

VENTURA GUARANTY

Date: January 24, 2023

BSE Limited

Corporate Relationship Department,
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 512060

Dear Sir / Madam,

Sub.: Postal Ballot for Appointment of Mr. Manish Patel as Independent Director.

Pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for Appointment of Mr. Manish Patel as Independent Director.

The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 20th January, 2023. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The voting period will commence from Saturday, 28th January, 2023, IST at 9.00 a.m. and will end on Sunday, 26th February, 2023, IST at 5.00 p.m.

You are requested to kindly take the above information on record. Thanking You,

Yours faithfully,

For VENTURA GUARANTY LIMITED,



SUDHA GANAPATHY
COMPLIANCE OFFICER & COMPANY SECRETARY



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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("**MCA**") General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No.22/2020 dated 15th June 2020, No.33/2020 dated 28th September 2020, No.39/2020 dated 31st December 2020 and No. 10/2021 dated 23rd June, 2021, respectively, (**collectively referred to as "MCA Circulars"**) and subject to other applicable laws and regulations, that the Resolution appended below is proposed to be passed by Members by way of Postal Ballot only through Remote E-voting. In view of the ongoing COVID-19 pandemic requiring social distancing, MCA has in terms of the above Circulars advised the companies to take all decisions requiring Members' approval, by way of Postal Ballot through Remote E-voting mechanism in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of Members at a common venue.

Explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the reasons therefore, is appended. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr. Roy Jacob (FCS-9017/CP-8220) of M/s Roy Jacob & Co., Company Secretaries, Mumbai as the Scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process (only through e-voting), in a fair and transparent manner.

In compliance with the provisions of Sections 110 and 108 of the Act, read with Rules 20 and 22 of the Management Rules and MCA Circulars and further to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged the services of Central Depository Services Ltd (CDSL) as its agency for providing e-voting facility to the Members of the Company. The period for voting through e-voting starts from 28th January, 2023 at 9.00 am IST and ends on 26th February, 2023 at 5.00 pm IST.

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The Scrutinizer will submit his report to the Chairman, after completion of scrutiny of postal ballot (e-voting) in a fair and transparent manner. The results of the postal ballot will be announced by the Chairman or in his absence by any of the Directors duly authorized by the Board on or before 1st March 2023 at the Registered Office of the Company. The results of the postal ballot along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and communicated to BSE Limited (the "BSE") where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website (<https://venturaguaranty.com>) and on the website of CDSL (i.e. www.evoting.cdsl.com)

SPECIAL BUSINESS

Special Resolution:

Resolution No. 1 - Appointment of Mr. Manish Patel (DIN: 03051315) as Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manish Patel (DIN: 03051315), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from December 12, 2022 and whose office shall not be liable to retire by rotation. "

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FOR THE ITEM SET OUT IN THE ACCOMPANYING NOTICE IS AS UNDER:

Appointment of Mr. Manish Patel (DIN: 03051315) as Independent Director of the Company.

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The Board of Directors on December 12, 2022 on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Manish Patel (DIN: 03051315) as an Additional Independent Director for a term of five years with effect from December 12, 2022 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Manish Patel (DIN: 03051315), as an Independent Director for a term of five years commencing from December 12, 2022. Further, Mr. Manish Patel shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. Manish Patel has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Manish Patel fulfils the conditions specified in the Act, for his appointment as an Independent Director. The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013. The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Manish Patel for his appointment to the office of Independent Director. Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Manish Patel is annexed in Annexure I to this Notice. Mr. Manish Patel does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person. Except Mr. Manish Patel and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution. The Board recommends the Special Resolution for approval of the members.

By order of the Board

For VENTURA GUARANTY LIMITED,



SUDHA GANAPATHY
COMPLIANCE OFFICER & COMPANY SECRETARY



Date: January 24, 2023

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Annexure.1

<u>BRIEF PROFILE OF MR. MANISH PATEL</u>	
Name of Director	Mr. Manish Patel
Reason for change (appointment)	Appointment - 'Additional Director of the Company, in the category of Non-Executive - Independent Director'
Date of appointment and Terms of appointment	December 12, 2022 From December 12, 2022 up to December 11, 2027 (both days inclusive), subject to approval of the Shareholders of the Company.
Disclosure of relationship between Directors inter-se	None
Brief Profile	Mr. Manish Patel is a B.E. in Electronics and Communication from Gogte Institute of Technology and BSC from University of Mumbai. He is having more than three decades of experience in management of large green & brown field projects in environment and information communication technology in multiple industry domains and advising, implementing small, medium and large project roll-outs related to environmental infrastructure and ICT across multiple domains [telecom, retail, chemicals, logistics, multi-speciality hospitals, information, communications technology, environment etc), mentoring international companies and Indian Start-ups and medium business companies to develop business in India, liaison with different local, multiple state and central government agencies and institutions.
Declaration	In accordance with SEBI instructions to Stock Exchanges dated June 14, 2018, we confirm that Mr. Manish Patel is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority

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NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out material facts in respect of the Resolution to be passed through postal ballot (only through e-voting) is annexed hereto for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on January 20, 2023 (“**Cut Off Date**”), as received from NSDL and Central Depository Services (India) Limited (“CDSL”) and those members holding physical shares, whose details as available with the Company/ the registrar and share transfer agent. Any person who is not a Member of the Company as on date specified above shall treat the Notice for information purposes only.
3. Members who have registered their e-mail IDs with depositories / with the Company/ with the registrar and share transfer agent are being sent this Notice by e-mail and the Members who have not registered their e-mail IDs are requested to update the same as early as possible. In terms of MCA Circulars, no Postal Ballot Notice in physical mode will be sent/ dispatched to the members.
4. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Bigshare Services Pvt Ltd. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at investor@bigshareonline.com
 - ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
5. In case of any grievance / clarification, Members may contact CDSL by e-mail at evoting@cdsl.com or the Company Secretary at the contact details given hereinabove.
6. In The Postal Ballot Notice will also be placed on the website of the Company, <https://venturaguaranty.com> and website of CDSL, www.evoting.cdsl.com
7. Instructions for voting are given at the end of this Notice:

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E-voting Process:

- A. The Shareholders of the Company holding shares either in physical form or in dematerialized form, as on closing hours of business, on Friday, January 20, 2023 (cut-off date) may cast their vote electronically.
- B. The Shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client ID, irrespective of the number of joint holders.
- C. The Company has appointed Mr. Roy Jacob, practising Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- D. The Scrutinizer will submit his final report to the Chairman within three working days after the conclusion of e-voting period.
- E. The results of Postal Ballot shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after Postal Ballot within the prescribed time limits.
- F. The result of the e-voting will also be placed on the website of the Company viz. <https://venturaguaranty.com> and also on www.cdslindia.com.
- G. The Scrutinizer's decision on the validity of e-voting will be final.
- H. Resolution passed by the Members through postal ballot will be deemed to have been passed as if the same has been passed at a General Meeting of the Members.

Instructions for Remote E-Voting

- A. In case of Members receiving e-mail:
- i. If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.
 - ii. If you have forgotten the password, then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.
Procedure for Shareholders casting their vote electronically for the first time:
 - a. To initiate the voting process, log on to the e-voting website www.evotingindia.com.
 - b. Click on "Shareholders" tab to cast your votes.

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c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) along with “Company Name” from the drop-down menu and click on “SUBMIT” for voting.

Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For CDSL: 16 digits Beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat Shareholders as well as physical Shareholders)	
Dividend Bank Details	Enter your bank account number for the purpose of dividend as registered with your depository participant in case of electronic shares or with the Company in respect of physical shares.	
DOB	Enter your date of birth as recorded in your Demat account or in the Company records in respect of your shareholding in the Company.	

*Members who have not updated their PAN with the Company/ Depository Participant are requested to use ten digit sequence number by prefixing required zeros. CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as on the cut-off date viz. Friday, January 20, 2023 in the Dividend Bank details field.

i. After entering these details appropriately, click on “SUBMIT” tab.

ii. Members holding shares in physical form will then reach directly to the EVSN selection screen. However, Members holding shares in Demat form will now reach ‘Password Change’ menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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

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and take utmost care to keep your password confidential.

iii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

iv. Now select the relevant Electronic Voting Sequence Number (EVSN) along with "Company Name" on which you choose to vote.

v. 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.

vi. Click on the "Resolutions File Link" if you wish to view the entire resolutions.

vii. 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.

viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

ix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

B. In case of Members whose e-mail Ids are not registered with the Company/ depository participant(s) please follow all steps from Sr. No. (i) To Sr. No. (ix) above, to cast vote.

C. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the Scrutinizer to verify the vote.

D. The voting period begins at 9:00 A.M, Saturday, January 28, 2023 and ends at 5:00 P.M, Sunday, February 26, 2023. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of January 20, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

The voting rights of the members shall be in proportion to their shares in

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the total paid-up equity share capital of the Company, as on Friday, January 20, 2023.

E. 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 under “Help” section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Wednesday, March 01, 2023 at the Registered Office of the Company.

The result of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the Company’s website <https://venturaguaranty.com> and shall be communicated to the Stock Exchanges where the Company’s shares are listed.

Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

Contact Details:

Company : Ventura Guaranty Limited
sudha.ganapathy@ventura1.com or call on 022 67547000.

Registrar and Transfer Agent : Bigshare Services Pvt Ltd
investor@bigshareonline.com or call on 022 6263 8200

e-Voting Agency : Central Depository Services (India) Limited
helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Scrutinizer: Roy Jacob & Co
royjacobandco@gmail.com or call on 022 40058178

Encl.: As Above

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