 1, 2018	-	1,66,55,183	(20,96,38,340)
Profit for the year	-	-	5,07,17,916
Other Comprehensive income	-	-	-
<b>Total Comprehensive income</b>	-	-	-
<b>Balance as at March 31, 2019</b>		<b>1,66,55,183</b>	<b>(26,03,56,256)</b>
Balance as at April 1, 2019	-	1,66,55,183	(26,03,56,256)
Profit for the year	-	-	(3,87,21,736)
Other Comprehensive income	-	-	-
<b>Total Comprehensive income</b>	-	-	-
<b>Balance as at March 31, 2020</b>		<b>1,66,55,183</b>	<b>(29,90,77,992)</b>

#### NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-33

As per our Audit Report of even date

For and on behalf of the Board of Directors

For **Govind Prasad & Co.**  
Chartered Accountants

**Govind Prasad**  
(Partner)  
M.No.047948  
Firm Registration No: 114360W

Place : Mumbai  
Date : 30th July, 2020

Sd/-  
**P. M. Rao**  
Chairman &  
Managing Director  
DIN: 00197973

**Abhijit Rao**  
Whole time Director & CFO  
DIN:00189126

Sd/-  
**Shyam R. Karmarkar**  
Director  
DIN: 01365616

Sd/-  
**Sawani Sadalage**  
Company Secretary  
ACS: 40715

## NOTES TO THE FINANCIAL STATEMENTS

### NOTE 1

#### 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, 2013.
- 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. Property, Plant & Equipment

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use and net changes on foreign exchange contracts and adjustments arising from exchange rate variation attributable to assets, less recoverable taxes, trade discounts and rebate, accumulated depreciation and impairment loss except plant & machinery, which have revalued, are stated at revalued figure.

Depreciation is provided on the Straight-Line Method at the manner prescribed under schedule II of the companies Act, 2013.

The residual values, useful lives and methods of depreciation of Property, Plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains or loss arising from derecognition of a Property, Plant and Equipment are measured as the difference between net disposal proceeds and the carrying amount.

##### D. Impairment of Non-Financial Assets – Property, Plant & Equipment & Intangible Assets

The company assesses at each reporting date as to whether there is any indication that Property, Plant and Equipment and intangible assets may be impaired. If any such indication exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

Impairment loss is recognize in statement of profit and loss to the extent the carrying amounts of assets exceed their recoverable amount. Recoverable amount is the higher of an assets net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

The impairment loss recognize in prior accounting period is reversed if there has been change in estimate of recoverable amount.



### **E. Finance Cost**

Borrowing costs that are directly attributable to the acquisition or construction of the qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are charged to statement of profit and loss for the period for which they 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 whichever 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/prevaling rates of exchange at the yearend and the resultant gains/losses are adjusted to the cost of assets.

### **H. Recognition of Income:**

Revenue from sale of goods is recognized when the Company transfers all significant risks and rewards of ownership to the buyer, while the Company retains neither continuing managerial involvement nor effective control over the goods sold.

Revenue from rendering of services is recognized when the performance of agreed contractual task has been completed.

#### **Interest and dividend:**

Interest income is recognized using effective interest method.

Dividend income is recognized when the right to receive payment is established.

### **I. Provision for Taxation:**

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

### **J. Tax on Income:**

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

## I. Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the income tax authorities, based on tax rates and laws that are enacted at balance sheet date.

## II. Deferred Tax

Deferred tax is recognized on temporary differences between carrying amounts of assets and liabilities in financial statements and the corresponding tax bases used in computation of taxable profit.

Deferred tax liabilities and assets are measured at tax rates that are expected to apply in the period in which the liability is settled or the assets realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

The company has a negative net worth and even incurred losses in the current year. Since, the company lacks the certainty regarding future taxable profits, no provision for deferred tax has been made.

## K. Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into know amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balance with banks which are unrestricted for withdrawal and usage.

## L. EQUITY INSTRUMENTS

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities.

