

VENTURA GUARANTY

September 09, 2024

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

Scrip Code: 512060

Dear Sir/Madam,

**Sub: Notice of Fortieth Annual General Meeting of the Company for the Financial
Year 2023-24**

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the Fortieth Annual General Meeting of the Company to be held on Monday, September 30, 2024 at its Registered Office situated at I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) – 400 607, Maharashtra.

We request you to take the same on your record.

Thanking You,

Yours faithfully,

For VENTURA GUARANTY LIMITED



SUDHA GANAPATHY
COMPANY SECRETARY & COMPLIANCE OFFICER



Encl: As Above

VENTURA GUARANTY LIMITED

NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of Ventura Guaranty Limited will be held on Monday, September 30, 2024 at 10:00 A.M. at I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400 607, Maharashtra to transact the following business:

Ordinary Business

- 1) To receive, consider, approve and adopt the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement and Statement of Changes in Equity for the year ended on that date, both on Standalone and Consolidated basis, together with the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sajid Malik (DIN:00400366), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Hemant Majethia (DIN: 00400473), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To ratify appointment of Statutory Auditors of the Company.

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment of G K Choksi & Co, Chartered Accountants, (ICAI Registration No: 125442W), be and is hereby ratified as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration as may be determined by the Board of Directors in consultation with the Auditors who have confirmed their eligibility to be appointed as such, in terms of provisions of Section 141 of the Act and Rule 4 of The Companies (Audit and Auditors) Rules, 2014 .”

- 5) To declare dividend for the Financial Year ended March 31, 2024.

SPECIAL BUSINESS

- 6) Regularization of Mr. S. Ramakrishnan (Non- Executive Director) (DIN: 10767911) as an Independent Director

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. S. Ramakrishnan (DIN: 10767911), a Non-Executive Independent Additional Director of the Company, who is eligible for appointment as Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a period of Five consecutive years commencing from September 30, 2024 upto September 29, 2029, not liable to retire by rotation.”



For VENTURA GUARANTY LIMITED

A handwritten signature in blue ink, appearing to read "Sudha Ganapathy".

**SUDHA GANAPATHY
COMPANY SECRETARY
& COMPLIANCE OFFICER**

Place : Thane

Date : September 05, 2024

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NOTES:

1. 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.

2. 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 intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.

7. 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.

8. 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.

9. Notice is also given under section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Register of Members and the Share Transfer Books of the Company will remain

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closed from September 23, 2024 to September 30, 2024 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

10. 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.

11. Pursuant to Section 72 of the Companies Act, 2013, Members are entitled to make a nomination in respect of shares held by them in physical form. Members desirous of making nominations may procure the prescribed Form SH-13 from the Registrar and Transfer Agent of the Company. Members holding shares in electronic form may contact their respective depository participants for availing the said facility.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.

13. The Government took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Notice of the Annual General Meeting and instructions for E-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the members whose E-mail Addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their E-mail Addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the year 2023-24 will be available on the Company's website <https://venturaguaranty.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 investors.vgl@ventura1.com

15. Members desiring any information relating to Annual Accounts of the Company for the year ended March 31, 2024 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.

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16. 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 there under.

17. VOTING THROUGH ELECTRONIC MEANS

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

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

- i. The voting period begins at 9:00 A.M, Friday, September 27, 2024 and ends at 5:00 P.M, Sunday, September 29, 2024. 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 Sunday, September 22, 2024 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.

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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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

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

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recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 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>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> |

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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 022-23058738 and 22-23058542-43. |
| 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

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.

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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 "INFAVOUR", "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".

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

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

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

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

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

Investor Mapping:

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

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

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

Investor vote File Upload:

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

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Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|---|--|
| Shareholders 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. |


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INSTRUCTIONS FOR VOTING THROUGH BALLOT

- 1) Further, in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and the Listing Regulations, those Members who do not have access to remote e-voting facility, may convey their assent or dissent in writing in respect of the resolutions as set out in this Notice, by using the enclosed Ballot Form sent along with this Notice. The last date for receiving the Ballot Form will be Saturday, September 28, 2024 on or before 12:00 Noon. Ballot Forms received after this date shall not be considered.
- 2) A Shareholder may download a copy of the Ballot Form forming part of the Annual Report from the website of the Company.
- 3) Detailed instructions for voting are provided in the Ballot Form.
- 4) The Members who have not casted their votes either electronically or through ballot form, can exercise their voting right at the AGM.
- 5) A Member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a Member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.



FOR VENTURA GUARANTY LIMITED



**SUDHA GANAPATHY
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Registered Office:

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

Place : Thane

Date : September 05, 2024

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ANNEXURE**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Details of Director Seeking Re-appointment at the Annual General Meeting**

| Sr. No. | Particulars | |
|----------------|--|---|
| 1. | Name of the Director | Mr. Sajid Malik |
| 2. | Date of Birth | 01/04/1964 |
| 3. | Date of Appointment | 01/12/1993 |
| 4. | Qualification | B. Com, ACA, OPM (Harvard University, Boston) |
| 5. | Expertise in specific functional areas | Mr. Sajid Malik has varied experience in corporate advisory, structured finances. He has an international exposure to developed markets in Europe, US and the Far East. His expertise spans over Banking, Finance, Foreign Exchange Management and Marketing. |
| 6. | Directorships held in other public companies (excluding foreign companies and Section 8 companies) | Genesys International Corporation Limited Ventura Securities Limited |
| 7. | Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) | 1. Genesys International Corporation Limited - Corporate Social Responsibility Committee 2. Genesys International Corporation Limited - Compensation Committee |
| 8. | Number of shares held in the Company | 667500 |
| 9. | Relationship between Directors | NA |

