

# VENTURA GUARANTY

13<sup>th</sup> May, 2025

To,  
**BSE Limited**  
1<sup>st</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai- 400 001.  
**Scrip Code: 512060**

**Subject: Intimation under Regulation 44 of the Securities and Exchange Board of India  
(Listing Obligation and Disclosure Requirements) Regulations, 2015**

With reference to the above and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in terms of the provisions of Companies Act, 2013, the Company had provided Remote e-voting facility and E-voting facility at the National Company Law Tribunal convened meeting to its members on the resolution set out in the Notice dated 9<sup>th</sup> April, 2025 of the NCLT convened meeting of the Company held on Monday, the 12<sup>th</sup> May, 2025 at 12.00 PM through Video Conferencing (VC) and Other Audio Visual Means (OAVM).

Mr. Sanjay Shringarpure (FCS - Membership No.: 2857, COP No.: 6107), Practicing Company Secretary has been appointed by NCLT vide its Order dated 25<sup>th</sup> day of March, 2025 as a scrutiniser to conduct the remote e-voting process and voting during the meeting in a fair and transparent manner.

As per the Scrutinizers Report, the resolution contained in the Notice of the NCLT convened meeting of the Company have been passed with requisite majority by the Members.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the voting results along with the Consolidated Scrutinizer's Report on remote e-voting and E-voting at the meeting are enclosed herewith.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at [www.venturagaranty.com](http://www.venturagaranty.com) and the website of Bigshare at <https://ivote.bigshareonline.com>

The Meeting commenced on 12.00 p.m. and concluded the meeting at 12.27 p.m.

This is for your information and record.

Yours Faithfully,

**For Ventura Guaranty Limited**

**Sudha Ganapathy**  
Company Secretary and Compliance Officer  
Encl.: As above



VENTURA GUARANTY LIMITED

Registered/Correspondence Office: 8th Floor, B Wing, I Think Techno Campus, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400607

Website: <https://venturagaranty.com> | Tel: +91-22-67547000

CIN: L65100MH1984PLC034106



**DECLARATION OF VOTING RESULTS OF NATIONAL COMPANY LAW TRIBUNAL (NCLT)  
CONVENED MEETING OF THE COMPANY**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company had provided Remote E-voting facility and E-voting facility at the National Company Law Tribunal convened Meeting (NCLT convened Meeting) to its Shareholders as specified in the NCLT convened Meeting Notice dated 9<sup>th</sup> April, 2025 (“the said Notice”) read with the Explanatory Statement attached thereto.

Mr. Sanjay Shringarpure (FCS - Membership No.: 2857, COP No.: 6107), Practicing Company Secretary has been appointed by NCLT vide its Order dated 25<sup>th</sup> day of March, 2025 as scrutinizer to conduct the remote e-voting process and voting during the meeting in a fair and transparent manner.

The Scrutinizer has submitted his report on voting on 13<sup>th</sup> May, 2025 (“the said Report”) and based on the Scrutinizer’s Report and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following result is hereby announced to the members on 13<sup>th</sup> May, 2025:

1.	<b>Date of Declaration of Remote E-Voting and E-voting at the National Company Law Tribunal convened Meeting results</b>	13 <sup>th</sup> May, 2025		
2.	<b>Total Number of Shareholders as on Cut-Off date</b>	87		
3	<b>No. of shareholders present in the meeting either in person or through proxy</b>	0		
	<b>Promoter and Promoter Group</b>	0		
	<b>Public</b>	0		
4.	<b>No. of shareholders attended the meeting through video conferencing</b>	8		
	<b>Promoter and Promoter Group</b>	1		
	<b>Public</b>	7		
5.	<b>Details of the Agenda</b>	<b>Resolution required</b>	<b>Mode of Voting (E-voting)</b>	<b>Result</b>
(i)	To consider and, if thought fit, to approve the proposed Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders (‘Scheme’) under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (‘Act’) along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	Special	E-voting at the NCLT convened Meeting /Remote E-Voting	Passed with requisite majority