## M. Employee benefit expenses

### Short Term Employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange of the services rendered by employees are recognized as an expense during the period when the employees render the services.

### Post-Employment Benefits

**Provident and other retirement benefits are not applicable to the company.**

## N. Financial Instruments:

### i. Financial Assets

#### Initial Recognition and measurement

All financial instruments are initially recognized at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit and loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.



**Subsequent Measurement**

**i. Financial Instruments measured at Amortised Cost (AC)**

A financial asset is measured at amortized cost if it is held within business model whose objective is to hold asset the asset in order to collect contractual cash flow and the contractual terms of the financial asset gives rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

**ii. Financial Instruments measured at Fair Value through Other Comprehensive Income (FVTOCI)**

A Financial asset is measured at FVTOCI if it is held within the business model whose objective is achieved by both contractual cash flows and selling of financial assets and contractual terms of financial assets give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

**iii. Financial Instruments measured at Fair Value through Profit or Loss (FVTPL)**

A financial asset which is not classified in any of the above categories are measured at FVTPL

**Other equity instruments**

All other equity investments are measured at fair value, with changes recognized in statement of profit and loss, except for those equity investments for which the company has elected to present the value changes in Other Comprehensive Income.

**Impairment of Financial Assets**

In accordance with Ind AS 109, the company uses 'Expected Credit Loss (ECL' model, for evaluating impairment of financial assets other than those measured at Fair value through Profit and Loss (FVTPL)

Expected credit loss are measured through loss allowance at an amount equal to:

- a. The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b. Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

For trade receivables the company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of trade receivables. The company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed

For other assets, the company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**ii. Financial Liabilities**

**Initial Recognition and Measurement**

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost. Fees of recurring nature are directly recognized in statement of profit and loss as finance cost

**Subsequent measurement**

Financial Liabilities are carried at amortized cost using effective interest method

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximates fair value due to short maturity of these instruments.

**Derecognition of Financial Instruments**

The company derecognizes a financial asset when the contractual rights to the cash flow from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition as per IND AS 109.

Financial liability (or part of financial liability) is derecognized from the company's balance sheet when obligation specified in the contract is discharged or cancelled or expired.

**Offsetting**

Financial assets and Financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the company has legally enforceable right to set-off the amount and it intends, either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

**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.

Contingent Liability: For the Current Period is NIL (Previous year :Rs.24,99,000/-).

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**
**Note 2  
PROPERTY, PLANT AND EQUIPMENT**

(Amount in Rs.)

Particulars of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As at 01.04.2019	Additions/ Adjustments during the year	Sales / Transfer during the year	As at 31.03.2020	Deprn Rate %	Upto 31.03.2019	Depreciation for the Earlier years (Excess)/Shortage (*)	For the Year	Sales / Adjustments	Upto 31.03.2019	As at 31.03.2020	As at 31.03.2019
Freehold Land	18,77,274	-	-	18,77,274	-	-	-	-	-	-	18,77,274	18,77,274
Buildings	11,04,24,084	22,89,460	-	11,27,13,544	3.17	6,61,93,313	-	30,83,818	-	6,92,77,131	4,34,36,413	4,42,30,771
Plant & Machinery	23,09,71,722	6,28,23,096	5,23,45,049	24,14,49,769	6.33	21,78,67,400	-	40,48,031	4,68,39,965	17,50,75,466	6,63,74,303	1,31,04,322
Furniture & Fixtures	24,00,008	6,77,361	-	30,77,369	9.50	22,80,008	-	64,349	-	23,44,357	7,33,012	1,20,000
Office Equipments	17,16,603	2,90,024	-	20,06,627	19.00	16,02,544	-	42,734	-	16,45,278	3,61,349	1,14,059
Electrical Installation	2,05,87,676	73,08,776	-	2,78,96,452	9.50	1,95,58,292	-	6,93,437	-	2,02,51,729	76,44,723	10,29,384
Computers	12,08,395	45,089	-	12,53,484	31.67	11,14,392	-	14,280	-	11,28,672	1,24,812	94,003
<b>Current Year's Total</b>	<b>36,91,85,762</b>	<b>7,34,33,806</b>	<b>5,23,45,049</b>	<b>39,02,74,519</b>		<b>30,86,15,949</b>	-	<b>79,46,649</b>	<b>4,68,39,965</b>	<b>26,97,22,633</b>	<b>12,05,51,886</b>	<b>6,05,69,813</b>
Previous Year's Total	36,86,07,524	5,78,238	-	36,91,85,762		30,54,29,018	-	31,86,931	-	30,86,15,949	6,05,69,813	6,31,78,506

