

NOTICE

NOTICE is hereby given that the 56th Annual General Meeting (AGM) of Ventura Textiles Limited (the "Company") will be held on Wednesday, 30th September, 2026 at the Registered Office of the Company at 1010, Meadows, Sahar Plaza, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059 at 4:00 P. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026, along with the reports of the Board of Directors and Auditors thereon and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted.

2. To appoint a Director in place of **Mr. Penugonda Mohan Rao (DIN:00197973)**, who retires by rotation and being eligible, offers himself for re- appointment and in this regard to consider and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Penugonda Mohan Rao (DIN:00197973) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director, liable to retire by rotation.

RESOLVED FURTHER THAT the re-appointment of Mr. Penugonda Mohan Rao as a Director, shall not in any way constitute a break in his existing office as the Managing Director of the Company."

SPECIAL BUSINESS:

3. To consider and approve the insertion of Object Clauses in the Main Object of the Memorandum of Association:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the necessary approval of the concerned Registrar of Companies / Ministry of Corporate Affairs, Stock Exchange(s) and such other Authorities, consent of the members of the Company be and is hereby accorded to the addition of the following sub-clauses 1a, 1b and 1c. below the existing sub-Clause 1. appearing under the Clause – III. A

THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ARE, viz.

- 1a. To carry on the business of manufacturers, brewers, distillers, rectifiers, methylators, malsters, brew, distill, blend, compound, age, ferment, process, refine, bottle, can, kegs and pack all kinds of beers, ales, stouts, porters, lagers, ciders, wines, whiskeys, gins, vodkas, rums, liqueurs, aerated waters, mineral waters, fruit juices, fruit pulp , concentrates and flavours (liquid and powder form) other drinks, dry ice, hop merchants and growers, researchers, malt extract and corn flours and all other descriptions of alcoholic, potable, commercial, and non-alcoholic beverages.
- 1b. To establish, and carry on in India or elsewhere the business to acquire , undertake, promote, run, manage, and run tap rooms, brewpubs, tasting rooms, microbreweries, bars, lounges, restaurants, franchise holders, consultants, cultivate, grow, buy, sell , import, and process agricultural raw materials including, barley, hops, wheat, rice, yeast, grains, molasses, sugar, enzymes, to establish malt houses and corn mills for processing brewing materials and licensed victualing houses, management of hotels, motels, rest houses, restaurants, cafes, taverns, beer houses and other leisure activities.
- 1c. To carry on the business of buy, sell , re-sell, export, import, wholesale, retail, market and distribute all types of alcobev products, aerated waters, mineral water and soft drinks, establish, run, and operate breweries, distilleries, bottling plants, blending units, warehouses, custom- bonded warehouses and cold storage facilities.

RESOLVED FURTHER THAT anyone Director or the Company Secretary of the Company be and is hereby authorised to amend, adopt any Clauses and / or a new set as the Memorandum of Association of the Company to realign with the provisions of the Companies Act, 2013, that may be directed by the authorities at the time of approving the proposed amendment.

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and is hereby authorized to prepare, sign and to file necessary forms with Registrar of Companies, and to do all acts and take all such steps as may be necessary, proper or expedient to give effect in this regard."

4. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO WITH - ACE ALCOBEV PRIVATE LIMITED:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and in terms of Regulation 23(3)(e) and 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the company's policy on materiality of and on dealing with related party transactions, and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreements(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) carried out in the ordinary course of business of the Company and at an arm's length basis from time to time with the following related party for a period of one year i.e., up to the date of next AGM to be held for the Financial Year 2026-27, on the terms and conditions, as per the Explanatory statement attached to this notice:

Name of Related Party	Nature of Relationship	Nature of Transaction(s)	Value of Transaction upto (Rs.)	Material Terms & Conditions	Any other Relevant / important Information
ACE Alcobev Pvt. Ltd.	Companies in which Promotes/ Directors and their relatives are directly or indirectly interested by virtue of holding directorship or as shareholders of the company.	Purchase of goods i.e., Beers and Ciders	Rs.5,00,00,000/- (Rupees Five Crore)	On similar terms and conditions in line with prevailing commercial practices with 3 rd parties in the Ordinary course of Business and at arm's length basis for Supply of quality beer and Ciders	ACE Alcobev Pvt Ltd is in the business of Manufacturing and sale of Beer, Cider etc.

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and is hereby authorized to prepare, sign and to file necessary forms with Registrar of Companies, and to do all acts and take all such steps as may be necessary, proper or expedient in this regard."

5. TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS TO BE ENTERED INTO WITH - HUDSON HOSPITALITY PRIVATE LIMITED:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and in terms of Regulation 23(3)(e) and 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification or re-enactment thereof), the company's policy on materiality of and on dealing with related party transactions, and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to enter into Material Related Party Transaction(s)/ Contract(s) / Arrangement(s) / Agreements(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) carried out in the ordinary course of business of the Company and at an arm's length basis from time to time with the following related party for a period of one year i.e., up to the date of next AGM to be held for the Financial Year 2026-27, on the terms and conditions, as per the Explanatory statement attached to this notice:

Name of Related Party	Nature of Relationship	Nature of Transaction(s)	Value of Transaction upto (Rs.)	Material Terms & Conditions	Any other Relevant / important Information
Hudson Hospitality Private Limited	Companies in which Promotes/ Directors and their relatives are directly or indirectly interested by virtue of holding directorship or as shareholders of the company.	Sale of Goods or Services. i.e., Beers and Ciders.	Rs.2,00,00,000/- (Rupees Two Crore)	On similar terms and conditions in line with prevailing commercial practices with 3 rd parties in the Ordinary course of Business and at arm's length basis for Supply of quality beer and Ciders	Hudson Hospitality Pvt Ltd is in the business of Restaurants and Bar.
		Maintenance of beer dispensing system and kegs, and Management services	Rs.2,00,00,000/- (Rupees Two Crore)	Effective and Efficient services, with competitive cost and duration.	
		Brand Royalty Fees	Not exceeding 0.5% on the Sales Revenue		

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and is hereby authorized to prepare, sign and to file necessary forms with Registrar of Companies, and to do all acts and take all such steps as may be necessary, proper or expedient in this regard."

6. To consider and approve the change in the name of the Company:

To consider and if thought fit, to give assent or dissent to the following resolution proposed to be passed as a Special Resolution:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the necessary approval of the concerned Registrar of Companies / Ministry of Corporate Affairs, Stock Exchange(s) and such other Authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company, in accordance with the letter of no objection in the availability of name under Section 4(5) of the Companies Act, 2013, from the existing name VENTURA TEXTILES LIMITED to SUPERBEV LIMITED.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

- The Name of the Company is **"SUPERBEV LIMITED"**.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT any one of the Director or the Company Secretary of the Company be and is hereby authorized to prepare, sign and to file necessary forms with Registrar of Companies, and to do all acts and take all such steps as may be necessary, proper or expedient in this regard."

**on behalf of the Board of Directors of
Ventura Textiles Limited**

Date: 07th September, 2026

Place: Mumbai

**Mohan Rao Penugonda
Chairman & Managing Director
DIN: 00197973**

Registered Office:

1010, Meadows, Sahar Plaza

J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059

CIN: L21091MH1970PLC014865

Tel No: 022- 2834 4453

email-id:pmrao@venturatextiles.com Website: www.venturatextiles.com

NOTES:

1. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the businesses mentioned under Items No.3 to 6 above, to be transacted at the 56th Annual General Meeting, is annexed hereto.
2. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (AGM). A PROXY FORM IS ENCLOSED.*
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. In terms of the provisions of Section 112 and 113 of the Act read with the aforesaid circulars Institutional/Corporate Shareholders (i.e., other than individuals, HUF and NRI etc.) are entitled to appoint their authorized representatives to attend and vote on their behalf at the meeting.
5. In term of Section 152 of the Companies Act, 2013, Mr. Penugonda Mohan Rao (DIN:00197973), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief profile and other details of Mr. Mohan Rao Penugonda (DIN:00197973) is provided in the Annexure to this Notice.

The Share Transfer Books and Register of Members of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of 56th Annual General Meeting of the Company.

6. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection at the Registered office of the Company during the business hours on all working days up to the date of Annual General Meeting and will be open for inspection during the Annual General Meeting also.
7. In compliance with MCA General Circular 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, read with subsequent circular 09/2024 dated September 19, 2024 in this regard (collectively referred to as "MCA Circulars"), Further, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/ 2023/167 dated 07th October 2023 and October 3, 2024 ("SEBI Circulars") has extended the relaxations from dispatching Physical Copies of Annual Reports and to conduct the AGMs through VC/ OAVM till 30th September 2026. However, in terms of Regulation 36(1)(c) of LODR Regulations, Notice of the 56th AGM along with the Annual Report FY 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the company/Depositories. Members may note that the notice and Annual Report 2025-26 will also be available on the company's website at www.venturatextiles.com and website of the BSE Limited at www.bseindia.com and on website of CDSL's at www.evotingindia.com. Company will send hardcopy of full Annual Report to those shareholders who request for the same. Members of the Company holding Shares either in physical form or in Dematerialised forms as on 04th September, 2026 will be sent Annual Report for the financial year 2025-2026 through electronic mode.
8. To comply with the provisions of Section 88 of the Companies (Management and Administration) Rules 2014, the Company is required to update its database by incorporating members, designated Email ID in its records. Accordingly, members are requested to submit