VENTURA GUARANTY LIMITED

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CIN: L65100MH1984PLC034106

# VENTURA GUARANTY

6.	Whether promoter/ promoter group are interested in the agenda/resolution?	No
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**Item No. 1:** to consider and, if thought fit, to approve the proposed Scheme of Merger by Absorption of Kashmir Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ('Scheme') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	22,13,644	16,91,086	76.39	16,91,086	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	22,13,644	16,91,086	76.39	16,91,086	0	100	0
<b>Public-Institutions</b>	<b>E-Voting</b>	0	0	0	0	0	0	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	0	0	0	0	0	0	0
<b>Public- Non Institutions</b>	<b>E-Voting</b>	9,81,156	9,26,606	94.44	9,26,606	0	100	0
	<b>Poll</b>		0	0	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	9,81,156	9,26,606	94.44	9,26,606	0	100	0
<b>Total</b>		31,94,800	26,17,692	81.93	26,17,692	0	100	0

As per the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and based on the said report of the Scrutinizer dated 13<sup>th</sup> May, 2025, I hereby declare that aforesaid Resolutions are duly passed with requisite majority.

**For Ventura Guaranty Limited**

**Sudha Ganapathy**  
Company Secretary and Compliance Officer

Encl: As above



VENTURA GUARANTY LIMITED



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH - IV

COMPANY SCHEME APPLICATION NO.

C.A.(CAA)/28 (MB)/2025

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to Section 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016

AND

In the matter of Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ('Scheme')

VENTURA GUARANTY LIMITED, a )  
company incorporated under the )  
provisions of the erstwhile Companies )  
Act, 1956, having its registered office at )  
8th Floor, B - Wing, I - Think Techno )  
Campus, Pokhran Road No 2, Behind )  
TCS, Off Eastern Express Highway, )  
Thane - 400 607, Maharashtra, India )  
CIN: L65100MH1984PLC034106 )... SECOND APPLICANT COMPANY



## SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai bench vide its order dated 25<sup>th</sup> day of March, 2025]

To,  
Mr. Manish Chhaganlal Patel,  
Chairperson  
(appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of VENTURA GUARANTY LIMITED)

**Sub: Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of Equity Shareholders of VENTURA GUARANTY LIMITED ("Company") convened pursuant to order dated 25<sup>th</sup> day of March, 2025 of the National Company Law Tribunal, Mumbai Bench on Monday, 12<sup>th</sup> May, 2025 at 12.00 p.m. IST through video conferencing (VC) / Other Audio-Visual Means ("OAVM") in Company Application No. CA (CAA) No. 28/MB/2025, seeking approval to the proposed Scheme of Merger by Absorption.**

Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal"), vide order dated 25<sup>th</sup> day of March, 2025 in Company Scheme Application No. CA(CAA)/28/MB/2025 ("Orders"), has *inter alia* directed VENTURA GUARANTY LIMITED (the "Company") to convene and hold a meeting of the Equity Shareholders of the Company ("Equity Shareholders") for the purpose of considering and approving the Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ('Scheme') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. through Video Conferencing ("VC") and/or any other audio-visual means. ("OAVM").

As per the directions in the said Orders and in terms of the notice of the meeting of Equity Shareholders dated 9<sup>th</sup> April, 2025 ("Notice"), the meeting of the Equity Shareholders was



convened and held on Monday, 12<sup>th</sup> May, 2025 at 12:00 p.m. IST through VC / OAVM (the "Meeting").

As directed by the Hon'ble Tribunal, the Company had provided the Equity Shareholders, the facility to vote on the resolution using an electronic voting system (i) remotely, before the Meeting, during the period specified in the Notice ("remote e-voting"); and (ii) at the Meeting ("e-voting at the meeting").

1. I, Sanjay Shringarpure, partner, PRS Associates, Company Secretary in practice (Membership No. FCS -2857 and CP No.-6107) have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the meeting on the proposed resolution contained in the Notice.

2. As a Scrutinizer, I have to scrutinize:

- (i) process of remote e-voting, before the Meeting using an electronic voting system on the dates referred to in the Notice calling the NCLT convened Meeting of Equity Shareholders (remote e-voting); and
- (ii) process of e-voting at the Meeting through electronic voting system (e-voting).

3. **Management's Responsibility**

The management of the Company and the Chairperson of the Meeting are responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder and (ii) the Orders. The management of the Company is also responsible for ensuring a secure framework and robustness of the electronic voting systems.