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

(Amount in Rupees)

Note No.	As at 31st March 2020	As at 31st March, 2019
<b>3 Investments</b>		
In Equity Instrument	11,86,500	11,86,500
	<b>11,86,500</b>	<b>11,86,500</b>
<b>4 Inventories</b>		
Raw Materials	1,94,81,401	1,66,91,063
Work in Progress	19,75,792	6,46,016
Finished Good	24,22,970	35,22,778
Stores, Spares & Packing Material	2,35,187	3,81,171
<b>Total</b>	<b>2,41,15,350</b>	<b>2,12,41,028</b>
<b>5 Trade receivables (Unsecured)</b>		
Others (Considered Good)	53,23,150	51,45,456
	<b>53,23,150</b>	<b>51,45,456</b>
<b>6 Cash and bank balances</b>		
Cash on hand	1,58,828	1,24,332
Balances with banks - in current accounts	10,78,189	1,40,324
	<b>12,37,017</b>	<b>2,64,656</b>
<b>7 Other Current Assets</b>		
Advances other than Capital Advances		
Other Loans & Advances	88,51,714	75,04,313
Advances to Suppliers	26,00,000	1,30,68,627
Security Deposits	49,62,009	49,62,009
Balances from Revenue Authority	81,85,710	73,06,696
	<b>2,45,99,433</b>	<b>3,28,41,645</b>





## VENTURA TEXTILES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in Rupees)

Note No.	As at 31st March 2020	As at 31st March, 2019
<b>8 Share capital</b>		
<b>Authorised share capital</b>		
400,00,000 (Previous Year-400,00,000) Equity Shares of Rs.10 each	40,00,00,000	40,00,00,000
10,00,000 (Previous Year-10,00,000) Preference Shares of Rs.100 each	10,00,00,000	10,00,00,000
	<u>50,00,00,000</u>	<u>50,00,00,000</u>
<b>Issued, subscribed and fully paid up</b>		
194,53,289 (Previous Year 194,53,289) Equity Shares of Rs.10 each fully paid up.-	19,45,32,890	19,45,32,890
Less: Call Money Receivable (Receivable from Directors- NIL)	1,26,000	1,26,000
Add: Capital Issued during the year	-	-
<b>Total</b>	<u>19,44,06,890</u>	<u>19,44,06,890</u>
<b>9 Other Equity</b>		
<b>a. Security Premium Account</b>		
<b>Balance at the beginning of the year</b>	1,66,55,183	1,66,55,183
Add :	-	-
Less :	-	-
<b>Balance at the end of the year</b>	<u>1,66,55,183</u>	<u>1,66,55,183</u>
<b>b. Retained Earnings</b>		
Balance at the beginning of the year	(26,03,56,256)	(20,96,38,340)
Add : Transferred from statement of profit and loss	(3,87,21,736)	(5,07,17,916)
Balance at the end of the year	<u>(29,90,77,992)</u>	<u>(26,03,56,256)</u>
<b>c. Other comprehensive income</b>		
<b>Remeasurement (loss) / gain</b>		
Balance at the beginning of the year	-	-
Remeasurement of the net defined benefit liability	-	-
Deferred tax on above	-	-
<b>Balance at the end of the year</b>	<u>(28,24,22,809)</u>	<u>(24,37,01,073)</u>

