

VENTURA GUARANTY

Date: September 8, 2025

BSE Limited

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

Scrip Code: 512060

ISIN: INE139J01019

Subject: Intimation of the 41st Annual General Meeting:

Dear Sir/Madam,

This is to inform you that the 41st Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, September 30, 2025, at 11.00 a.m. (IST) at I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400 607.

Accordingly, the Annual Report for the financial year ended March 31, 2025 including therein the Audited Financial Statements for the financial year ended March 31, 2025, are being sent only by email to all the Members of the Company whose email address is registered with their respective Depository Participant/s.

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/ Depository Participant(s) providing the web-link / QR Code from where the Annual Report can be accessed on the Company's website.

AGM information at glance:

Particulars	Details
Mode	Physical
Time and date of the AGM	Tuesday, September 30, 2025, at 11.00 a.m. (IST)
Dividend Rate	Final Dividend of Rs. 4.5/- (45%) per equity share
Dividend Payment timeline	on/after September 30, 2025, within 30 days
Record date for final dividend	Friday, September 12, 2025
Cut-off date for e-voting	Tuesday, September 23, 2025
E-voting start time and date	Saturday, September 27, 2025 at 9:00 a.m. (IST)
E-voting end time and date	Monday, September 29, 2025 at 5:00 p.m. (IST)

This intimation is also being uploaded on the Company's website at www.venturagaranty.com

This is for your information and records.

Thanking you

Yours faithfully

For Ventura Guaranty Limited



SUDHA GANAPATHY

CFO, COMPANY SECRETARY & COMPLIANCE OFFICER

Membership No: A9342

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

Cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited
3. Bigshare services private limited

Ventura Guaranty Limited

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

Telephone: +91-22-6754 7000 / 2549 8500 | Email: corporate@ventura1.com | Website: www.venturagaranty.com | CIN: L65100MH1984PLC034106

Notice

Notice is hereby given that the Forty-first Annual General Meeting of Ventura Guaranty Limited will be held on Tuesday, September 30, 2025 at I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400 607 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

FINANCIALS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon;
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon;

DIVIDEND:

3. To declare a Final Dividend of Rs. 4.5/- (45%) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2025.

RETIREMENT BY ROTATION:

4. To appoint a Director in place of Mr. Jaidev Shroff (DIN: 00191050), who retires by rotation and being eligible, seeks reappointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to reappoint Mr. Jaidev Shroff (DIN: 00191050) as a director, who is liable to retire by rotation."

RE-APPOINTMENT OF STATUTORY AUDITORS:

5. To approve the re-appointment of M/s. G. K. Choksi and Co (Firm Registration No. 125442W), Chartered Accountants as the Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolutions as an Ordinary Resolutions.

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014, and such other rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. G. K. Choksi and Co, Chartered Accountants, (ICAI Firm Registration No. 125442W), be and is hereby re-appointed as Statutory Auditors of the Company to hold office for a second consecutive term of five consecutive years from the conclusion of the Forty First Annual General Meeting till the conclusion of the Forty Sixth Annual General Meeting of the Company to be held in the year 2030 at such remuneration as may be mutually agreed by the Board of Directors of the Company and Statutory Auditors based on the recommendation of the Audit Committee from time to time;"

SPECIAL BUSINESS:**APPOINTMENT OF SECRETARIAL AUDITOR:**

6. Appointment of M/s. Roy Jacob & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolutions as an Ordinary Resolutions.:

“RESOLVED THAT pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 other applicable laws/statutory provisions if any as amended from time to time and based on the recommendation of the Audit Committee and the Board of Directors, the approval of the Members be and is hereby accorded for the appointment of M/s. Roy Jacob & Co., Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years from the conclusion of the Forty First Annual General Meeting till the conclusion of the Forty Sixth Annual General Meeting of the Company to be held in the year 2030 at such remuneration as may be mutually agreed by the Board of Directors of the Company and Secretarial Auditors based on the recommendation of the Audit Committee from time to time.”