4. **Scrutinizer's Responsibility**

My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" and those votes which were declared "invalid" with respect to the resolution contained in the Notice, based on the reports generated from the e-voting system provided by Big share Services Private Limited ("Bigshare"), engaged by the Company as its authorised agency to provide facility for remote e-voting and e-voting at the meeting, and



information / papers / documents furnished to me electronically by the Company and/or Bigshare for my verification.

5. **Dispatch of Notice of NCLT convened meeting of Equity Shareholder:**

- a) The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent individually to all the Equity Shareholders whose names were registered with the Company as on the cut-off date by email, whose email id was registered with the Company on 10<sup>th</sup> April, 2025 and by Speed Post to those shareholders, whose email id was not registered with the Company on 11<sup>th</sup> April, 2025.
- b) As directed by the said Orders, the Company had published advertisements of the Notice in English newspaper viz. Business Standard (Mumbai Edition) and in Marathi newspaper viz. Navshakti (Mumbai Edition) on Friday 11<sup>th</sup> April, 2025 both having wide circulation in Mumbai and in the State of Maharashtra where the registered office of the Company is situated.
- c) The Company had also put on the Notice of the meeting on their website and also on the website of Stock Exchange i.e. BSE Limited (BSE) and also on the website of Bigshare Services Private Limited.

6. **Cut-off date**

The Equity Shareholders as on the cut-off date, as specified in the Notice, i.e., 5<sup>th</sup> May, 2025 ("**cut-off date**") were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to their shareholding as on the cut-off date.

7. **Quorum**

- i. As per NCLT Order dated 25<sup>th</sup> March, 2025, the Quorum fixed for the meeting of the Equity Shareholders of the Company shall be as prescribed under the provisions of Section 103 of the companies Act, 2013 i.e. 5 (Five) in number of the total Equity Shareholders of the Company.



ii. The requisite quorum was present for the meeting and the chairperson called the meeting to order.

8. **Remote e-voting process**

i. The remote e-voting, in accordance with the rules framed under the Act commenced on Friday, 9<sup>th</sup> May, 2025 at 9:00 a.m. (IST) (Server Time) and ended on Sunday, 11<sup>th</sup> May, 2025 at 5:00 p.m. (IST) (Server Time) and thereafter the remote e-voting module was disabled and blocked by Bigshare.

ii. In accordance with the rules framed under the Act, the facility of e-voting was also provided to the Equity Shareholders who were present at the Meeting.

iii. After the time fixed for closing of the e-voting at the meeting by the Chairperson, the electronic system recording the e-voting at the Meeting and remote e-voting was locked by Bigshare. The e-votes cast through e-voting at the meeting and remote e-voting were unblocked on 12<sup>th</sup> May, 2025 after the conclusion of the Meeting in the presence of two witnesses **Mr. Narayan Parekh** and **Mr. Rajan Shedekar** neither of whom are in the employment of the Company and/or Bigshare. They have signed herein below in confirmation of the same. The report on votes cast through e-voting at the Meeting and remote e-voting was generated from the website of Bigshare: <https://ivote.bigshareonline.com>. The votes cast through e-voting at the meeting and remote e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Details inter alia, the list of Equity Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of Bigshare i.e. <https://ivote.bigshareonline.com>. Based on the report generated by Bigshare and relied upon by me, the data relating to e-voting at the Meeting and remote e-voting was scrutinized on test check basis.

9. The consolidated results of remote e-voting and e-voting during the meeting by the Equity Shareholders scrutinized on test-check basis and relied upon by me, are as under:



(i) Voted in favour of the resolution

Mode of Voting	Number of Equity Shareholders	No. of Equity Shares	% of Equity Shares Voted
Remote E-voting	32	26,17,692	100
E-voting	0	0	0
<b>Total</b>	<b>32</b>	<b>26,17,692</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of Equity Shareholders	No. of Equity Shares	% of Equity Shares voted
Remote E-voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid / Abstain votes

Mode of Voting	Number of Equity Shareholders	No. of Equity Shares	% of Equity Shares voted
Remote E-voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

10. Based on the foregoing, the Resolution as mentioned hereinbelow forming part of the Notice dated 9<sup>th</sup> April, 2025 has been passed with requisite majority of Equity Shareholders of the Company i.e., 100% in numbers and 100% in value. The resolution is deemed to be passed with effect on 12<sup>th</sup> May, 2025.