# VENTURA TEXTILES LIMITED



## a) Reconciliation of share capital

Name of the Shareholder	As At 31.03.2020		As At 31.03.2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Balance at the beginning of the year</b>	<b>1,94,53,289</b>	<b>19,45,32,890</b>	<b>1,94,53,289</b>	<b>19,45,32,890</b>
Add : Issued during the year	-	-	-	-
Add : Bonus issues made during the year	-	-	-	-
Less : Shares bought back during the year	-	-	-	-
<b>Balance at the end of the year</b>	<b>1,94,53,289</b>	<b>19,45,32,890</b>	<b>1,94,53,289</b>	<b>19,45,32,890</b>

Name of the Shareholder	As At 31.03.2020		As At 31.03.2019	
	No. of Shares	% held	No. of Shares	% held
Penny Securities & Investments Pvt Ltd	<b>73,36,858</b>	<b>37.72</b>	73,36,858	37.72
Indo Gulf Financials Ltd	<b>32,85,000</b>	<b>16.89</b>	32,85,000	16.89
Ventura Texports Pvt Ltd	<b>11,31,915</b>	<b>5.82</b>	11,31,915	5.82
JM Financials Asset Reconstruction Company Pvt Ltd	<b>9,87,325</b>	<b>5.08</b>	9,87,325	5.08
Rita J Bhuta	<b>20,00,000</b>	<b>10.28</b>	20,00,000	10.28
Deepak Balkrishna Lokare	<b>20,00,000</b>	<b>10.28</b>	20,00,000	10.28
Asha Umakant Vasaikar	<b>10,00,000</b>	<b>5.14</b>	10,00,000	5.14

(Amount in Rupees)

Note No.	As at 31st March 2020	As at 31st March, 2019
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### 10 Non Current Borrowings

#### Term Loans from Bank

Janakalyan Bank- Term Loan	11,82,95,564	12,00,00,000
<i>The Term Loan is Secured by Hypothecation of Land &amp; Building</i>		
Janakalyan Bank- Plant & Machinery	1,89,89,082	1,76,58,159
<i>The Term Loan is Secured by Hypothecation of Plant &amp; Machinery</i>		
Mogaveera Co-operative Bank	2,60,00,436	2,75,36,164
<i>The Term Loan is Secured by Hypothecation of Residential House Property of Promoter</i>		
From Promoter	71,46,609	1,71,96,097
Others	2,53,14,656	2,83,59,317
	<b>19,57,46,347</b>	<b>21,07,49,737</b>

### 11 Borrowings

Janakalyan Sahakari Bank	<b>4,60,34,289</b>	<b>1,32,73,168</b>
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*Working Capital Borrowings are secured by way of hypothecation of Inventories, Book Debts and Receivables, both present and future*

### 12 Trade Payables

Total Outstanding dues of Micro and Small Enterprises	-	-
Total Outstanding dues of Creditors Other than Micro and Small Enterprises	<b>1,78,84,609</b>	<b>1,05,64,114</b>
	<b>1,78,84,609</b>	<b>1,05,64,114</b>



## VENTURA TEXTILES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in Rupees)

Note No.	As at 31st March 2020	As at 31st March, 2019
<b>13 Other Current Liabilities</b>		
Duties & Taxes	16,56,314	21,39,008
Advances from Supplier	7,51,000	7,51,000
Outstanding Liabilities	29,56,696	48,95,363
	<u><b>53,64,010</b></u>	<u><b>77,85,371</b></u>

(Amount in Rupees)

Note No.	For the Period ended 31st March 2020	For the Year ended 31st March 2019
<b>14 Other income</b>		
Rent Income	87,09,378	58,38,760
Interest Income	4,18,208	4,18,126
Miscellaneous Income	6,04,646	206
	<u><b>97,32,232</b></u>	<u><b>62,57,092</b></u>

