

## NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of Ventura Guaranty Limited will be held on Thursday, September 29, 2016 at I-Think Techno Campus, B -Wing, 8<sup>th</sup> Floor, Pokhran Road no.2, Off Eastern Express Highway, Thane (West)-400607 at 4.00 p.m. to transact the following business:

### Ordinary business

- 1) To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss for the year ended on that date, both on Standalone and Consolidated basis together with the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Sandra Shroff, (DIN: 00189012) who retires by rotation and being eligible, offers herself for re-appointment.
- 3) To appoint a Director in place of Mr. Hemant Majethia, (DIN: 00400473) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s CNK & Associates, LLP, Chartered Accountants, (ICAI Registration No. 101961W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Thirty Sixth Annual General Meeting be and is hereby ratified on such remuneration as may be determined by the Board of Directors in consultation with the Auditors who has confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act and rule 4 of The Companies (Audit and Auditors) Rules, 2014 .”

**BY ORDER OF THE BOARD OF DIRECTORS**

-Sd-  
**HEMANT MAJETHIA**  
**DIRECTOR**

Place: Mumbai  
Date: May 30, 2016

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
4. Pursuant to the provisions of Section 105(8) of the Companies Act, 2013, 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 would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / Proxies /Authorized Representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
6. Proxy in prescribed Form No. MGT-11 is enclosed herewith.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to 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 on their behalf at the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
10. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of

the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that the Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2016 to September 29, 2016 (both days inclusive) for the purpose of Annual General Meeting

11. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share transfer Agents, Company Secretary, at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of Transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
12. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
14. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Notice of the Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2015-16 will be available on the Company's website [www.venturaguaranty.com](http://www.venturaguaranty.com). The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members, who have any queries, may write to us at [investors.vgl@ventura1.com](mailto:investors.vgl@ventura1.com).
16. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2016 are requested to write to the Company atleast 5 days before the date of Annual General Meeting, so as to enable the management to keep information ready.
17. Additional information, pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure to the Notice . The directors have furnished consent/ declaration for their appointment / re-appointment as

required under the Companies Act, 2013 and the Rules thereunder.

## 18. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

### **The instructions for e-voting are as under:**

- A. The shareholders of the Company holding shares either in physical form or in dematerialized form, as on closing hours of business, on Thursday, September 22, 2016 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. Dattatray B. Dixit, practicing Chartered Accountant, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
- D. The scrutinizer will submit his final report to Chairman within three working days after the conclusion of e-voting period.
- E. The results of annual general meeting shall be declared by the Chairman or his authorized representative or anyone Director of the Company on/ or after annual general meeting within the prescribed time limits.
- F. The result of the e-voting will also be placed at the website of the Company viz. [www.venturaguaranty.com](http://www.venturaguaranty.com) and also on [www.cdslindia.com](http://www.cdslindia.com).
- G. The scrutinizer's decision on the validity of e-voting will be final.

### **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](http://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](http://www.evotingindia.com).
- b. Click on "Shareholders" tab to cast your votes.
- c. Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.
- d. Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in</b>	<b>For Members holding</b>
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	<b>Demat Form</b>	<b>shares in Physical Form</b>
User ID	<b>For NSDL:</b> 8 Character DP ID followed by 8 Digits Client ID <b>For CDSL:</b> 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 first two characters of the first name and remaining eight digits from the sequence number. If the sequence number is less than eight digit the remaining digits should be padded with the relevant number of zero (0) from the left. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number 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 Thursday, September 22, 2016 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 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) alongwith "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 receiving the physical copy of notice of the annual general meeting (for members whose e-mail ids are not registered with the company/ depository participant(s) or requesting physical copy)

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](http://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 on 9.00 a.m., Monday , September 26, 2016 and ends on 5.00 p.m., Wednesday, September 28, 2016. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2016, 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.
- 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](http://www.evotingindia.com) under "Help" section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **F. INSTRUCTIONS FOR VOTING THROUGH BALLOT**

Further, in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Regulations, those Members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot Form sent along with this Notice. The last date for receiving the ballot form will be September 28, 2016 on or before 5.00 p.m. Ballot forms received after this date shall not be considered.

A shareholder may download duplicate ballot form from the website of the Company forming part of Annual Report.

Detailed instructions for voting are provided in the ballot form.

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM.

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

**BY ORDER OF THE BOARD OF DIRECTORS**

-Sd-  
**HEMANT MAJETHIA**  
**DIRECTOR**

### **Registered Office:**

Dhannur, E 15, Sir P.M. Road,  
Fort, Mumbai-400001  
CIN: L29299MH1984PLC034106

Place: Mumbai  
Date: May 30, 2016

Additional information on directors recommended for appointment/ reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

**Details of Director Seeking Re-appointment at the Annual General Meeting**

SR.NO	PARTICULARS	
1	Name of the director	Mrs. Sandra Shroff
2	Date of Birth	05.09.1940
3	Date of Appointment	05/01/1993
4	Expertise in specific functional areas	<ol style="list-style-type: none"> <li>1. A problem-solving industrialist</li> <li>2. Driving social welfare with gusto</li> <li>3. Leading various social projects</li> </ol>
5	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> <li>1. Uniphos Enterprises Limited</li> <li>2. UPL Limited</li> <li>3. Nivi Trading Limited</li> <li>4. Uniphos International Limited Limited</li> <li>5. Shroffs United Chemicals Limited</li> <li>6. Uniphos Envirotronic Private Limited</li> <li>7. Shroff Envirotral Private Limited</li> <li>8. Bharuch Enviro Infrastructure Limited</li> <li>9. Demuric Holdings Pvt Ltd</li> <li>10. (TR CO from Maharashtra)</li> <li>11. JRF Research Private Limited</li> <li>12. Enviro Technology Limited</li> </ol>
6	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL
7	Number of shares held in the Company	90000

Additional information on directors recommended for appointment/ reappointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015

**Details of Director Seeking Re-appointment at the Annual General Meeting**

SR.NO	PARTICULARS	
1	Name of the director	Mr. Hemant Majethia
2	Date of Birth	24.05.1966
3	Date of Appointment	01/12/1993
4	Qualifications	B.Com, CA
5	Expertise in specific functional areas	More than 23 years of experience in the capital markets intermediation, equity research.
6	Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> <li>1. M/s Genesys International Corporation Limited</li> <li>2. M/s Ventura Securities Limited</li> <li>3. M/s Ventura Commodities Limited</li> <li>4. M/s Karjat Properties Private Limited</li> <li>5. M/s Kashmira Investment and Leasing Private Limited</li> <li>6. M/s Robinhood Insurance Brokers Private Limited</li> </ol>
7	Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	<ol style="list-style-type: none"> <li>1. M/s Genesys International Corporation Limited: Audit Committee</li> <li>2. M/s Genesys International Corporation Limited: Nomination &amp; Remuneration Committee</li> <li>3. M/s Genesys International Corporation Limited: Stakeholders Grievance Committee</li> <li>4. M/s Ventura Securities Limited: Corporate Social Responsibility Committee</li> </ol>
8	Number of shares held in the Company	413600