For **Ventura Guaranty Limited**

Sudha Ganapathy

CFO, Company Secretary & Compliance Officer

Registered Office:

8 th floor, B-Wing, I-Think Techno Campus,
Pokhran Road No. 2, Off Eastern Express Highway,
Thane- 400607
CIN: L65100MH1984PLC034106

Date : August 14, 2025

Place : Thane

NOTES:**EXPLANATORY STATEMENT:**

1. The Explanatory Statement pursuant to regulation 36(5) of the SEBI Listing Regulations, setting out material facts concerning the Item No. 5 & Item No. 6 of the Notice is appended hereto.

PROXIES AND ATTENDANCE:

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.**

- 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.
- 3.

- The instrument appointing a proxy, duly completed, must be deposited with the Company at its Registered Office not less than 48 hours before the time of commencement of the Meeting. A proxy form is enclosed herewith.
- 4.

- Pursuant to the provisions of Section 105(8) of the Companies Act, 2013, during the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 5.

- Members / Proxies / Authorized Representative should bring the duly filled Attendance Slip enclosed herewith to attend the meeting along with their copy of Annual Report.
- 6.

- Corporate members are requested to send at the Registered Office of the Company or a scanned copy (in JPEG / PDF format) to the Company's Registrar and Share Transfer Agent at vinod.y@bigshareonline.com with a copy marked to corporate@ventura1.com, a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the general meeting.
- 7.

STATUTORY REGISTERS AND INSPECTION:

8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
9. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

DIVIDEND & TAXATION:

10. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting will be paid within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Member as on September 12, 2025.

DIVIDEND & TAXATION:

11. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other permitted means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant / Bankers' cheque / demand draft to such Members, subject to availability of postal services and / or courier services.
12. Pursuant to the amendments in the Income Tax Act, dividend income is taxable in the hands of the shareholders from 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at corporate@ventura1.com.
13. Members wishing to claim dividend, which has remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents/ Company Secretary at the Company's Registered Office. Members are requested to note that dividend not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

TDS

14. In terms of the provisions of the Income Tax Act, 1961, dividend shall be taxed in the hands of shareholders at applicable rates of tax, if the amount of dividend exceeds Rs. 10,000 and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders.
15. A separate email communication was sent to the members on Monday, September 8, 2025 informing the relevant procedure to be adopted by them/ documents to be submitted for availing the applicable tax rate.
16. Resident and non-resident shareholders may download the tax-exemption documents from [HYPERLINK"https://www.bigshareonline.com/resources-sebi_circular.aspx?utm_source=chatgpt.com#parentHorizontalTab3%7CChildVerticalTab_37"](https://www.bigshareonline.com/resources-sebi_circular.aspx?utm_source=chatgpt.com#parentHorizontalTab3%7CChildVerticalTab_37) and email the completed documents to tds@bigshareonline.com.
17. Members are requested to note that in case the tax on dividend is deducted at a higher rate in absence of receipt of the requisite details/documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

NOMINATION / KYC / PAN / DEMATERIALISATION

18. 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 to avail the said facility.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent

19. 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.

Electronic Dispatch of Annual Report and Process for Registration of e-mail Id for obtaining the Annual

20. Report:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through

electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). Further, as per MCA General Circular no. 03/2022 dated 5th May, 2022 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Physical copy of AGM Notice and Annual Report will be sent to the Members on their request, who have not registered their e-mail address with the Company or Depository Participant(s). Members may note that the Notice of the Meeting and the Annual Report 2024-25 is available on the Company's website www.venturaguaranty.com, website of the Stock exchange i.e. BSE i.e., www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited i.e. <https://ivote.bigshareonline.com/notice-result-live> Members who have not registered their e-mail address with the Company or their Depository Participant are requested to register their e-mail address in the following manner:

For shares held in Physical form	Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
For shares held in Dematerialized form	The Members holding shares in electronic mode are also requested to register/ update their email address, PAN and Bank Account details with the Depository Participant where their respective dematerialised accounts are maintained.

Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios on or after April 1, 2023 with Register and Share Transfer Agent.

21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can write to the Registrar and Share Transfer Agent with their PAN details.
23. Members may note that, as mandated by SEBI, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the Company, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.
24. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH13 to the Registrar and Share Transfer Agent. The said form is available on the Company's website. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

Form ISR – 3: For opting out of nomination by shareholder(s)

Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility

COMMUNICATION AND QUERIES:

25. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2024-25 will be available on the Company's website www.venturagaranty.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members, who have any queries, may write to the Company at corporate@ventura1.com

AGREEMENT DISCLOSURE:

26. In accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members are required to disclose any agreements entered into by them with respect to the transfer of shares and voting rights. Members who have entered into such agreements are requested to notify the Company within the prescribed timelines.

VOTING & SCRUTINIZER:

27. Pursuant to Section 108 of the Companies Act, 2013 and relevant Rules framed there under as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at Annual General Meeting by electronic means. The Members whose name appears in the Registers of Members / list of Beneficial Owners as on Tuesday, September 23, 2025, being the cutoff date, are entitled to vote on Resolutions set forth in the Notice. Person who is not a Member as on the cut off date should treat this Notice for information purposes only. Members may cast their votes on electronic system from any place other than venue of the meeting (remote-e-voting). The remote e-voting period will commence at 9.00 A.M. on Saturday, September 27, 2025 and will end at 5.00 P.M. on Monday, September 29, 2025. In addition, the facility for voting through electronic means shall be made available at the venue of Annual General Meeting and the members attending who have not already cast their vote by remote e-voting shall be eligible to vote at the Annual General Meeting.
28. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2025 are requested to write to the Company at least 5 days before the date of the Annual General Meeting, so as to enable the management to keep the information ready.
29. The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
30. Mr. Roy Jacob, (Certificate of Practice No. 8220) Proprietor of M/s. Jacob & Co., Practicing Company Secretaries, is appointed as a Scrutinizer to scrutinize the voting and remote e- voting process, in a fair and transparent manner.
31. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting electronically with the assistance of scrutinizer, for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
32. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall then provide a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

33. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.venturaguaranty.com. The Company shall simultaneously forward the results to the Stock Exchanges where the Company's shares are listed.
34. Members who hold shares in dematerialised form are requested to direct any change of address/bank mandate to their respective Depository Participant.

DIRECTORS' INFORMATION & VENUE

35. Additional information, pursuant to regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure to the Notice. The Directors have furnished consent/ declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2025 are requested to write to the Company at least 5 days before the date of the Annual General Meeting, so as to enable the management to keep the information ready.
36. Route map and prominent land mark for easy location of venue of the Annual General Meeting is provided in the Annual Report.

In case of joint holders participating at the AGM together, only such joint holder who is higher in the order of names will be entitled to vote.

VOTING THROUGH ELECTRONIC MEANS

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

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Saturday, September 27, 2025 and ends on Monday, September 29, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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.

iv. 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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 & ew System Myeasi Tab and then use your existing my easi username & password.</p> <p>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 all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>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>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsdl.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.</p>

	<p>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</p> <p>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.</p> <p>3) 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>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	<p>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.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.</p>

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 **'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.

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

For **Ventura Guaranty Limited**

Sudha Ganapathy

CFO, Company Secretary & Compliance Officer

Registered Office:

8 th floor, B-Wing, I-Think Techno Campus,
Pokhran Road No. 2, Off Eastern Express Highway,
Thane- 400607
CIN: L65100MH1984PLC034106

Date : August 14, 2025

Place : Thane

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 5:**

The shareholders of the Company, at the Annual General Meeting ("AGM") held on September 30, 2022, had approved the appointment of M/s. G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 125442W), as the Statutory Auditors of the Company for a term of three financial years, up to the conclusion of the 41 st Annual General Meeting. As their present tenure concludes at the said meeting, the Board of Directors, at its meeting held on August 14, 2025, has recommended to the shareholders the re-appointment of M/s. G. K. Choksi & Co. for a second term of five consecutive financial years i.e. from the conclusion of the 41 st AGM until the conclusion of the 46 th AGM of the Company to be held in the year 2030.

