



POSTAL BALLOT NOTICE

[Pursuant to Section 108, Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

Dear Member(s),

Notice is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **“Rules”**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard on General Meetings (**“SS-2”**) read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as **“MCA Circulars”**) (including any statutory modification or re-enactment thereof for the time being in force, as amended from time to time) and pursuant to other applicable laws and regulations, the resolution appended seeking approval of the Members of Ventura Guaranty Limited (the **“Company”**) are proposed to be passed as an Ordinary Resolution through postal ballot process by electronic voting (**“E-voting”**).

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, for your consideration.

The Board of Directors at its meeting held on February 13, 2026 has appointed Mr. Roy Jacob, Proprietor of M/s. Roy Jacob & Co., Practicing Company Secretaries (Firm Registration No. S2009MH110800), Practicing Company Secretaries as the Scrutinizer (the **“Scrutinizer”**) for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

In Compliance with the requirements of the MCA Circulars and provisions of Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice (**“Notice”**) along with Explanatory Statement and remote e-voting instructions are being sent only through electronic mode to all those Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent (**“RTA”**) / Depositories / Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, March 13, 2026**. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

For the purpose of e-voting, the Company has engaged the services of Bigshare Services Private Limited (**“Bigshare”**) and Members are requested to follow the procedure as stated in the notes for casting of votes by e-voting. Accordingly, the Company is pleased to offer a remote E-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section **“General information and instructions relating to E-voting”** in this postal ballot notice (**“Postal Ballot Notice”**) to cast their vote electronically.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 a.m. IST on Wednesday, March 18, 2026
Conclusion of e-voting period	5.00 p.m. IST on Thursday, April 16, 2026

Ventura Guaranty Limited

E-voting will be blocked by Bigshare immediately thereafter and voting will not be allowed beyond the said date and time.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders, who have not yet registered their e-mail addresses, are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

The Scrutinizer will submit his report to the Chairman or any person authorised by him after the completion of scrutiny of the remote e-voting, and the results of the voting by Postal Ballot will be announced by the Chairman or any person authorised by him, within two working days from the conclusion of the remote e-voting period **i.e. on or before Monday, April 20, 2026.**

The said results along with the report of the Scrutinizer shall be displayed on the Company's website <https://venturaguaranty.com/> and websites of the Stock Exchange on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on website of Bigshare at <https://ivote.bigshareonline.com/notice-result-live>. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

To consider and approve the appointment of Mrs. Shilpa Majethia (DIN: 11539939) as a Non-Executive, Non-Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification (s), the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company as amended from time to time, Mrs. Shilpa Majethia (DIN: 11539939), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from February 13, 2026, and who is eligible for appointment and has consented to act as a Non-Executive, Non-Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors and Mrs. Sudha Ganapathy (CFO, Company Secretary & Compliance Officer) be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned or incidental thereto.”

For **Ventura Guaranty Limited**

Sd/-
Sudha Ganapathy
CFO, Company Secretary & Compliance Officer
Membership Number- A9342

Place: Thane

Date: February 13, 2026

Registered Office:

I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400 607, Maharashtra

CIN: L65100MH1984PLC034106,

Website: <https://venturagaranty.com/>, E-mail: corporate@ventura1.com

Tel: +91 22 6754 7000

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on Friday, March 13, 2026, ("**Cut-off date**") and whose e-mail IDs are registered with the Company/Depositories.
3. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the E-voting service facility arranged by Bigshare Services Private Limited. The instructions for E-voting are provided as part of this Postal Ballot Notice.
4. The voting rights of the shareholders shall be reckoned on the equity shares held by them as on Friday, March 13, 2026, being the "cut-off date" fixed for this purpose. The Postal Ballot Notice is being sent only electronically to all the shareholders, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on the close of working hours on the cut-off date, and any person who is not a shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
5. The Board of Directors at its meeting held on February 13, 2026 has appointed M/s Roy Jacob & Co, Practicing Company Secretaries as the scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot through E-voting process in a fair and transparent manner.
6. The postal ballot notice is also being uploaded on the Company's website viz., <https://www.venturaguaranty.com/>.
7. Shareholders who have not registered their e-mail address are requested to register the same. In respect of equity shares held in **dematerialised form**, the e-mail address may be registered with the respective **Depository Participant(s)**. In respect of equity shares held in **physical form**, shareholders are requested to register their e-mail address by writing to the Company's **Registrar and Share Transfer Agent, Bigshare Services Private Limited**, at **investor@bigshareonline.com** or at the address mentioned below, in accordance with the following procedure:

Physical Holding	<p>Shareholders holding shares in physical form are requested to submit Form ISR-1 for updating PAN, postal address with PIN, e-mail address and mobile number, including bank account details and demat details. Form ISR-1 is available on the website of the Company at: https://www.venturaguaranty.com/CompInfo/VGL-SHS%20INFO/ISR-1.pdf</p> <p>The duly filled-in form along with the relevant supporting documents as mentioned therein may be sent to the following address:</p> <p>Bigshare Services Private Limited Office No. S6-2, 6th Floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra, India</p>
------------------	---

VENTURA GUARANTY

	Ph: +91-22-6263 8200 Email: investor@bigshareonline.com
Demat Holding	Shareholders holding shares in dematerialised form are requested to contact their respective Depository Participant(s) for registration or updation of their e-mail address.

