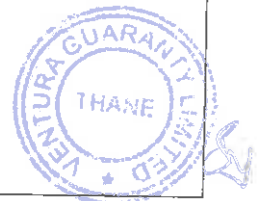


Brief particulars of the transferee/~~resulting~~ and transferor/~~demerged~~ companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	VENTURA GUARANTY LIMITED	KASHMIRA INVESTMENT AND LEASING PRIVATE LIMITED
Date of Incorporation & details of name changes, if any	<p>Date of Incorporation: 24/09/1984</p> <p>Ventura Guaranty Limited having CIN: L65100MH1984PLC034106, was originally incorporated as a company under the name of "Shyam Commercial Limited" under the provisions of the Companies Act, 1956 on 24th September, 1984. VGL has obtained a Certificate for Commencement of Business dated 22nd October, 1984 from the Registrar of Companies, Maharashtra, Mumbai. The name of the Company has been changed from Shyam Commercial Limited to Phoenix Ventura and Guaranty Limited and a fresh Certificate of Incorporation consequent on change of name dated 14th January, 1994 was issued by the Registrar of Companies, Maharashtra, Mumbai. The name of the company has been further changed from Phoenix Ventura and Guaranty Limited to its present name, Ventura Guaranty Limited and a fresh Certificate of Incorporation consequent on change of name dated 4th October, 1994 was issued by the Registrar of Companies, Maharashtra,</p>	<p>Date of Incorporation: 03/07/1986</p> <p>There was no change in the name of the Company. The Company was originally incorporated under the name of "Kashmira Investment and Leasing Private Limited".</p>



VENTURA GUARANTY LIMITED

	Mumbai	
Registered Office	8th floor B-Wing I-Think Techno Campus Pokhran Road No 2 behind TCS Off Eastern Express, Thane, Maharashtra, India, 400607	8th Floor, B-Wing, I-Think Techno Campus, Pokhran Road No. 2, Off Eastern Express, Highway, Thane, Maharashtra, India, 400607
Brief particulars of the scheme	The Scheme provides for Merger by Absorption of Kashmira Investment and Leasing Private Limited ("KILPL" or Transferor Company") with Ventura Guaranty Limited ("VGL" or "Transferee Company").	
Rationale for the scheme	<p>VGL holds 10.06% in KILPL. As stated above, both KILPL and VGL are registered NBFCs. Considering the overlap of business activities, it is proposed to integrate the respective business activities of both entities in a single entity. This will enable following</p> <ol style="list-style-type: none"> i. Focused and holistic approach of the management towards combined business operations; ii. Integration of business operations would enable the Transferee Company to provide significant impetus to its growth; iii. Create value for stakeholders, including respective shareholders, customers, lenders and employees as the combined business would benefit from increased scale, innovations in technology and expanded reach with increased growth opportunities, higher cross selling opportunities to a larger base of customers, improvement in productivity and operational efficiencies, amongst others; iv. Avoidance of duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances; v. Pooling of common resources leading to operational synergies; vi. Reduction in number of entities; vii. Operating synergies resulting in cost optimisation, reduction in the number of Non-Banking Financial companies through surrender of NBFC license to the RBI as a result of the Amalgamation. 	
Date of resolution passed by the Board of Director of the company approving the scheme	29 th June, 2024	29 th June, 2024
Date of meeting of the Audit Committee in	29 th June, 2024	Not Applicable



which the draft scheme has been approved		
Appointed Date	1 st April, 2024	1 st April, 2024
Name of Exchanges where securities of the company are listed	BSE Limited	Not Listed
Nature of Business	<p>It is a Non-Banking Finance Company registered as an investing company and non-deposit taking company with Reserve Bank of India having Registration Number 13.00224 dated 4th March, 1998</p> <p>VGL is carrying out its activities through its subsidiary companies namely Ventura Securities Limited and a step-down subsidiary namely Ventura Allied Services Private Limited and Ventura Commodities Limited. VGL is a financial holding company.</p>	<p>KILPL received the certificate of registration dated 20th April 1998 from Reserve Bank of India ("RBI") and is a non-systematically important, non-deposit taking Non-Banking Finance Company (NBFC) registered with RBI having Registration Number 13.00742. It is inter-alia engaged in the business of lending and borrowing against the securities. KILPL also trades and invests in securities. They carry out all the objectives of a NBFC</p>
Capital before the scheme (No. of equity shares as well as capital in rupees)	31,94,800 Equity shares of Rs.10/- each fully paid up amounting to Rs. 3,19,48,000/-	8,71,918 Equity Shares of Rs. 10/- each fully paid-up amounting to Rs.87,19,180/-
No. of shares to be issued	"84 (Eight Four) fully paid-up Equity Shares of Rs. 10/- each of the Transferee Company (VGL) shall be issued and allotted for every 100 (One Hundred) fully paid-up Equity Shares of Rs. 10/- each held in the Transferor Company (KILPL)." ("Share Entitlement Ratio")	
Cancellation of shares on account of cross holding, if any	87,698 Equity shares of Rs.10/- each fully paid up held by Ventura Guaranty Limited in the Paid Up Share Capital of Kashmira Investment and Leasing Private Limited shall stand Cancelled pursuant to the Merger.	
Capital after the scheme (No. of equity shares as well as capital in rupees)	38,53,545 Equity shares of Rs.10/- each amounting to Rs. 3,85,35,450/-	NOT APPLICABLE
Net Worth Pre Post	Rs 923.72 Lakhs Rs. 3013.62 Lakhs	Pre - Rs. 2389.81 lakhs
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and	The Valuation of KILPL and VGL has been done by an independent firm of Chartered Accountants, i.e., CA Payal Gada (Membership No. 110424), proprietress M/s. Payal Gada & Co., an Independent Chartered Accountant and Registered Valuer, (Firm Regn. No. 148529 W) and also a Registered Valuer with IBBI Registration Number.:	



Handwritten signature or initials in blue ink.