#### 15 Cost of Materials Consumed

Opening Stock of Raw Materials	1,69,48,932	47,10,007
Add: Purchases	3,80,78,958	1,94,44,697
Less: Closing Stock of Raw-Material	1,97,16,588	1,69,48,932
Cost of Material Consumed	3,53,11,302	72,05,772
Cost of Packing Material Consumed	6,86,216	3,64,134
	<u><b>3,59,97,518</b></u>	<u><b>75,69,906</b></u>

#### 16 Change in Inventories of Finished Goods

##### Stock-In-Process and Stock in Trade

Opening Stock		
Finished Goods	35,22,778	27,91,729
Stock-In-Process	6,46,016	35,48,220
	<u><b>41,68,794</b></u>	<u><b>63,39,949</b></u>

##### Less: Closing Stock

Finished Goods	24,22,970	35,22,778
Stock-In-Process	19,75,792	6,46,016
	<u><b>43,98,762</b></u>	<u><b>41,68,794</b></u>

(Increased)/ Decrease in Stocks	(2,29,968)	21,71,155
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020**

(Amount in Rupees)

Note No.	For the Period ended 31st March 2020	For the Year ended 31st March 2019
<b>17 Employee benefit expense</b>		
Salaries, wages and bonus	15,16,665	23,22,275
Staff welfare expenses	<u>6,36,453</u>	<u>8,37,102</u>
	<b><u>21,53,118</u></b>	<b><u>31,59,377</u></b>
<b>18 Finance Cost</b>		
Interest Expense	1,09,51,501	3,23,28,178
Other Borrowing Cost	<u>1,22,118</u>	<u>11,23,470</u>
	<b><u>1,10,73,619</u></b>	<b><u>3,34,51,648</u></b>
<b>19 Other Expenses</b>		
Power Fuel & Water Charges	1,01,22,599	21,54,368
Factory Expenses	6,92,495	-
Labour Charges	50,25,063	-
Repairs & Maintenance	8,44,377	1,80,291
Selling Expense	1,17,572	1,75,300
Loss on Sale of Machinery	48,34,024	-
Insurance	3,72,717	1,12,602
Travelling & Conveyance	5,04,829	6,95,785
Motor Car Expense	12,81,731	6,50,363
Postage & Telephone	91,581	1,15,383
Director's Remuneration	49,60,050	53,52,250
Legal & Professional Fees	11,15,885	36,38,064
Printing & Stationary	75,061	63,094
Rent, Rates & Taxes	20,96,852	29,53,685
Payment to Auditors	1,00,000	1,00,000
Transportation Charges	7,93,030	4,95,843
Miscellaneous Expenses	<u>16,02,113</u>	<u>36,92,431</u>
	<b><u>3,46,29,979</u></b>	<b><u>2,03,79,457</u></b>



## VENTURA TEXTILES LIMITED

21. The Company has accumulated losses amounting to Rs.28,24,22,809/-, which is more than 50% of its Net Worth, which may adversely affect the future operation of the Company. Further, the company is treated as going concern.
22. Estimated amounts of Contracts remaining to be executed on Capital account and not provided for Rs. NIL (Previous Year Rs. NIL).
23. 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.
24. 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.
25. 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.
26. Effective 1st October, 2019, the account has become NPA with Janakalyan Sahakari Bank and the bank has not debited any interest thereafter. However, no interest has been provided by the Company.
27. In view of the Losses, the Company has not made any provision for taxes.
28. 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.
29. Value of Imports on CIF Basis in Respect of :

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

# VENTURA TEXTILES LIMITED



## 30. Auditors' Remuneration:

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

## 31. Managerial Remuneration :

		Current Year Rs.	Previous Year Rs.
a)	Salary	31,20,000	36,00,000
b)	Perquisites	27,44,303	23,81,478
c)	Contribution to P. F. and Other Funds	-	-
	<b>Total</b>	<b>58,64,303</b>	<b>59,81,478</b>

32. 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

Ventura Texports Pvt. Ltd.  
Penny Securities & Investments Pvt. Ltd.  
Indo Gulf Financials Ltd.  
Mr. P. M. Rao  
Mr. Abhijit Rao