their e-mail ID vide the email updating; form is available on the website of the RTA of the Company, having web link https://www.linkintime.co.in/EmailReg/Email_Register.html. The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The email ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

9. Shareholders desiring any information with regard to Financial Statements are requested to write to the Companies Registered office at an early date so as to enable the management to keep the information ready.
10. Members, Proxies and Authorised Representatives are requested to bring duly filled Attendance Slips and their copies of the Annual Report since Annual Reports will not be distributed at the meeting. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID details for identification.

All correspondence relating to transfer and transmission of shares, subdivision of shares, issue of duplicate share certificates, change of address, dematerialization of shares etc. will be attended to and processed at the office of the RTA i.e. MUFG Intime India Pvt. Ltd (Formerly known as Link Intima India Private Limited), C-101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai-400083; email- rnt.hepldesk@linkintime.co.in.

11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participants in securities market. Members holding shares in dematerialized form are, therefore requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the company/RTA.
12. A road map showing direction to reach the venue of AGM is given in the end of this Notice
13. Pursuant to the provisions of Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. The Members holding shares in de-mat form may contact their respective DP for recording of nomination.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. April 1,2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider to converting their holdings to dematerialized form earliest.
15. 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 entitled to vote at a meeting of the Company, would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days notice in writing is given to the Company.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Members are requested to quote their Ledger Folio Number/Client ID Number in all their future correspondences.
18. Non-Resident Indian members are requested to inform MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Private Limited), immediately of:
 - a. Change in their residential status on return to India for permanent settlement; and
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the bank with PIN Code No., if not furnished earlier.
19. Members are requested to register / update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
20. Members desiring any information with regard to Accounts/Reports are requested to write to the Company at least ten days before the

Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.

21. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
22. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection between 11 am to 1 pm by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
23. There is no amount outstanding or due for a period of more than seven years, which the Company is required to transfer to the Investor Education and Protection Fund of the Central Government as required under Section 124 of the Companies Act, 2013.
24. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

The Annual Report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.venturatextiles.com

25. The members whose names appear in the register of members/ list of beneficial owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 23rd September, 2026 be entitled to vote by ballot paper attending Annual General Meeting in person(s) on the resolutions set for in this notice and the person who is not member as on cut-off date should treat this notice for information purpose only.
26. A person who becomes a member of the Company after sending / dispatch of the Notice of the meeting and holding shares as on the Cut-off date i.e., 23rd September, 2026 may obtain the user ID and Password.
27. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) and Regulation 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper, The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

In compliance with section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation, the Company is pleased to provide remote e-voting facility to the members to cast their votes from a place other than the venue of the Annual General Meeting. Further, the Company is also providing Postal Ballot Forms to the members attached to the Notice to exercise their voting rights.

The e-voting period commences on Sunday, 27th September, 2026 (9.00 a.m.) and ends on Tuesday, 29th September, 2026 (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 i.e., Wednesday, 23rd September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by e-voting, shall be able to exercise their rights at the AGM through Ballot Paper.

Shareholders are advised to update their mobile number and email Id in their demit accounts in order to accessed-Voting facility.

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, 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	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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Ease/Easiest, option to register is available at https://web.cdslindia.com 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP where the E Voting is in progress.
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 toe-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 and you will be re-directed to e-Voting service provider 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. 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 demit 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL 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 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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

Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders are as follows:**

- i) Any person, who acquires shares of the Company and become member of the Company after the dispatch of the notice and holding shares as on the **Cut-off date i.e. Wednesday, 23rd September, 2026** may obtain login Id and password by sending a request to the Compliance Officer.

The shareholders should log on to the e-voting website www.evotingindia.com

- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 digits client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- v) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number In the Dividend Bank details field as mentioned in instruction (iv).