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| Sr. No. | Particulars | |
|---------|--|---|
| 1. | Name of the Director | Mr. Hemant Majethia |
| 2. | Date of Birth | 24/05/1966 |
| 3. | Date of Appointment | 01/12/1993 |
| 4. | Qualification | B.Com, CA |
| 5. | Expertise in specific functional areas | More than 31 years of experience in the Capital Markets intermediation, equity research. |
| 6. | Directorships held in other public companies (excluding foreign companies and Section 8 companies) | Ventura Securities Limited, Ventura Commodities Limited |
| 7. | Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) | Nomination & Remuneration Committee Ventura Securities Limited. Corporate Social Responsibility Committee |
| 8. | Number of shares held in the Company | 413,600 |
| 9. | Relationship between Directors | NA |

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Registered Office: I-Think Techno Campus, 8th Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400 607 Telephone No.: 022-67547000

Website: https://venturaguaranty.com ; E-mail: investors.vgl@ventura1.com CIN: L65100MH1984PLC034106

BALLOT FORM (In lieu of e-voting)

Name of the Member(s) : Registered Address :

Folio No. / Client ID : [grid]

DP ID : [grid]

No. of Shares held : _____

I / We, being the member(s) of _____ shares of the above named Company, exercise my/ our vote in respect of the Resolution(s) to be passed for the business stated in the Notice convening the Annual General Meeting of the Company to be held on September 30, 2024 by conveying my/ our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Table with 5 columns: Resolution No., Resolution, No. of Shares, FOR, AGAINST. Rows include 'Ordinary Business' and two specific resolutions regarding auditors and directors.

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| | | | | |
|-------------------------|--|--|--|--|
| 3. | Appointment of a Director in place of Mr. Hemant Majethia (DIN: 00400473), who retires by rotation and being eligible, seeks re-appointment. | | | |
| 4. | Ratification of G. K. Choksi & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company. | | | |
| 5. | Declaration of Dividend | | | |
| SPECIAL BUSINESS | | | | |
| 6. | Regularization of Mr. S. Ramakrishnan (Non- Executive Director) (DIN: 10767911) as an Independent Director | | | |

Signature of the Member

Place:

Date:

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INSTRUCTIONS:

1. Members may fill up the Ballot Form and send it to Roy Jacob & Co, Company Secretaries, 'The Scrutinizer', at 207, Anjani Complex, Nr. WEH Metro Station, Pereira Hill Road off Andheri-Kurla Road, Andheri (East), Mumbai - 400 099 as to reach by 12.00 noon on September 28, 2024. Ballot Forms received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his/her votes through both the processes, i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. A Shareholder/Member need not use all his/her votes, nor he/she needs to cast all his/her votes in the same way.
6. The right of voting by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
8. There will be only one Ballot Form for every Folio/DP ID/Client ID irrespective of the number of joint members.
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/ Trust/ Society, etc. a certified copy of the relevant authorization/ Board resolution to vote should accompany the Ballot Form.
11. Instructions for E-voting procedure are available in the Notice of the Annual General Meeting and are also placed on the website of the Company, <https://venturagaranty.com>

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Registered Office: I-Think Techno Campus, 8th Floor, B Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400 607 Telephone No.: 022-67547000

Website: https://venturagaranty.com ; E-mail: investors.vgl@ventura1.com CIN: L65100MH1984PLC034106

PROXY FORM

(Pursuant to section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : Registered Address : E-mail :

Folio No. / Client ID : DP ID :

I / We, being the member(s) of shares of the above-named Company, hereby appoint:

Name : Address : E-mail : Signature :

or failing him / her

Name : Address : E-mail : Signature :

or failing him / her

VENTURA GUARANTY LIMITED

VENTURA GUARANTY

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Fortieth Annual General Meeting of the Company, to be held on the September 30, 2024 at I-Think Techno Campus, 8th Floor, B-Wing, Pokhran Road No. 2, Off Eastern Express Highway, Thane (West) - 400 607, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resol ution No. | Resolution | No. of Shares | Vote | |
|--------------------------|--|------------------|------|---------|
| | | | FOR | AGAINST |
| Ordinary Business | | | | |
| 1. | Adoption of Accounts, Report of the Auditors and Directors thereon. | | | |
| 2. | Appointment of a Director in place of Mr. Sajid Malik (DIN: 00400366), who retires by rotation and being eligible, seeks re-appointment. | | | |
| 3. | Appointment of a Director in place of Mr. Hemant Majethia (DIN: 00400473), who retires by rotation and being eligible, seeks re-appointment. | | | |
| 4. | Ratification of G. K. Choksi & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company. | | | |
| 5. | Declaration of Dividend | | | |
| | SPECIAL BUSINESS | | | |
| 6. | Regularization of Mr. S. Ramakrishnan (Non- Executive Director) (DIN: 10767911) as an Independent Director | | | |

Signed this _____ day of _____ 2024

Signature of the Shareholder

Affix
Revenue
Stamp

Signature of the Proxy Holder(s)

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Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.
- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

VENTURA GUARANTY LIMITED



VENTURA GUARANTY LIMITED

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

Telephone No.: 022-67547000

Website: <https://venturaguaranty.com> ; E-mail: investors.vgl@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 **Fortieth 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) - 400 607 on September 30, 2024.

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.