### Relationship

An Associate  
An Associate  
An Associate  
Key Management Personnel -1  
Key Management Personnel -2

(Rs. in lakhs)

B. Transactions with related parties	Associate		Key Management Personnel -1		Key Management Personnel -2	
<b>Loans Income :</b>						
Sale of Goods	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
<b>Expenses :</b>						
Medical Exp	Nil	(Nil)	6.91	(6.29)	2.13	(Nil)
Rent	Nil	(Nil)	Nil	(Nil)	18.40	(17.52)
Remuneration Paid	Nil	(Nil)	24.00	(27.00)	7.20	(9.00)
<b>Sundry Debtors :</b>						
Balance as on 31 <sup>st</sup> March	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
<b>Sundry Creditors :</b>						
Balance as on 31 <sup>st</sup> March	Nil	(Nil)	Nil	(Nil)	Nil	(Nil)
<b>Loans and Advances :</b>						
Balance as on 31 <sup>st</sup> March	33.96 (120.46)	37.50 (51.50)	Nil	(Nil)	Nil	(Nil)

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



## VENTURA TEXTILES LIMITED

### 33. 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	<b>(Rs.38,721,736)</b>	<b>( Rs.50,717,916)</b>
Add: Extraordinary items	—	—
Profit / (Loss) after exceptional/extra-ordinary items	<b>(Rs. 38,721,736)</b>	<b>(Rs.50,717,916)</b>
<b>Weighted Average number of Equity Shares</b>	<b>194,40,689</b>	<b>194,40,689</b>
Nominal value of Equity Shares	<b>Re. 10/- each</b>	<b>Re. 10/- each</b>
Basic and Diluted Earning per Equity Share before Exceptional / Extra-ordinary item (Annualized)	<b>(Rs. 1.99)</b>	<b>( Rs. 2.61)</b>
Basic and Diluted Earning per Equity Share after Exceptional / extra-ordinary item (Annualized)	<b>(Rs. 1.99)</b>	<b>(Rs. 2.61)</b>

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

35. Note 1 to 35 forms an integral part of the accounts and have been duly authenticated.

For **Govind Prasad & Co.**

Chartered Accountants

Sd/-

**Govind Prasad**

(Partner)

M. No. 047948

Firm Registration No: 114360W

Place : Mumbai

Date : 30th July, 2020

**For and on behalf of the Board of Directors**

Sd/-

**P. M. Rao**

Chairman & Managing Director

DIN: 00197973

Sd/-

**Abhijit Rao**

Whole time Director & CFO

DIN: 00189126

Sd/-

**Shyam R. Karmarkar**

Director

DIN: 01365616

Sd/-

**Sawani Sadalage**

Company Secretary

ACS: 40715

# VENTURA TEXTILES LIMITED



## ATTENDANCE SLIP

### VENTURA TEXTILES LIMITED

CIN: L21091MH1970PLC014865

**Regd. Office:** Unit No. 121, Midas, Sahar Plaza, J. B. Nagar, Andheri - Kurla Road, Andheri (East), Mumbai - 400 059

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint Shareholders may obtain additional Slip at the venue of the meeting.

DP Id\* \_\_\_\_\_ Folio No. \_\_\_\_\_

Client Id\* \_\_\_\_\_ No. of Shares \_\_\_\_\_

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 50th Annual General Meeting of Ventura Textiles Limited of the Company held on **Tuesday, the 22nd Day of December, 2020 at 11.00 a.m.** at Unit No. 121, MIDAS, Sahar Plaza, J.B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai – 400 059.

\*Applicable for investors holding shares in electronic form.

