

VENTURA GUARANTY

November 24, 2018

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

Scrip Code: 512060

Dear Sir/Madam,

Sub: Notice of Extra-ordinary General Meeting of the Company

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Extra-ordinary General Meeting of the Company to be held on Monday, December 17, 2018 at 11:00 am at its Registered Office.

We request you to take the same on your record.

Thanking You.

Yours faithfully,

For VENTURA GUARANTY LIMITED

SUDHA GANAPATHY
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: As Above

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NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **VENTURA GUARANTY LIMITED** will be held at the Registered Office of the Company situated at 'Dhannur', E-15, Sir P. M. Road, Fort, Mumbai-400001 on Monday, December 17, 2018 at 11:00 A.M. to transact the following business:

SPECIAL BUSINESS:

Item no. 1: Increase in Borrowing Powers

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and other rules and regulations as applicable, to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores)."

"RESOLVED FURTHER THAT Mr. Hemant Majethia, Whole Time Director, and Mr. Hemant Gurav, Authorised Signatory, be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Mumbai and to do or cause to do such other acts, deeds, things and to execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."

Item No. 2: Power to Mortgage or create a Charge on the property of the Company

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and other rules and regulations as applicable, exercising the powers conferred on it by this resolution, the Board of Directors and/or Committee of Directors of the Company, to pledge, mortgage and/or charge by way of charge on all the immovable and movable properties of the Company in favor of the Banks, Financial Institutions any other lenders or debenture trustees to secure the amount borrowed by the Company or its Subsidiaries from time to time for the due payment of the Principal together with

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interest, charges, costs, expenses and all other monies payable by the Company or its Subsidiaries in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only) at any time."

"RESOLVED FURTHER THAT Mr. Hemant Majethia, Whole Time Director and Mr. Hemant Gurav, Authorised Signatory, be and are hereby severally authorised to finalize with Banks/ Financial Institutions, the documents for creating aforesaid mortgage and/ or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

Item No. 3: Shifting Registered Office Address

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 12 and Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and applicable rules thereunder, the Registered office of the Company be and is hereby shifted from 'Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001' to '8th Floor, B-Wing, I-Think Techno Campus, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400607' under the jurisdiction of Vartak Nagar Police Station i.e. outside city limits under the same ROC and within the same state with immediate effect."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file necessary forms and documents with the appropriate authorities and do all such acts deeds and things as deemed necessary to give effect to the above resolution."

FOR VENTURA GUARANTY LIMITED



SUDHA GANAPATHY
COMPANY SECRETARY & COMPLIANCE OFFICER



Date: 23/11/2018

Place: Mumbai

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NOTES

1. The Explanatory statement pursuant to section 102 of the Companies Act 2013, with regard to the special businesses as mentioned above is enclosed.
2. 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.
3. 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 carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. 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.
5. 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.
6. Members / Proxies / Authorized Representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
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. 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.
9. 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.

10. 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 Extra-ordinary 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.
11. Members may also note that the Notice of the Extra-ordinary General Meeting will be available on the Company's website www.venturaguaranty.com.

12. 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 Extra Ordinary General Meeting (EGM) 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 Monday, December 10, 2018 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 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 Extra Ordinary General Meeting shall be declared by the Chairman or his authorized representative or any one Director of the Company on or after the Extra-ordinary General Meeting within the prescribed time limits.
- F. The result of the e-voting will also be placed on the website of the Company viz. www.venturaguaranty.com and also on 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 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.
- 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 NSDL Client ID registered with the DP	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)	
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 digits the remaining digits should be padded with the relevant number of zero (0) from the

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left. E.g. 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.

- 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) 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 receiving the physical copy of notice of the Extra-ordinary 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 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, Friday, December 14, 2018 and ends at 5:00

P.M, Sunday, December 16, 2018. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, December 10, 2018, 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 under "Help" section or write an email to helpdesk.evoting@cdslindia.com.

F. INSTRUCTIONS FOR VOTING THROUGH BALLOT

- 1) 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 December 15, 2018 on or before 4:00 P.M. Ballot Forms received after this date shall not be considered.
- 2) A Shareholder may download a copy of the Ballot Form forming part of the Notice from the website of the Company.
- 3) Detailed instructions for voting are provided in the Ballot Form.
- 4) The Members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the EGM.
- 5) 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1 & 2:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only). Pursuant to Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180 (1) (a) of the Companies Act, 2013, provides for the power to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

Hence the above resolution.

Item No. 3

The present Registered office address of the Company is at 'Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001'. For administrative convenience, the management of the Company has decided to shift the Registered office of the Company to "8th Floor, B-Wing, I-Think Techno Campus, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400607". The proposed shifting of Registered Office from one city to another under same ROC and within same state requires approval of the members by way of special resolution.

The Board recommends these resolutions for the approval of the members.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolutions.

FOR VENTURA GUARANTY LIMITED



SUDHA GANAPATHY
COMPANY SECRETARY & COMPLIANCE OFFICER



Date: 23/11/2018

Place: Mumbai

1.	Increase in Borrowing Powers			
2.	Power to Mortgage or create a Charge on the property of the Company			
3.	Shifting of Registered Office Address of the Company			

Signature of the member

Place:

Date:

INSTRUCTIONS:

1. Members may fill up the Ballot Form and send it to Mr. Dattatray Dixit, Chartered Accountant in Practice, 'The Scrutinizer', at 264, Maru Sadan, N. C. Kelkar Road, Dadar, Mumbai - 400028 so as to reach by December 15, 2018 on or before 4:00 P.M. Ballot Forms received thereafter will strictly be treated as if not received.

2. The Company will not be responsible if the Ballot Form is lost in transit.

3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

4. In the event member casts his/ her votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

5. A Shareholder/ Member need not use all his/her votes, nor he/she needs to cast all his/her votes in the same way.

6. The right of voting by Ballot Form shall not be exercised by a proxy.

7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.

8. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.

9. In case of joint holders, the Ballot Form should be signed by the first named shareholder

and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.

10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc., a certified copy of the relevant authorization/Board Resolution to vote should accompany the Ballot Form.

11. Instructions for E-voting procedure are available in the Notice of the Extra-ordinary General Meeting and are also placed on the website of the Company, www.venturagaranty.com.

or failing him / her

Name : _____

Address : _____

E-mail : _____

Signature : _____

or failing him / her

Name : _____

Address : _____

E-mail : _____

Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, December 17, 2018 at 11:00 A.M. at Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote		
		FOR	AGAINST	ABSTAIN
Special Business				
1.	Increase in Borrowing Powers			

2.	Power to Mortgage or create a Charge on the property of the Company			
3.	Shifting of Registered Office Address of the Company			

Signed this _____ day of _____ 2018

Signature of the shareholder

Affix Revenue

Signature of the Proxy Holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

VENTURA GUARANTY LIMITED

Registered Office: Dhannur, E 15, Sir P. M. Road, Fort, Mumbai-400001

Ph: 022-22660969; Fax: 022-22653179

Website: www.venturaguaranty.com; E-mail: investors.vgl@ventura1.com

CIN: L65100MH1984PLC034106

ATTENDANCE SLIP

(For physical holding)

Registered Folio No.																				
No. of shares held																				

(For demat holding)

Client ID																				
D.P. ID																				

I certify that I am a Member / Proxy for the Member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company at Dhannur, E-15, Sir P. M. Road, Fort, Mumbai - 400001, Maharashtra on Monday, December 17, 2018 at 11:00 A.M.

Members' / Proxy's Name in Block Letters:

Signature: _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.