

VENTURA GUARANTY

October 17, 2017

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 Friday, November 10, 2017 at 11:00 am at its Registered Office.

The Company vide its outcome of Board Meeting dated October 6, 2017 had intimated about convening of Extra-ordinary General Meeting on Friday, November 10, 2017.

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

VENTURA GUARANTY

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 Friday, the 10th November, 2017 at 11:00 A.M. to transact the following business:

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

"RESOLVED THAT the Company is at present carrying on the business of Non Banking Financial Company ("NBFC") related to financial intermediation sector and the same business objects are appearing in the main object clause of Clause III (A) (2A), as depicted below:

"to promote the formation and mobilization of capital, to manage capital, savings and investment, to carry on the business of a leasing Company, hire purchase Company, finance Company, to undertake all types of leasing and hire purchase business in relation to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, factories, movable and immovable property, to arrange or syndicate leasing or hire purchase business, to undertake bills discounting business, to purchase, finance, discount, re-discount bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance or bills, to undertake real estate business to buy, sell, lease or finance the buying and selling and trading in immovable property, land, buildings, real estate, factories, to borrow, to lend, to negotiate loans, to transact business of the Company, established with the object of financing industrial enterprises within the meaning of Sec 370 of the Companies Act, 1956, to invest the capital or other funds of the Company in the purchase or acquisition of rights in movable and immovable property or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities or to finance their acquisition or leasing or hire purchase, to raise or provide venture capital, to promote or finance the promotion of joint stock Companies, to invest in, to underwrite, to act as merchant bankers to manage the issue of and to trade in their shares or other securities and money market instruments to undertake portfolio managements and capital market research and advisory and counseling services, to undertake factoring, to purchase the book debts and receivables of the Companies and to lend or give credit against the same to buy, sell, acquire, invest, hypothecate, hold, subscribe, underwrite, pledge or otherwise deal in shares, stocks, debentures, debenture stock, bonds, obligations, units and other securities of all kinds of any Company or any other person in India or elsewhere and to carry on the business of investment Company."

"RESOLVED FURTHER THAT the present business activity code component in the CIN of the Company be changed from 29299 to 65993 as per National Industrial Classification (NIC), 2004, subject to the direction of the Ministry of Corporate Affairs in order to reflect the Non Banking Financial Company status of the Company."

VENTURA GUARANTY

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary returns, replies, forms, documents with the Registrar of Companies and other concerned authorities for recording the alteration of the business activity code in the CIN of the Company."

FOR VENTURA GUARANTY LIMITED

Sudha Ganapathy

SUDHA GANAPATHY

COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 06/10/2017

Place: Mumbai



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 along.
7. Corporate Members intending to send their authorized representatives to attend

VENTURA GUARANTY

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.venturagaranty.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 (AGM) by electronic means and all business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

VENTURA GUARANTY

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 Friday, November 3, 2017 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:

VENTURA GUARANTY

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL : 16 digits starting 'IN'	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 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

VENTURA GUARANTY

- 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, Sunday, November 5, 2017 and ends at 5:00 P.M, Thursday, November 9, 2017. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, November 3, 2017, 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 November 9, 2017 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.

VENTURA GUARANTY

- 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.

VENTURA GUARANTY

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Special Business No. 1

Alteration of business activity code component of Corporate Identification Number (CIN) of the Company as per National Industrial Codes (NIC)

The Company is in receipt of a letter from the Registrar of Companies, dated 28th July, 2017, seeking confirmation about the NBFC status of the Company. The Registrar of Companies has come to the conclusion about the status of the Company from the business activity code mentioned in the CIN of the Company. Since the Company is registered as an NBFC with the Reserve Bank of India, and the Main Object of the Company is to carry on NBFC business, the CIN needs to be rectified to reflect the correct business activity code.

Since the business activity code is directly linked to the main objects of the Company, it is required to re-confirm the objects of the Company, which is as mentioned in the notice, through a special resolution.

Thus, as per the National industrial codes (NIC) list of 2004, your Company falls under "Division 65: Financial Intermediation, Except Insurance And Pension Funding", the sub-division code being "65993: Non-operating financial holding companies (Investment Companies)".

Hence the above resolution.

The Board recommends the resolution for approval of members.

None of the Directors of the Company are interested in this resolution.

FOR VENTURA GUARANTY LIMITED



SUDHA GANAPATHY
COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 06/10/2017

Place: Mumbai



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 4:00 P.M on November 9, 2017. 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 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.venturaguaranty.com.

or failing him / her

Name : _____
Address : _____
E-mail : _____
Signature : _____

or failing him / her

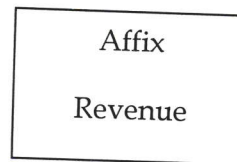
Name : _____
Address : _____
E-mail : _____
Signature : _____

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 Friday, the 10th November, 2017 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.	Approval of Members to change the CIN of the Company to reflect NBFC status of the Company.			

Signed this _____ day of _____ 2017

Signature of the shareholder



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.