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login

password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for "Ventura Textiles Limited".
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) If Demit account holder has forgotten the same password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) Note for Non – Individual Shareholders and Custodians.
- xvii) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- xviii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- xix) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xx) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer csllp108@gmail.com to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43

PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

For Members holding shares in Physical Form- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA cs@venturatextiles.com / mkt2@venturatextiles.com / rnt.hepldesk@linkintime.co.in respectively.

For Members holding shares in Demat form-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-

attested scanned copy of Andhra Card) to Company/RTA email ldmkt2@venturatextiles.com / rnt.hepldesk@linkintime.co.in respectively.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email the helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mar. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- a) The Company has appointed M/s. Sharma and Trivedi LLP, Company Secretaries, (LLPIN: AAW-6850) Mumbai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- b) The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 make, not later than two days of the conclusion of the Annual General Meeting, 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.venturatextiles.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to these Limited.

IMPORTANT COMMUNICATION TO MEMBERS:

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Share Transfer Agent, MUFG Intime India Pvt. Ltd (Formerly known as Link Intime India Private Limited) Email: rnt.hepldesk@linkintime.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS

As required by Section 102 (1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

Item No.3: Approval for insertion of Object Clauses in the Main Object of the Memorandum of Association:

The Board of Directors of the Company, considering the declined performance in the Textile sector with a heavy accumulated losses, resulting in sale of factory premise, has proposed to explore new business opportunities in the Food and Beverages Industries, considering the changed lifestyles of the people and has proposed to add new Object Clauses in the Memorandum of Association of the Company, subject to the necessary approval of the Ministry of Corporate Affairs, BSE Limited and such other concerned authorities.

Further with change in the strategies, due to expanded global opportunities, the Board of Directors of the Company has proposed to bring in the expanded Object Clauses, in supersession of the earlier approval of the change in the Object Clauses of the Memorandum of Association of the Company.

In this respect the required resolutions have been proposed to amend the Memorandum of Association of the Company and authorize the Board of Directors of the Company to carry on the business of

- 1a. To carry on the business of manufacturers, brewers, distillers, rectifiers, methylators, malsters, brew, distill, blend, compound, age, ferment, process, refine, bottle, can, kegs and pack all kinds of beers, ales, stouts, porters, lagers, ciders, wines, whiskeys, gins, vodkas, rums, liqueurs, aerated waters, mineral waters, fruit juices, fruit pulp, concentrates and flavours (liquid and powder form) other drinks, dry ice, hop merchants and growers, researchers, malt extract and corn flours and all other descriptions of alcoholic, potable, commercial, and non-alcoholic beverages.

- 1b. To establish, and carry on in India or elsewhere the business to acquire , undertake, promote, run, manage, and run tap rooms, brewpubs, tasting rooms, microbreweries, bars, lounges, restaurants, franchise holders, consultants, cultivate, grow, buy, sell , import, and process agricultural raw materials including, barley, hops, wheat, rice, yeast, grains, molasses, sugar, enzymes, to establish malt houses and corn mills for processing brewing materials and licensed victualing houses, management of hotels, motels, rest houses, restaurants, cafes, taverns, beer houses and other leisure activities.
- 1c. To carry on the business of buy, sell , re-sell, export, import, wholesale, retail, market and distribute all types of alcobev products, aerated waters, mineral water and soft drinks, establish, run, and operate breweries, distilleries, bottling plants, blending units, warehouses, custom- bonded warehouses and cold storage facilities.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, directly or indirectly, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

Your Directors are optimistic to turn around the Company in the years to come with best possible strategies and request and recommend to the Members to approve the proposed resolutions, as Special Resolution.

Item No. 4 & 5: Approval for the Material Related Party Transactions:

With the changed business strategies, Your Directors have identified to encash the goodwill of the Company globally, by entering into certain Related Party Transactions viz. buying, selling and providing services and Management Consultancy with those connections, contacts and expertise of various business experience, for a mutually beneficial business relationship.

None of the Directors, (other than Mr. P.M. Rao, Mr. Abhijit Rao, their relatives and interested entities, as listed below), Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the proposed resolutions to be passed as Ordinary Resolutions.

The following are the detail of the Directorship / shareholding of the Promoters and Promoter Group in Ace Alcobev Private Limited and Hudson Hospitality Private Limited, the related parties, with whom the Board of Directors of your Company have proposed enter into material Related Party Transactions.