*“RESOLVED THAT pursuant to the provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company and subject to compliance with various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,*

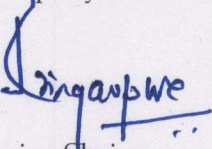


2015, applicable regulations of Reserve Bank of India, No Objection letter issued by Reserve Bank of India (RBI) dated 25<sup>th</sup> October, 2024 and the observation letter issued by BSE Limited dated 6<sup>th</sup> December, 2024, and other applicable laws/regulations/rules and the sanction of the National Company Law Tribunal, Mumbai bench ("NCLT" or "Tribunal") and/or such other competent authority, as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", ), the Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ("Scheme"), be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

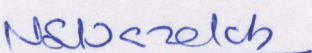
11. The list of Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been emailed to your good self and the physical copies thereof have been handed over to Mrs. Sudha Ganapathy, Company Secretary of the Company for safekeeping.

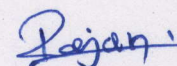
Thanking you,  
Yours faithfully,  
For PRS Associates.  
Company Secretaries

  
Sanjay Shringarpure  
Partner  
FCS No.: 2857  
CP No: 6107  
Scrutinizer for Remote E-voting and



Signature of Witnesses

1   
(Name Narayan Parekh)

2 

E-voting at the Meeting  
UDIN:F002857G000326169

(Name - Rajan Shedekar)

Countersigned by



Manish Chhaganlal Patel  
Chairperson appointed by Hon'ble  
Tribunal for the Equity Shareholders  
Meeting

Place: Thane  
Date: 13.05.2025



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH - IV

COMPANY SCHEME APPLICATION NO.

C.A.(CAA) / 28 (MB) / 2025

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to Section 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016

AND

In the matter of Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ('Scheme')

VENTURA GUARANTY LIMITED, a )  
company incorporated under the )  
provisions of the erstwhile Companies )  
Act, 1956, having its registered office at )  
8th Floor, B - Wing, I - Think Techno )  
Campus, Pokhran Road No 2, Behind )  
TCS, Off Eastern Express Highway, )  
Thane - 400 607, Maharashtra, India )  
CIN: L65100MH1984PLC034106 )

)... SECOND APPLICANT COMPANY



## SCRUTINIZER'S REPORT

[Pursuant to the directions of the National Company Law Tribunal, Mumbai bench vide its order dated 25<sup>th</sup> day of March, 2025 and in terms of Part - I(A) - (10)(a) and (10)(b) of SEBI Master Circular No. SEBI/HO/CFD/POD -2 /P/ CIR / 2023/93 dated June 20, 2023)

To,

Mr. Manish Chhaganlal Patel,

Chairperson

(appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of VENTURA GUARANTY LIMITED)

**Sub: Consolidated Report of the Scrutinizer on the remote e-voting and e-voting at the meeting of Equity Shareholders (Public Category) of VENTURA GUARANTY LIMITED ("Company") convened pursuant to order dated 25<sup>th</sup> day of March, 2025 of the National Company Law Tribunal, Mumbai Bench on Monday, 12<sup>th</sup> May, 2025 at 12.00 p.m. IST through video conferencing (VC) / Other Audio-Visual Means ("OAVM") in Company Application No. CA (CAA) No. 28/MB/2025, seeking approval to the proposed Scheme of Merger by Absorption.**

Dear Sir,

The Hon'ble National Company Law Tribunal, Mumbai Bench ("**Tribunal**"), vide order dated 25<sup>th</sup> day of March, 2025 in Company Scheme Application No. CA(CAA)/28/MB/2025 ("**Orders**"), has *inter alia* directed VENTURA GUARANTY LIMITED (the "**Company**") to convene and hold a meeting of the Equity Shareholders of the Company ("**Equity Shareholders**") for the purpose of considering and approving the Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ('Scheme') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 through Video



Conferencing ("VC") and/or any other audio-visual means. ("OAVM").

