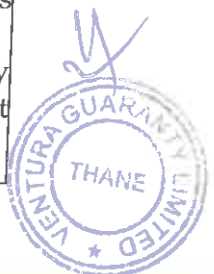


**Format of the Compliance Report to be submitted along with the draft scheme**

It is hereby certified that the draft Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited (Transferor Company) with Ventura Guaranty Limited (Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including any amendments thereto) this circular, including the following:

Sr.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Corporate governance requirements - Not Applicable. The Paid up capital and Net worth of the Company as at 31 <sup>st</sup> March, 2024 is Rs. 319.48 lakhs and Rs. 918.36 lakhs respectively. Hence Report on Corporate Governance as per Regulation 27(2) of SEBI (LODR) Regulations 2015 is not applicable.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	The Scheme of Merger is in Compliance with the securities laws and does not in any way violate, override or limit the provisions of securities laws or requirements of the stock exchange(s)
Requirements of this circular - SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	All the required documents are submitted to this Stock Exchange and forming part of this Application
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied - The Information pertaining to unlisted entities involved in the Scheme will be provided, in the explanatory statement, as per the format prescribed.

VENTURA GUARANTY LIMITED



89

(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied -Share entitlement ratio report as issued by the Registered Valuer is enclosed as part of this application
(d)	Para (I)(A)(5)	Auditors Certificate regarding compliance with Accounting Standards	Complied - The Certificate regarding compliance with Accounting Standards as issued by the Statutory Auditor is enclosed as part of this Application.
(e)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	The Transferee Company will comply with the provisions of E-voting as per the Companies Act, 2013 and SEBI (LODR) Regulations 2015 as amended from time to time. Provisions of Para (I)(A)(10) is applicable to the Transferee Company and the Scheme shall be acted upon only if votes cast by the public shareholders of the Transferee Company in favour of the proposal are more than the number of votes cast by the public shareholders of the Transferee Company against it.

For Ventura Guaranty Limited

  
Sudha Ganapathy  
Company Secretary




  
Hemant Majethia  
Whole Time Director  
DIN: 00400473

Certified that the transactions / accounting treatment provided in the draft Scheme of Merger by Absorption of Kashmir Investment and Leasing Private Limited (Transferor Company) with Ventura Guaranty Limited (Transferee Company) are in compliance with all the Accounting Standards applicable to a listed entity

For Ventura Guaranty Limited

  
Sudha Ganapathy  
Chief Financial Officer



  
Hemant Majethia  
Whole Time Director  
DIN: 00400473

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