

Ms. Saryu Kothari

35/36, 2nd floor, B-wing, Usha Building, 86  
R.A. Kidwai Road Wadala west Near S.I.W.S  
School, Mumbai, 400 031.

Date: March 4, 2026

To,

**BSE Limited**

Department of Corporate Services  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**Ventura Guaranty Limited**

8th Floor, B-Wing, I-Think Techno Campus,  
Pokhran Road No. 2, Off Eastern Express, Highway,  
Thane, Thane, Maharashtra, 400607

**SCRIP Code- 512060**

**ISIN- INE139J01019**

**Subject: Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, regarding Allotment of shares of Ventura Guaranty Limited.**

Dear Sir/Madam,

The present disclosure is made in connection with the allotment of 2,83,181 equity shares (7.31%) to me and an aggregate of 5,18,376 equity shares (13.45%) of the post-merger paid-up share capital carrying voting rights of Ventura Guaranty Limited ("Target Company") to me along with the persons acting in concert. Following the merger, my shareholding together with the persons acting in concert aggregates to 24.51% of the paid-up share capital of the Target Company.

Since this is the first instance where my individual shareholding and voting rights in the Target Company have exceeded 5%, the present disclosure is being filed under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The said allotment has been made in accordance with the Order dated November 17, 2025 of the Hon'ble National Company Law Tribunal (NCLT) sanctioning the Scheme of Merger by Absorption of Kashmira Investment and Leasing Private Limited (KILPL - Transferor Company) with Ventura Guaranty Limited (VGL - Transferee Company).

Kindly take the same on your records.

Thanking You

Yours faithfully,

*S.R. Kothari*

**Saryu Kothari**

**Place:** Mumbai

**Date:** March 5, 2026

**Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011****Part-A- Details of the Acquisition**

Name of the Target Company (TC)	Ventura Guaranty Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Saryu Kothari		
Whether the acquirer belongs to Promoter/Promoter group	Promoter Group		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights			
Hemant Majethia	4,13,600	12.95	12.95
Shilpa Majethia	9,986	0.31	0.31
Vandana Chothani	2,558	0.08	0.08
<b>Saryu Kothari</b>	<b>0</b>	<b>0</b>	<b>0</b>
b) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	<b>4,26,144</b>	<b>13.34</b>	<b>13.34</b>

S. R. Kothari.

<b>Details of acquisition</b>			
<b>Suryu Kothari</b> Hemant Majethia	<b>2,83,181</b> 2,35,195	<b>7.35</b> 6.10	<b>7.35</b> 6.10
a) Shares carrying voting rights acquired	Nil	Nil	Nil
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
Total (a+b+c+/-d)	<b>5,18,376</b>	<b>13.45</b>	<b>13.45</b>
<b>After the acquisition, holding of acquirer along with PACs of:</b>			
a) Shares carrying voting rights			
<b>Suryu Kothari</b> Hemant Majethia	<b>2,83,181</b> 6,48,795	<b>7.35</b> 16.84	<b>7.35</b> 16.84
Shilpa Majethia	9,986	0.26	0.26
Vandana Chothani	2,558	0.07	0.07
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/lien/ non-disposal undertaking/ others)		Nil	Nil
Total (a+b+c+d)	<b>9,44,520</b>	<b>24.51</b>	<b>24.51</b>
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	The Hon'ble National Company Law Tribunal (NCLT) Mumbai Bench, Mumbai has vide its Order dated 17 <sup>th</sup> November, 2025 sanctioned the Scheme of Amalgamation by absorption of Kashmira Investment and Leasing Private Limited ("the Transferor Company") with Ventura Guaranty Limited ("the Transferee Company') under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.		

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	The Board of Directors at their meeting held on 5 <sup>th</sup> January, 2026 have allotted 6,58,745 Equity shares of Rs. 10/- each to the shareholders of Kashmira Investment and Leasing Private Limited whose name was there in the Register of Members as on record date i.e. 20 <sup>th</sup> December, 2025 in the ratio of 84 fully paid up Equity shares of Rs. 10/- each of the Transferee company (VGL) for every 100 fully paid-up equity shares of Rs. 10/- each held in the Transferor Company (Kashmira)
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity Shares
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of Allotment- January 5, 2026 Date of Credit of Shares: March 3, 2026
Equity share capital / total voting capital of the TC before the said acquisition	Rs 3,19,48,000/- consisting of 31,94,800 equity shares of face Value of Rs.10/- each fully paid.
Equity share capital/ total voting capital of the TC after the said acquisition	Rs. 3,85,35,450/- consisting of 38,53,545 equity shares of face Value of Rs. 10/- each fully paid.
Total diluted share/voting capital of the TC after the said acquisition	Rs. 3,85,35,450/- consisting of 38,53,545 equity shares of face Value of Rs. 10/- each fully paid.

\* The percentage shown in the "Pre-acquisition" table has been calculated on the basis of the pre-issue paid-up equity share capital of the Company.

# The percentage shown under the "Mode of Acquisition/Sale" and "After Acquisition/Sale" tables has been calculated on the basis of the post-issue paid-up equity share capital of the Company.

Yours faithfully,

S-R. Kothari.

Saryu Kothari

Place: Mumbai

Date: March 5, 2026