As per the directions in the said Orders and in terms of the notice of the meeting of Equity Shareholders dated 9<sup>th</sup> April, 2025 ("Notice"), the meeting of the Equity Shareholders was convened and held on Monday, 12<sup>th</sup> May, 2025 at 12:00 p.m. IST through VC / OAVM (the "Meeting").

As directed by the Hon'ble Tribunal, the Company had provided the Equity Shareholders, the facility to vote on the resolution using an electronic voting system (i) remotely, before the Meeting, during the period specified in the Notice ("remote e-voting"); and (ii) at the Meeting ("e-voting at the meeting").

1. I, Sanjay Shringarpure, partner, PRS Associates, Company Secretary in practice (Membership No. FCS -2857 and CP No.-6107) have been appointed as Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the meeting on the proposed resolution contained in the Notice.
2. As a Scrutinizer, I have to scrutinize:
  - (i) process of remote e-voting, before the Meeting using an electronic voting system on the dates referred to in the Notice calling the NCLT convened Meeting of Equity Shareholders (remote e-voting); and
  - (ii) process of e-voting at the Meeting through electronic voting system (e-voting).

### 3. Management's Responsibility

The management of the Company and the Chairperson of the Meeting are responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder and (ii) the Orders. The management of the Company is also responsible for ensuring a secure framework and robustness of the electronic voting systems.

### 4. Scrutinizer's Responsibility

My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting at the meeting) is restricted to making a Scrutinizer's report of the votes cast "in favour" or



“against” and those votes which were declared “invalid” with respect to the resolution contained in the Notice, based on the reports generated from the e-voting system provided by Big share Services Private Limited (“Bigshare”), engaged by the Company as its authorised agency to provide facility for remote e-voting and e-voting at the meeting, and information / papers / documents furnished to me electronically by the Company and/or Bigshare for my verification.

**5. Dispatch of Notice of NCLT convened meeting of Equity Shareholder:**

- a) The Notice, together with the documents accompanying the same, including the explanatory statement and the Scheme, was sent individually to all the Equity Shareholders whose names were registered with the Company as on the cut-off date by email, whose email id was registered with the Company on 10<sup>th</sup> April, 2025 and by Speed Post to those shareholders, whose email id was not registered with the Company on 11<sup>th</sup> April, 2025.
- b) As directed by the said Orders, the Company had published advertisements of the Notice in English newspaper viz. Business Standard (Mumbai Edition) and in Marathi newspaper viz. Navshakti (Mumbai Edition) on Friday 11<sup>th</sup> April, 2025 both having wide circulation in Mumbai and in the State of Maharashtra where the registered office of the Company is situated.
- c) The Company had also put on the Notice of the meeting on their website and also on the website of Stock Exchange i.e. BSE Limited (BSE) and also on the website of Bigshare Services Private Limited.

**6. Cut-off date**

The Equity Shareholders (Public Category) as on the cut-off date, as specified in the Notice, i.e., 5<sup>th</sup> May, 2025 (“cut-off date”) were entitled to vote on the resolution as set out in the Notice and their voting rights were in proportion to their shareholding as on the cut-off date.

**7. Quorum**



- i. As per NCLT Order dated 25<sup>th</sup> March, 2025, the Quorum fixed for the meeting of the Equity Shareholders of the Company shall be as prescribed under the provisions of Section 103 of the companies Act, 2013 i.e. 5 (Five) in number of the total Equity Shareholders of the Company.
- ii. The requisite quorum was present for the meeting and the chairperson called the meeting to order.