ACE ALCOBEV PRIVATE LIMITED - DIRECTORS AS ON 31.03.2026:

S. No.	Name of Directors
1.	Mr. Abhijit Rao

ACE ALCOBEV PRIVATE LIMITED - SHAREHOLDING AS ON 31.03.2026:

Sr. No.	Name of Company	No. of Shares	% Holding
1.	Mr. Abhijit Rao	6,00,000	30.00 %
2.	Mr. Abhinay Rao	2,50,000	12.50 %
3.	Mrs. P. Lakshimani Rao	50,000	2.50%
4.	Others – Not Related to Promoters of Ventura Textiles Limited	11,00,000	55.00 %
	TOTAL	20,00,000	100.00 %

HUDSON HOSPITALITY PRIVATE LIMITED - DIRECTORS AS ON 31.03.2026:

S. No.	Name of Directors
1.	Mr. Abhijit Rao

HUDSON HOSPITALITY PRIVATE LIMITED - SHARE HOLDING OF THE COMPANY AS ON 31.03.2026:

Sr. No.	Name of Shareholder	No. of Shares	% Holding
1.	Mr. Abhijit Rao	510,000	35.00 %
2.	Mr. Raj Rai	9,47,150	65.00 %
	Total	14,57,150	100.00 %

MAD WATER HOSPITALITY PRIVATE LIMITED - DIRECTORS AS ON 31.03.2026:

S. No.	Name of Directors
1.	Mr. Abhijit Rao

MAD WATER HOSPITALITY PRIVATE LIMITED - SHARE HOLDING OF THE COMPANY AS ON 31.03.2026:

Sr. No.	Name of Shareholder	No. of Shares	% Holding
1.	ACE Alcobev Pvt Ltd	51,000	51.00 %
2.	Mr. Raj Rai	49,000	49.00 %
	Total	1,00,000	100.00 %

Annexure

The Shareholding of Mr. Mohan Rao Penugonda, Mr. Abhijit Rao, and their Relatives in the Body Corporates (promoters) which are holding the shares in Ventura Textiles Limited are mentioned below:

Name of Shareholders	Ventura Texports Private Limited (holding 10,06,915 Equity Shares – 5.82%) in Ventura Textiles Limited	Penny Securities & Investments Private Limited (holding 61,36,858 Equity Shares – 31.55%) in Ventura Textiles Limited	Indo-Gulf Financials Private Limited (holding 32,85,000 Equity Shares – 16.89%) in Ventura Textiles Limited
	Number of Shares held in the Company by Directors and their Relatives		
Mr. Mohan Rao Penugonda	49,997 (9.51%)	60,000 (8.65%)	100 (0.01%)
Mr. Abhijit Rao Penugonda	55,000 (10.47%)	60,000 (8.65%)	100 (0.01%)
Mr. Abhinay Rao Penugonda	55,000 (10.47%)	60,000 (8.65%)	14,89,652 (74.87%)
Mrs. Lakshmimani Penugonda	3,50,000 (66.60%)	1,50,000 (21.61%)	100 (0.01%)
Ventura Texports Private Limited	-	3,20,000 (21.61%)	499,560 (25.11%)
Penny Securities & Investments Private Limited	-	-	100 (0.01%)

The detail of the proposed Material Related Party Transactions are given in the annexure to the Explanatory Statement and forms part of the same.

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

Your Directors are optimistic to turn around the Company in the years to come with best possible strategies and request and recommend to the Members to approve the proposed resolutions, as Ordinary Resolutions.

Item No.6: Approval for Change in the name of the Company:

With the changed business strategies, Your Directors have proposed, subject to the approval of the shareholders of the Company and other Statutory Authorities, to change in the name of the Company to reflect the nature of the business going to be carried out. On the application of the Company, the letter of no objection in the availability of name under Section 4(5) of the Companies Act, 2013, from the existing name VENTURA TEXTILES LIMITED to SUPERBEV LIMITED, has been availed vide application dated 12/08/2026 AC5277570.

In the business interest of the Company and all the stakeholders, your Directors recommend the resolution for approval by the members of the Company as a Special Resolution for change of the name and alteration of the Memorandum and Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the proposed resolutions to be passed as Special Resolution.

All the documents referred in the Notice are open for inspection at the Registered Office of the Company during 11:00 a.m. to 01:00 p.m., on all working days except Saturday, Sunday and Public Holidays up to the date of ensuing Annual General Meeting of the Company.

