

VENTURA GUARANTY

January 22, 2025

To,
The Department of Corporate Services,
BSE Limited,
P. J. Towers,
Dalal Street, Mumbai - 400 001

Dear Sir,

Ref.: Scrip Code 512060

Subject: Announcement under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 - Scheme of Amalgamation of Ventura Allied Services Private Limited (VASPL or Transferor Company) with Ventura Securities Limited (VSL or Transferee Company) and their respective shareholders

Pursuant to Regulation 30 of SEBI (LODR) Regulation, 2015, We wish to inform you that the Board of Directors of Ventura Guaranty Limited, at its meeting held on 22nd January, 2025, has considered and approved the proposed Scheme of Amalgamation of Ventura Allied Services Private Limited (VASPL or Transferor Company) the wholly owned subsidiary of Ventura Securities Limited, into and with Ventura Securities Limited (VSL or Transferee Company) and their shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Ventura Securities Limited (the Transferee Company) is a subsidiary of Ventura Guaranty Limited.

The detailed disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure I**.

We hereby request you to take the above on your records.

Thanking you,
Yours faithfully,

For VENTURA GUARANTY LIMITED



SUDHA GANAPATHY
COMPLIANCE OFFICER & COMPANY SECRETARY



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ANNEXURE -I

DISCLOSURE PURSUANT TO THE SEBI CIRCULAR NO. SEBI/HO/CFD/CFD-
POD1/P/CIR/2023/123 DATED JULY 13, 2023 AND REGULATION 30 OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

Sr. No.	Particulars	Details of Information												
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p>Name of the Entities: Ventura Allied Services Private (VASPL) (The Transferor Company) and Ventura Securities Limited (VSL) (The Transferee Company).</p> <p>VASPL is a wholly owned subsidiary of VSL. Ventura Securities Limited (VSL) is a subsidiary of Ventura Guaranty Limited.</p> <p>The turnover and net profit of the companies as on 30th September, 2024 (Un-Audited) are as under:</p> <p style="text-align: right;">(Rs. In Lakhs)</p> <table border="1"><thead><tr><th>Particulars</th><th>VASPL</th><th>VSL</th></tr></thead><tbody><tr><td>Turnover</td><td>369.48</td><td>15,268.56</td></tr><tr><td>Net Worth</td><td>1,993.14</td><td>31,822.29</td></tr><tr><td>Net Profit</td><td>244.20</td><td>3,313.10</td></tr></tbody></table>	Particulars	VASPL	VSL	Turnover	369.48	15,268.56	Net Worth	1,993.14	31,822.29	Net Profit	244.20	3,313.10
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Turnover	369.48	15,268.56												
Net Worth	1,993.14	31,822.29												
Net Profit	244.20	3,313.10												
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	No. The proposed amalgamation shall not be treated as a related party transaction in terms of General Circular No. 30/2014 dated 17 th July, 2014 issued by the Ministry of Corporate Affairs and the same is subject to the sanction of Hon'ble NCLT.												
3.	Area of business of the entity(ies);	<p>Ventura Allied Services Private Limited (VASPL) has an office at Thane (west), Maharashtra. The Transferor Company decided to carry on the business of Business Process Outsourcing (BPOs), IT Solution Providers / Implementers and IT / ITES activities and pending implementation of its business plan, the company leased out the office property to VSL & other companies in the Ventura group. The company currently earns lease rental income.</p> <p>Ventura Securities Ltd (VSL) is a member of BSE Limited, National Stock Exchange of India Limited (NSE), Metropolitan Stock Exchange of India</p>												

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		<p>Limited, (MSEI), Multi Commodity Stock Exchange of India Limited (MCX) and National Commodities & Derivatives Exchange Ltd (NCDEX) and Depository Participants of NSDL & CDSL. The Transferee Company i.e. VSL also distribute mutual funds as an AMFI registered Mutual Fund Distributor and is a SEBI registered Portfolio Management Services (PMS).</p> <p>The VSL is engaged in the business of stock broking and commodities broking and providing a complete array of financial products and services via its in-house, customized and ready to use software- Pointer which offers its clients the opportunity to invest and trade online in equity and equity derivatives, commodities, mutual funds, fixed income products and currency futures and also provides customized wealth management and investment planning service.</p>
4.	Rationale for amalgamation/merger;	<ul style="list-style-type: none"> • Ventura Allied Services Private Limited is a wholly owned subsidiary of Ventura Securities Limited, the Transferee Company. Both the companies are part of the same group and under the same management. • As per Rule 8(1)(f) and 8(3)(f) of Securities Contracts (Regulation) Rules, 1957 and Exchange circular dated January 07, 2022 and on clarification to the Rule 8(1)(f) and 8(3)(f), investment in its wholly owned subsidiary VASPL needs to be delinked, since this investment is not in connection with or incidental to or consequential upon the securities/commodity derivatives business. • Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have decided to amalgamate the Transferor Company together with their business and undertakings, with the Transferee Company, so as to achieve the following: <ul style="list-style-type: none"> ➤ Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholder value and will improve the competitive position of the combined entity.

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		<ul style="list-style-type: none"> ➤ Enable the shareholders of Ventura Securities Limited to get direct participation in the business of its present wholly owned subsidiary (being Ventura Allied Services Private Limited) ➤ Simplified group and business structure; ➤ The consolidation of legal entities would result in reduced number of entities within the group. This would minimize cost and administrative hassle of maintaining multiple legal entities; ➤ The aforesaid synergistic benefits accruing from the consolidation would ultimately contribute to the future business and profitability of the merged entity. The amalgamation of Transferor Company and Transferee Company is, therefore, beneficial in the long-term interests of the shareholders and all stake holders of these companies. ➤ Reducing time and efforts for consolidation of financials at group level. • Thus, as a whole, amalgamation of the Transferor Company with the Transferee Company in terms of the Scheme will be beneficial for both the companies, their shareholders, creditors, employees, customers and all others concerned with both the companies.
5.	In case of cash consideration - amount or otherwise share exchange ratio;	The Transferor Company (VASPL) is a wholly owned subsidiary of Transferee Company (VSL) and therefore upon amalgamation of Transferor Company with Transferee Company in terms of the Scheme becoming effective, the entire paid-up share capital i.e. equity share capital of the Transferor Company held by the Transferee Company shall without any act or deed stand automatically cancelled and be extinguished and the Transferee Company shall not be required to issue and / or allot any shares to the members of the Transferor Company.

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		There is no cash consideration.
6.	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in Shareholding pattern of the Holding Listed Company pursuant to the Scheme.

For VENTURA GUARANTY LIMITED



SUDHA GANAPATHY
COMPLIANCE OFFICER & COMPANY SECRETARY



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