#### 8. Remote e-voting process

- i. The remote e-voting, in accordance with the rules framed under the Act commenced on Friday, 9<sup>th</sup> May, 2025 at 9:00 a.m. (IST) (Server Time) and ended on Sunday, 11<sup>th</sup> May, 2025 at 5:00 p.m. (IST) (Server Time) and thereafter the remote e-voting module was disabled and blocked by Bigshare.
- ii. In accordance with the rules framed under the Act, the facility of e-voting was also provided to the Equity Shareholders (Public Category) who were present at the Meeting.
- iii. After the time fixed for closing of the e-voting at the meeting by the Chairperson, the electronic system recording the e-voting at the Meeting and remote e-voting was locked by Bigshare. The e-votes cast through e-voting at the meeting and remote e-voting were unblocked on 12<sup>th</sup> May, 2025 after the conclusion of the Meeting in the presence of two witnesses **Mr. Narayan Parekh** and **Mr. Rajan Shedekar** neither of whom are in the employment of the Company and/or Bigshare. They have signed herein below in confirmation of the same. The report on votes cast through e-voting at the Meeting and remote e-voting was generated from the website of Bigshare: <https://ivote.bigshareonline.com>. The votes cast through e-voting at the meeting and remote e-voting were diligently scrutinized. The e-voting details were reconciled with the records maintained by the Company and the authorizations lodged with the Company. Details inter alia, the list of Equity Shareholders who voted "in favour" or "against" the resolution were generated from the e-voting website of Bigshare i.e. <https://ivote.bigshareonline.com>. Based on the report generated by Bigshare and relied upon by me, the data relating to e-voting at the Meeting and remote e-voting was



scrutinized on test check basis.

9. The consolidated results of remote e-voting and e-voting during the meeting by the Equity Shareholders (Public Category) scrutinized on test-check basis and relied upon by me, are as under:

(i) Voted in favour of the resolution

Mode of Voting	Number of Equity Shareholders (Public Category)	No. of Equity Shares	% of Equity Shares Voted
Remote E-voting	25	9,26,606	100
E-voting	0	0	0
<b>Total</b>	<b>25</b>	<b>9,26,606</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of Equity Shareholders (Public Category)	No. of Equity Shares	% of Equity Shares voted
Remote E-voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid / Abstain votes

Mode of Voting	Number of Equity Shareholders (Public category)	No. of Equity Shares	% of Equity Shares voted
Remote E-voting	0	0	0
E-voting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

10. Based on the foregoing, the Resolution as mentioned hereinbelow forming part of the Notice dated 9<sup>th</sup> April, 2025 has been passed with requisite majority of Equity Shareholders (Public Category) of the Company i.e., 100% in numbers and 100% in value. The resolution is deemed to be passed with effect on 12<sup>th</sup> May, 2025.

*"RESOLVED THAT pursuant to the provision of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory*



modification(s) or re-enactment thereof for the time being in force), and enabling provisions in the Memorandum and Articles of Association of the Company and subject to compliance with various Securities and Exchange Board of India (SEBI) Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable regulations of Reserve Bank of India, No Objection letter issued by Reserve Bank of India (RBI) dated 25<sup>th</sup> October, 2024 and the observation letter issued by BSE Limited dated 6<sup>th</sup> December, 2024, and other applicable laws/regulations/rules and the sanction of the National Company Law Tribunal, Mumbai bench ("NCLT" or "Tribunal") and/or such other competent authority, as may be applicable, and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", ), the Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited with Ventura Guaranty Limited and their respective shareholders ("Scheme"), be and is hereby approved.

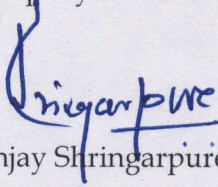
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

11. This Scrutinizer's report has been prepared in terms of Part - I(A) - (10)(a) and (10)(b) of SEBI Master Circular No. SEBI/HO/CFD/POD -2 /P/ CIR / 2023/93 dated June 20, 2023 **3**
12. The list of Equity Shareholders (Public Category) who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting have been



emailed to your good self and the physical copies thereof have been handed over to Mrs. Sudha Ganapathy, Company Secretary of the Company for safekeeping.

Thanking you,  
Yours faithfully,  
For PRS Associates.  
Company Secretaries



Sanjay Shringarpure  
Partner

FCS No.: 2857

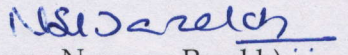
CP No: 6107

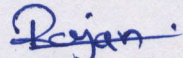
Scrutinizer for Remote E-voting and  
E-voting at the Meeting

UDIN:F002857G000327181



Signature of Witnesses

1   
(Name Narayan Parekh)

2   
(Name - Rajan Shedekar)

Countersigned by



Manish Chhaganlal Patel  
Chairperson appointed by Hon'ble  
Tribunal for the Equity Shareholders  
Meeting

Place: Thane

Date: 13.05.2025