M/s. G K Choksi & Co, Chartered Accountants, have confirmed that they meet the eligibility criteria and are free from any disqualifications as specified under Section 141 of the Companies Act, 2013 and have affirmed their independent status.

BRIEF PROFILE OF THE STATUTORY AUDITORS:

M/s. G.K. Choksi & Co., Chartered Accountants, Mumbai Established in 2004, GKC is built on values of professionalism, integrity, and accountability. The firm offers a comprehensive range of services, including Audit & Assurance (statutory, tax, and internal audits, due diligence, Ind AS & IFRS compliance), Taxation & Regulatory Services (direct, indirect, and international taxation, transfer pricing, representation before authorities), Business Advisory (M&A, corporate restructuring, financial planning, transaction advisory), and Litigation Support (tax disputes and resolution). The firm has four partners, collectively bringing expertise in international taxation, mergers and acquisitions, cross-border and expatriate taxation, transaction structuring, transfer pricing, compliance management, corporate restructuring, and sector specific advisory across industries

The proposed remuneration to be paid to Statutory Auditors for the financial year 2025-26 is Rs. 3,00,000 plus applicable taxes(Excluding Non Audit Fees). There is no material change in the remuneration proposed to be paid to Statutory Auditors for the Financial Year 2025-26 as compared to the remuneration paid to them for the financial year 2024-25. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by Firm to conduct the audit effectively.

The Board of Directors in consultation with the Audit Committee may fix the remuneration for the Financial Year 2026-27 to 2029-30 and may alter and vary the terms and conditions of appointment including remuneration in such a manner as may be mutually agreed with the Statutory Auditor.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

In terms of Section 139 read with Sections 141, 142 of the Act, appointment of a Statutory Auditor is subject to approval of shareholders by way of Ordinary Resolution.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in item no. 5 of the notice.

ITEM NO. 6:

Pursuant to the recent amendments in Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), vide SEBI Circular No. SEBI/LAD-NRO/GN/2024/218 dated December 12, 2024, a listed entity is required to appoint/re-appoint (i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or (ii) a Secretarial Audit Firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of shareholders in the AGM.

As on March 31, 2025, since the Company's paid-up share capital is less than Rs. 10 crores and turnover are less than Rs. 25 crores, the provisions relating to corporate governance are not applicable. However, in view of the ongoing merger with Kashmira Investment and Leasing Private Limited, which upon approval will enhance the Company's net worth beyond Rs. 25 crores, the Board of Directors, at its meeting held on May 30, 2025, has voluntarily adopted the requirements of Regulation 24A and recommended the appointment of M/s. Roy Jacob & Co., Company Secretaries, as Secretarial Auditor for one term of five consecutive financial years.

BRIEF PROFILE OF SECRETARIAL AUDITORS:

M/s. Roy Jacob & Co. is a proprietorship firm of Company Secretaries providing professional services in corporate compliance and governance. The firm offers a wide spectrum of secretarial and regulatory services including company formation, ROC filings, compliance under the Companies Act, 2013, SEBI regulations, FEMA, and other allied corporate laws. With a client- focused approach and in-depth domain expertise, the firm ensures timely and accurate compliance support to listed and unlisted entities across diverse sectors.

M/s. Roy Jacob & Co. has given its consent to act as the Secretarial Auditors of the Company and has confirmed that its appointment, if approved by the shareholders would be within the limits specified by Institute of Company Secretaries of India (ICSI) and that it is not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of Regulation 24A of SEBI Listing Regulations. The Firm has also confirmed that it has undergone the peer review process of the ICSI and holds a valid certificate issued by the 'Peer Review Board' of the ICSI.