8. In accordance with the provisions of the MCA Circulars, shareholders can vote only through the Remote E-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, March 13, 2026 will be considered for the purpose of E-voting.
9. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
10. Shareholders desiring to exercise their vote through the E-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to E-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the E-voting process not later than 05:00 P.M. (IST) on Thursday, April 16, 2026 to be eligible for being considered, failing which it shall be deemed that no vote has been received from the shareholder.
11. The Scrutinizer will submit the report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through the E-voting process will be announced by the Chairman or any person authorised by him, on or before Monday, April 20, 2026 and will also be displayed on the website of the Company viz <https://venturaguaranty.com/>, besides being communicated to the Stock Exchange i.e. BSE Limited, Depositories and Registrar and Share Transfer Agent.
12. Shareholders can cast their vote online from 09.00 a.m. (IST) on Wednesday, March 18, 2026, till 05.00 p.m. (IST) on Thursday, April 16, 2026. Voting beyond the said date shall not be allowed and the E-voting facility shall be blocked.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Thursday, April 16, 2026 i.e., the last date specified for receipt of votes through the E-voting process.
14. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the E-voting process. Shareholders seeking to inspect such documents can send an email to corporate@ventura1.com.
15. The terms 'Member(s)' and 'Shareholder(s)' are used interchangeably in this Notice.

General information and instructions relating to E-voting:

- i. The voting period begins on Wednesday, March 18, 2026 and ends on Thursday, April 16, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, March 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of

VENTURA GUARANTY

	<p>all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).



Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on February 13, 2026, appointed Mrs. Shilpa Majethia (DIN: 11539939) as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from February 13, 2026, liable to retire by rotation, subject to the approval of the Members of the Company in accordance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Brief profile of Mrs. Shilpa Majethia is as under:

Mrs. Shilpa Majethia is a Commerce graduate from the University of Mumbai. She worked for a few years in the field of software development. On the capital markets front, she maintains a reasonably sized investment portfolio. She is passionate about the art of Ikebana, has completed four levels of Ikebana, and has been practicing as an Ikebanist for the past 17 years.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Shilpa Majethia for the office of Non-Executive Director of the Company.

Mrs. Shilpa Majethia has consented to act as a Non-Executive Director of the Company and has confirmed that (i) she is not disqualified from being appointed as a Director in terms of the provisions of the Act; and (ii) she has not been debarred or disqualified from being appointed or continuing as a Director of the Company by any order of the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority.

In terms of the provisions of the Act, any person appointed as an Additional Director holds office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of such appointment, whichever is earlier.

The Nomination and Remuneration Committee and the Board of Directors believe that her appointment will be beneficial to the Company. Accordingly, approval of the Members is being sought for the appointment of Mrs. Shilpa Majethia as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

Details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are provided in **Annexure I** to this Explanatory Statement.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.



Except Mrs. Shilpa Majethia and Mr. Hemant Majethia (spouse) and their relatives, to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

For Ventura Guaranty Limited

Place: Thane

Date: February 13, 2026

Sd/-
Sudha Ganapathy
CFO, Company Secretary & Compliance Officer
Membership Number- A9342

Registered Office:

I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400 607, Maharashtra

CIN: L65100MH1984PLC034106,

Website: <https://venturagaranty.com/>, E-mail: corporate@ventura1.com

Tel: +91 22 6754 7000

VENTURA GUARANTY

ANNEXURE- I

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mrs. Shilpa Majethia
Designation	Non-Executive, Non-Independent Director
DIN	11539939
Date of Birth Age (years)	January 11, 1970 (56 years)
Original date of appointment	February 13, 2026
Qualifications	Commerce graduate from the University of Mumbai.
Experience and expertise in specific functional area	Part of the Explanatory Statement
Remuneration Last Drawn (Excluding Sitting Fees)	NA
Number of Meetings of Board attended during the year i.e. F.Y. 2025-26	NA
Shareholding in Ventura Guaranty Limited including shareholding as a beneficial owner	9,986 (0.31%)
Relationship with other Directors / KMPs	Spouse of Mr. Hemant Majethia (Whole-time Director)
Terms and conditions of re-appointment and remuneration	Part of the Explanatory Statement
Directorships held in other companies in India	NA
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	None
Listed entities from which the person has resigned in the past three years	None