

VENTURA GUARANTY

Date: December 18, 2024

BSE Limited

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

Scrip Code: 512060

Dear Sir / Madam,

Sub.: Postal Ballot for Re-Appointment of Mr. Hemant Majethia as Whole Time Director.

Pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing here with the Postal Ballot Notice for seeking approval of Members of the Company for Reappointment of Mr. Hemant Majethia as Whole Time Director.

The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 13 December, 2024. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The voting period will commence from Thursday, December 19, 2024 at, IST at 9.00 a.m. and will end on Friday, January 17, 2025, IST at 5.00 p.m.

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You are requested to kindly take the above information on record. Thanking You,

Yours faithfully,

For VENTURA GUARANTY LIMITED,



SUDHA GANAPATHY
COMPLIANCE OFFICER & COMPANY SECRETARY

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and all 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"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (**"MCA"**) General Circulars No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No.22/2020 dated 15th June 2020, No.33/2020 dated 28th September 2020, No.39/2020 dated 31st December 2020 and No. 10/2021 dated 23rd June, 2021, respectively, (**collectively referred to as "MCA Circulars"**) and subject to other applicable laws and regulations, that the Resolution appended below is proposed to be passed by Members by way of Postal Ballot only through Remote E-voting. In view of the ongoing COVID-19 pandemic requiring social distancing, MCA has in terms of the above Circulars advised the companies to take all decisions requiring Members' approval, by way of Postal Ballot through Remote E-voting mechanism in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of Members at a common venue.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr. Roy Jacob (FCS-9017/CP-8220) of M/s Roy Jacob & Co., Company Secretaries, Mumbai as the Scrutinizer (the **"Scrutinizer"**) for conducting the postal ballot process (only through e-voting), in a fair and transparent manner.

In compliance with the provisions of Sections 110 and 108 of the Act, read with Rules 20 and 22 of the Management Rules and MCA Circulars and further to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The Company has engaged the services of Bigshare Services Private Limited as its agency for providing e-voting facility to the Members of the Company. The period for voting through e-voting starts from 19th December, 2024 at 9.00 A.M. IST and ends on 17th January, 2025 at 5.00 P.M IST.

The Scrutinizer will submit his report to the Chairman, after completion of scrutiny of postal ballot (e-voting) in a fair and transparent manner. The results of the postal ballot

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will be announced by the Chairman or in his absence by any of the Directors duly authorized by the Board on or before 20 January, 2025 at the Registered Office of the Company. The results of the postal ballot along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and communicated to BSE Limited (the "BSE") where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website (<https://venturaguaranty.com>)

Ordinary Resolution:

RE-APPOINTMENT OF MR. HEMANT MAJETHIA (DIN: 00400473) AS WHOLE-TIME DIRECTOR

"RESOLVED THAT pursuant to Section 196, 197, and 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force), read with Schedule V to the Companies Act, 2013, and on the recommendation of the Nomination and Remuneration Committee, and subject to such other Statutory approvals as may be required, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Hemant Majethia as Whole-Time Director of the Company for a period of 5 (Five) years with effect from October 20, 2024 to October 19, 2029, on such terms and conditions as may be agreed upon between the Company and Mr. Hemant Majethia."

"RESOLVED FURTHER THAT during the term of Mr. Hemant Majethia as Whole-Time Director of the Company, he shall be paid no remuneration however he shall be entitled to reimbursement of any expenses incurred for the Business of the Company."

"RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to digitally sign and file necessary forms with the Registrar of Companies and to do all such acts, deeds, and things as deemed expedient in this regard"

By order of the Board

For VENTURA GUARANTY LIMITED,



SUDHA GANAPATHY
COMPLIANCE OFFICER & COMPANY SECRETARY

Date: December 18, 2024

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BRIEF PROFILE OF MR. HEMANT MAJETHIA	
Name of Director	Hemant Majethia
Reason for change (appointment)	Re-Appointment
Date of appointment and Terms of appointment	October 20, 2024 Appointed for a period of 5 years from October 20, 2024 to October 19, 2029, (both days inclusive), subject to approval of the Shareholders of the Company.
Disclosure of relationship between Directors inter-se	None
Brief Profile	With over 2 decades of experience in capital market intermediation and equity research, Hemant Majethia is well connected and respected in market circles for his technocratic approach to stock broking. He is a chartered accountant by qualification and has been instrumental in the development of the online platform "POINTER", the mobile app and other digital initiatives of the Group.
Declaration	In accordance with SEBI instructions to Stock Exchanges dated June 14, 2018, we confirm that Mr. Hemant Majethia is not debarred from holding the office of Director of the Company, by virtue of any SEBI order or any other such authority

NOTES:

1. The Notice is being sent to all the Members, whose names appear in the register of members/ list of beneficial owners, as on the close of working hours on December 13, 2024 ("**Cut Off Date**"), as received from NSDL and Central Depository Services (India) Limited ("CDSL") and those members holding physical shares, whose details as available with the Company/ the registrar and share transfer agent. Any person who is not a Member of the Company as on date specified above shall treat the Notice for information purposes only.
2. Members who have registered their e-mail IDs with depositories / with the Company/ with the registrar and share transfer agent are being sent this Notice by e-mail and the Members who have not registered their e-mail IDs are requested to

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update the same as early as possible. In terms of MCA Circulars, no Postal Ballot Notice in physical mode will be sent/dispatched to the members.

3. Members who have not registered their email address with the Company or Depositories, may complete the email registration process as under:
 - i) The members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Bigshare Services Pvt Ltd. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at investor@bigshareonline.com
 - ii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants by following the procedure prescribed by the Depository Participant.
4. In case of any grievance / clarification, Members may contact the Company Secretary at the contact details given hereinabove.
5. In The Postal Ballot Notice will also be placed on the website of the Company, <https://venturaguaranty.com>
6. Instructions for voting are given at the end of this Notice:

E-voting Process:

Bigshare i-Vote E-Voting System

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Thursday, December 19, 2024 at 9.00 A.M** and ends on **Friday, January 17, 2025 at 5.00 P.M.** 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 **Friday, December 13, 2024** 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

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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

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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.

- 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.

Individual Shareholders holding securities in demat mode with NSDL

- 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.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.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

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	<p>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>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:

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- 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.

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- 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.

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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: 1800 22 54 22, 022-62638338

The Scrutinizer will submit the results to the Chairman or any authorized person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before

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Monday, January 20, 2025 at the Registered Office of the Company.

The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website <https://venturaguaranty.com> and shall be communicated to the Stock Exchanges where the Company's shares are listed.

Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

ContactDetails:

Company : Ventura Guaranty Limited
sudha.ganapathy@ventura1.com or call on 022 67547000.

Registrar and Transfer Agent : Bigshare Services Pvt Ltd
investor@bigshareonline.com or call on 022 6263 8200

e-Voting Agency :

Scrutinizer: Roy Jacob & Co
royjacobandco@gmail.com or call on 022 40058178

Encl.: As Above

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