The proposed remuneration to be paid to Secretarial Auditors for the financial year 2025-26 is Rs. 65,000 plus applicable taxes. There is no material change in the remuneration proposed to be paid to Secretarial Auditors for the Financial Year 2025-26 as compared to the remuneration paid to them for the financial year 2024-25. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required by Firm to conduct the audit effectively.

The Board of Directors in consultation with the Audit Committee may fix the remuneration for the Financial Year 2026-27 to 2029-30 and may alter and vary the terms and conditions of appointment including remuneration in such a manner as may be mutually agreed with the Secretarial Auditor.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in item no. 6 of the notice.

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AT AGM
[In pursuance of Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2]

Name of the Director	Mr. Jaidev Shroff
DIN	00191050
Designation	Non Executive Director
Age	59 years
Profile & Expertise in specific functional areas	Mr. Jaidev Shroff is well-recognized global leader in the chemical , agri-inputes & other industries with over 35 years of experience in India and internationally.
Original date of appointment as Director	January 5, 1993
Qualification	Science Graduate
Terms and Conditions of Appointment/re-appointment	To be appointed as Director liable for retire by rotation.
Details of Remuneration sought to be paid	-
Remuneration last drawn	-
Number of Meetings of Board attended during the year i.e. F.Y. 2024-25	3 out of 14
Shareholding in Ventura Guaranty Limited including shareholding as a beneficial owner	2,85,000 Equity Shares (8.92%)
Relationship with other Directors	Mrs. Sandra Rajnikant Shroff (Mother of Mr. Jaidev Shroff)
Directorships held in other companies in India	<ul style="list-style-type: none"> - Superform Chemistries Limited, - UPL Sustainable Agri Solutions Limited, - Advanta Enterprises Limited, - Shroff Envirotral Private Limited, - Demuric Holdings Pvt Ltd, - JRF Research Private Limited, - Nivi Trading Limited, - UPL Limited, - Uniphos Enterprises Limited, - Agrocel Industries Private Limited,
Membership/ Chairmanship of committees in companies in India (Statutory Committee)	<p>Advanta Enterprises Limited Audit Committee , NRC Member</p> <p>UPL Sustainable Agri Solutions Limited Audit Committee Member, Sustainability Committee Chairman</p>
Names of other listed entities in which the Director also holds directorship and membership of Committees of the Board along with names of listed entities from which the Director has resigned in the past	<ul style="list-style-type: none"> -Nivi Trading Limited - UPL Limited, - Uniphos Enterprises Limited

Resolution No.	Resolution	No. of Shares	Vote	
			FOR	AGAINST
Ordinary Business				
1)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon			
2)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon			
3)	To declare a Final Dividend of Rs. 4.5/- (45%) per equity share of the face value of Rs. 10/- each for the financial year ended March 31, 2025.			
4)	To appoint a Director in place of Mr. Jaidev Shroff (DIN: 00191050), who retires by rotation and being eligible, seeks reappointment			
5)	To approve the re-appointment of M/s. G. K. Choksi and Co (Firm Registration No. 125442W), Chartered Accountants as the Statutory Auditors of the Company .			
Special Business				
6)	Appointment of M/s. Roy Jacob & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company.			

Signed this _____ day of _____ 2025

Signature of the Shareholder

Signature of the Proxy Holder(s)

**Affix
Revenue
Stamp**

VENTURA GUARANTY LIMITED

Registered Office: I-Think Techno Campus, 8 th Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400607
Telephone No.: 022-67547000
Website: www.venturagaranty.com; **E-mail:** Corporate@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 Forty-first Annual General Meeting of the Company at I-Think Techno Campus, 8th Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400607 on Tuesday, September 30, 2025 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.
Members are requested to bring their copies of the Annual Report.

ROUTE MAP TO VENUE OF THE MEETING