Regn no. IBBI/RV/06/2019/11170 having office at S-15, Sej Plaza, 2nd floor, Near Nutan School, Marve Road, Malad (W), Mumbai 400 064, Maharashtra.

Methods of valuation and value per share arrived under each method with weight given to each method, if any.

Valuation Approach	Ventura Guaranty Limited ("VGL")	
	Value per Share	Weight
Asset Approach	1,334.66	100%
Income Approach - DCF	(1)	-
Income Approach - PECV	(2)	-
Market Approach - Market Price	(3)	-
Market Approach - CCM	(4)	-

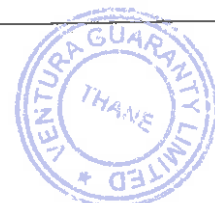
(1)/(2) Discounted cash flow method ("DCF") / Price earnings capitalisation method ("PECV") under Income Approach could not be used as VGL operates as an Investment Holding Company and as such, does not have any material independent business operations.

(3) Market Price method under Market Approach could not be used as VGL's equity shares have not been traded at the exchange for past several years and as such no share price is available.

(4) CCM method under Market Approach could not be used as

Valuation Approach	Kashmira Investment and Leasing Private Limited ("KILPL")	
	Value per Share	Weight
Asset Approach	342.00	0%
Income Approach - DCF	1,119.53	25%
Income Approach - PECV	1225.57	25%
Market Approach - Market Price	(5)	-
Market Approach - CCM	1079.95	50%

(5) Market Price method under Market Approach could not be used as KILPL is a private limited company and as such its equity shares are not listed.



	VGL operates as an Investment Holding Company and as such, does not have any material independent business operations.																													
Fair value per shares	Rs. 1334.66		Rs. 1,126.17																											
Exchange ratio	"84 (Eight Four) fully paid-up Equity Shares of Rs. 10/- each of the Transferee Company (VGL) shall be issued and allotted for every 100 (One Hundred) fully paid-up Equity Shares of Rs. 10/- each held in the Transferor Company (KILPL)." ("Share Entitlement Ratio")																													
Name of Merchant Banker giving fairness opinion	The Fairness Opinion on the Valuation Report is issued by M/s. Systematix Corporate Services Limited; a SEBI registered Category -1 Merchant Banker, Mumbai.																													
	Pre		Post																											
Shareholding pattern of VGL - Transferee	No. of Shares	% of holding	No. of Shares	% of holding																										
Promoter	22,13,644	69.29	27,32,020	70.90																										
Public	9,81,156	30.71	11,21,525	29.10																										
Custodian	0	0	0	0																										
TOTAL	31,94,800	100	38,53,545	100																										
Shareholding pattern of KILPL- Transferor	No. of Shares	% of holding	No. of Shares	% of holding																										
Promoter	7,04,812	80.83	NA	NA																										
Public	1,67,106	19.17	NA	NA																										
Custodian	0	0	NA	NA																										
TOTAL	8,71,918	100	NA	NA																										
No of shareholders	Pre: 87 Post: 90		Pre: 6 Post: NA																											
Names of the Promoters (with PAN nos.)	<table border="1"> <thead> <tr> <th>Name</th> <th>PAN</th> </tr> </thead> <tbody> <tr> <td>Hemant Majethia</td> <td>AAFPM0518A</td> </tr> <tr> <td>Sajid Malik</td> <td>AAMPM6510B</td> </tr> <tr> <td>Late Saroja Malik</td> <td>AGEPM7814Q</td> </tr> <tr> <td>Vandana Chothani</td> <td>AFCPC1944A</td> </tr> <tr> <td>Rajnikant Shroff</td> <td>AALPS9281Q</td> </tr> <tr> <td>Sandra Shroff</td> <td>AHHPS2731G</td> </tr> <tr> <td>Shilpa Majethia</td> <td>ANEPM1334N</td> </tr> <tr> <td>Jaidev</td> <td>AALPS9283N</td> </tr> </tbody> </table>		Name	PAN	Hemant Majethia	AAFPM0518A	Sajid Malik	AAMPM6510B	Late Saroja Malik	AGEPM7814Q	Vandana Chothani	AFCPC1944A	Rajnikant Shroff	AALPS9281Q	Sandra Shroff	AHHPS2731G	Shilpa Majethia	ANEPM1334N	Jaidev	AALPS9283N	<table border="1"> <thead> <tr> <th>Name</th> <th>PAN</th> </tr> </thead> <tbody> <tr> <td>Ventura Guaranty Limited</td> <td>AAACV1360K</td> </tr> <tr> <td>Saryu Kothari</td> <td>AQXPK5761F</td> </tr> <tr> <td>Hemant Majethia</td> <td>AAFPM0518A</td> </tr> </tbody> </table>		Name	PAN	Ventura Guaranty Limited	AAACV1360K	Saryu Kothari	AQXPK5761F	Hemant Majethia	AAFPM0518A
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Please specify relation among the companies involved in the scheme, if any	The Transferee Company, i.e., VGL holds 87,698 Equity shares (10.06%) in the share capital of Transferor Company i.e. "KILPL".																										
Details regarding change in management control in listed or resulting company seeking listing if any	There is no change in management control in listed company i.e. Ventura Guaranty Limited. The pre and post Scheme Shareholding pattern is given hereinabove.																										



For Ventura Guaranty Limited



Sudha Ganapathy
Sudha Ganapathy
Company Secretary & Compliance Officer

Place: Thane
Date: 09.07.2024