

# VENTURA GUARANTY

To  
BSE Limited  
Corporate Relationship Department  
P J Towers, 1<sup>st</sup> Floor,  
Dalal Street, Fort,  
Mumbai-400 001

Scrip Code: 512060

Sub: Application seeking approval under Regulation 37 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 for the Scheme of Merger by Absorption of Kashmir Investment And Leasing Private Limited (KILPL) (Transferor Company) with Ventura Guaranty Limited (VGL) (the Transferee Company) and their respective shareholders under Sections 230 -to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")

TO WHOM SO EVER IT MAY CONCERN

I Sudha Ganapathy Vishwanathan, hereby undertake on behalf of Ventura Guaranty Limited (Transferee company) that:

1. There are no Secured Borrowings in the Transferee Company i.e. Ventura Guaranty Limited
2. We hereby confirm that we have on behalf of Kashmir Investment And Leasing Private Limited the Transferor Company initiated the process of obtaining the No Objection Certificate from the lending scheduled commercial banks/financial institutions as required under Para A (2) (k) of Part I of SEBI Master Circular dated June 20, 2023 and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,  
Yours Faithfully,

For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



Place: Thane  
Date: 9<sup>th</sup> July, 2024

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## TO WHOM SO EVER IT MAY CONCERN

I Sudha Ganapathy Vishwanathan, hereby undertake on behalf of Ventura Guaranty Limited (Transferee company) that:

- (i) The transferee entity/ company will not issue/reissue shares not covered under the draft scheme.
- (ii) As on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date.

Thanking you,

Yours Faithfully,

For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



Place: Thane

Date: 9<sup>th</sup> July, 2024

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## TO WHOM SO EVER IT MAY CONCERN

I Sudha Ganapathy Vishwanathan, hereby undertake on behalf of Ventura Guaranty Limited (Transferee company) that:

- (i) Kashmira Investment and Leasing Private Limited is a non-systematically important, non-deposit taking registered Non-Banking Finance Company (NBFC) registered with Reserve Bank of India (RBI)
- (ii) Ventura Guaranty Ltd is registered as an investing company and non-deposit taking company with the Reserve Bank of India (RBI)

We hereby confirm that Kashmira Investment and Leasing Private Limited the Transferor Company and Ventura Guaranty Limited the Transferee Company have initiated the process of obtaining the No Objection Certificate from the Reserve Bank of India (RBI) and we shall submit the same with the Exchange before the receipt of the No-objection letter from stock exchange in terms of Regulation 37(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,  
Yours Faithfully,  
For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer

Place: Thane

Date: 9<sup>th</sup> July, 2024



VENTURA GUARANTY LIMITED



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Dear Sir,

In connection with the above Application, we hereby confirm that there is no prior history of the Concerned Companies engaging in any Scheme of Arrangements.

Thanking you,

Yours Faithfully,  
For Ventura Guaranty Limited



Sudha Ganapathy  
Company Secretary and Compliance Officer

VENTURA GUARANTY LIMITED

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Dear Sir,

In connection with the above Application, we hereby confirm that the proposed Scheme of Arrangement is in accordance with the Memorandum of Association (MOA) and Articles of Association (AOA) of the Companies involved in the scheme of arrangement.

Thanking you,

Yours Faithfully,  
For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



VENTURA GUARANTY LIMITED



Date: 9<sup>th</sup> July, 2024

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Dear Sir,

In connection with the above Application, we hereby confirm that there were no Arrangement or agreement between the merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of the Ventura Guaranty Limited (the listed entity).

Thanking you,

Yours Faithfully,  
For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



VENTURA GUARANTY LIMITED

# KASHMIRA INVESTMENT & LEASING PRIVATE LIMITED

To  
BSE Limited  
Corporate Relationship Department  
P J Towers, 1<sup>st</sup> Floor,  
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Sub: Application seeking approval under Regulation 37 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 for the Scheme of Merger between Kashmira Investment And Leasing Private Limited (KILPL) (Transferor Company) with Ventura Guaranty Limited (VGL) (the Transferee Company) and their respective shareholders under Sections 230 -to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme")


TO WHOM SO EVER IT MAY CONCERN

I Hemant Gurav, Director of the company hereby undertakes on behalf of Kashmira Investment And Leasing Private Limited (Transferor Company) that the Board of Directors of Kashmira Investment and Leasing Private Limited the Transferor Company has not taken the decision regarding issuance of Bonus shares.

Thanking you,

Yours Faithfully,

For Kashmira Investment and Leasing Private Limited

  
Hemant Gurav  
Director  
DIN: 00506663



Place: Thane  
Date: 9<sup>th</sup> July, 2024

# KASHMIRA INVESTMENT & LEASING PRIVATE LIMITED

To  
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TO WHOM SO EVER IT MAY CONCERN

I Hemant Gurav, Director of the company hereby undertakes on behalf of Kashmira Investment And Leasing Private Limited (Transferor Company) that the Board of Directors of Kashmira Investment and Leasing Private Limited the Transferor Company has not taken the decision regarding issuance of Bonus shares.

Thanking you,

Yours Faithfully,

For Kashmira Investment and Leasing Private Limited

  
Hemant Gurav  
Director  
DIN: 00506663



Place: Thane  
Date: 9<sup>th</sup> July, 2024

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TO WHOM SO EVER IT MAY CONCERN

We Sudha Ganapathy Vishwanathan, Company Secretary of Ventura Guaranty Limited (Transferee company), and Hemant Gurav, Director of Kashmira Investment And Leasing Private Limited (Transferor Company) hereby undertake on behalf of both entities that no action taken/pending by Govt./Regulatory body/Agency against the entities involved in the scheme for the period of recent 8 years.

Thanking you,  
Yours Faithfully,

For Ventura Guaranty Limited      For Kashmira Investment and Leasing Private Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



  
Hemant Gurav

Director  
DIN: 00506663



Place: Thane  
Date: 9<sup>th</sup> July, 2024

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TO WHOM SO EVER IT MAY CONCERN

I Sudha Ganapathy ~~Vishwanathan~~, Company Secretary hereby undertake on behalf of Ventura Guaranty Limited (Transferee company) that the Scheme has been drawn up to comply with the conditions relating to Amalgamation as specified under Section 2(1B) and other relevant provisions of the Income Tax Act, 1961.

There are no other Tax / Other liability / benefit arising to the entities involved in the Scheme except as envisaged in the Scheme.

Thanking you,

Yours Faithfully,

For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



Place: Thane

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Dear Sir,

In connection with the above Application, we hereby confirm that the accounting treatment proposed in Clause 11 of the Scheme is in compliance with the applicable Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 notified by the Central Government under the Act and other Generally Accepted Accounting Principles in India.

Thanking you,

Yours Faithfully,

For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



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Dear Sir,

In connection with the above Application, we hereby confirm that the valuation done in the scheme is in accordance with applicable valuation standards.

Thanking you,

Yours Faithfully,  
For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



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Dear Sir,

In connection with the above Application, we hereby confirm that the scheme is in compliance with the applicable securities laws.

Thanking you,

Yours Faithfully,  
For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



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Dear Sir,

In connection with the above Application, we hereby confirm that the arrangement proposed in the scheme is yet to be executed.

Thanking you,

Yours Faithfully,  
For Ventura Guaranty Limited

  
Sudha Ganapathy

Company Secretary and Compliance Officer



VENTURA GUARANTY LIMITED