FORM NO. MGT-11

## PROXY FORM

### VENTURA TEXTILES LIMITED

CIN: L21091MH1970PLC014865

**Regd. Office:** Unit No.121, MIDAS, Sahar Plaza, J.B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai– 400 059

*[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s)	E-mail Id:
	Folio No./ *Client ID
Registered Address	*DP ID

I/We, being the holder/s of \_\_\_\_\_ equity shares of Ventura Textiles Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **50th Annual General Meeting of Ventura Textiles Limited** will be held on Tuesday, the **22nd December, 2020 at 11.00 a.m.** at Unit No. 121, MIDAS, Sahar Plaza, J.B. Nagar, Andheri Kurla Road, Andheri (East), Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above Proxy to vote in the manner as indicated in the box below:





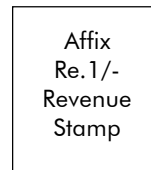
## VENTURA TEXTILES LIMITED

Particulars	Type of Resolution	For	Against
1. Adoption of Audited Financial Statements of the company for financial year ended March, 31 2020 along with the reports of the Board of Directors and the Auditors thereon.	Ordinary		
2. Appointment of Director in place of Mr. P.M.Rao (DIN: 00197973), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary		
3. Reappointment of Mr. Mohan Rao Penugonda (DIN: 00197973) as Chairman & Managing Director of the company.	Special		

\*Applicable for investors holding shares in electronic form.

\*\* This is optional

Signed this \_\_\_\_ day of \_\_\_\_\_, 2020

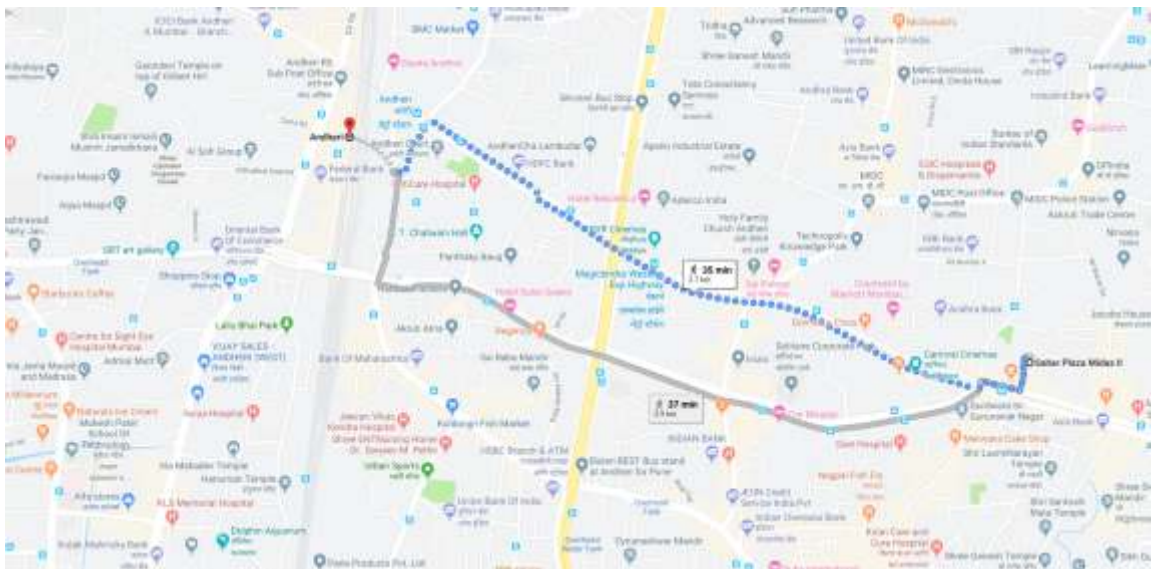


\_\_\_\_\_  
Signature of the Proxy holder(s):

\_\_\_\_\_  
Signature of Shareholder

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave for or against column blank against any or all of your resolutions, your proxy will be entitled to vote in the manner he/may deem appropriate.

### Route Map for AGM



*If undelivered, please return to:*

**VENTURA TEXTILES LIMITED**

**Regd. Office :**

Unit No 121, Midas, Sahar Plaza, J. B. Nagar, Andheri (East),  
Mumbai - 400 059.