For Ventura Textiles Limited

Mohan Rao Penugonda
Chairman & Managing Director

DIN: 00197973

Date : 07th September, 2026

Place: Mumbai

Registered Office:

1010, Meadows, Sahar Plaza

J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059

CIN: L21091MH1970PLC014865

Tel No: 022- 2834 4453

email-id:pmrao@venturatextiles.com

Website: www.venturatextiles.com

ANNEXURE- A

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS & SECRETARIAL STANDARD 2 (SS-2) IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE 56TH ANNUAL GENERAL MEETING:

1.	Name of the Director	Mr. P.M. Rao
2.	Director Identification Number (DIN)	(DIN: 00197973)
3.	Date of Birth/Age	10th June, 1949/77 Years
4.	Date of Appointment/Reappointment	05/04/1993 as per MCA Re-appointment : 01st July, 2025 for a period of 5 Years Retiring by Rotation 30-09-2026
5.	Qualifications& Expertise in specific functional area	Graduate in Bachelor of Commerce with Specialization in Finance and Marketing
6.	Relationship with other Directors inter-se	Mr. Mohan Rao Penugonda (Managing Director) is the father of Mr. Abhijit Rao (CFO of the Company).
7.	Remuneration last drawn	NIL No remuneration was paid for Financial Year 2025-26
8.	Directorships in other Public Companies as on the date of appointment (including in Ventura Textiles Limited)	He is not holding Directorship in any other Public / Listed Company.
9.	Member of the committees of Director of the Company	Stakeholders' Relationship Committee
10.	Chairman/Member of the Committees of other Companies as on the date of appointment	Nil
11.	No. of Meetings of the Board attended during the year 2025-26	Refer Corporate Governance Report annexed to the Board's Report - 6 Meetings (100%)
12.	Shareholding, if any, in the Company as on the date of appointment as required under Regulation 36 (3) (e)	NIL – Promoter – shareholding through companies.
13.	Terms and Conditions of appointment	Chairman & Managing Director

**On behalf of the Board of Directors of
Ventura Textiles Limited**

Mohan Rao Penugonda
Chairman & Managing Director
DIN: 00197973

Date : 07th September, 2026
Place: Mumbai

Annexure to the proposed resolutions for Material Related Party Transactions at S.No.4 and 5 of the 56th Annual General Meeting of the Company Ventura Textiles Limited

The disclosures as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("Industry Standards") formulated by Industry Standard Forum in consultation with the SEBI, which is effective from 1st September 2025, for the Material Related Party Transactions as detailed below separately for each party :

Details of Material Related Party Transactions

Sr. No.	Particulars of the Information	Disclosures	
PART-A : Minimum information of the Proposed Related Party Transactions (“RPT”)			
A1	Basic Details		
1.	Name of the Related Party	Ace Alcobev Private Limited (“AAPL”)	Hudson Hospitality Private Limited (HHPL)
2.	Country of Incorporation of Related Party	India	India
3.	Nature of Business of the Related Party	AIPL is in the business of manufacture, buy, sell, import, export, distribute, and deal in Beers, Distilleries, Ciders and other Beverages.	HHPL is in the business of Restaurants and Bar.

A(2)	Relationship and Ownership of the Related party	Ace Alcobev Private Limited ("AAPL")	Hudson Hospitality Private Limited (HHPL)
1.	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	APPL is a Private limited company. AAPL is Company in which Promoters/ Directors and their relatives are directly or indirectly interested by virtue of holding directorship or as shareholders of the Company. Further, as on the date of this Notice 07th September, 2026, AAPL does not hold any equity shares of the Company. No Capital contribution by the Listed Entity in the AAPL. The Shareholding / Directorship in AAPL is given in Explanatory Statement. Your company does not have any subsidiary company during the period under review.	HHPL a Private limited company. HHPL is Company in which Promoters/ Directors and their relatives are directly or indirectly interested by virtue of holding directorship or as shareholders of the Company. Further, as on the date of this Notice 07th September, 2026, HHPL does not hold any equity shares of the Company. No Capital contribution by the Listed Entity in the HHPL. The Shareholding / Directorship in AAPL is given in Explanatory Statement. Your company does not have any subsidiary company during the period under review.

A(3)	Deails of previous transactions with the Related Party	Ace Alcobev Private Limited ("AAPL")	Hudson Hospitality Private Limited (HHPL)
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e., FY 2025-26. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	During FY 2025-26 :- No purchase / Sales / Service contract entered / No amount was transacted.	During FY 2025-26 :- No purchase / Sales / Service contract entered / No amount was transacted. Sale of goods or services
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter (April 26 – June 26) immediately preceding the quarter in which the approval is sought.	NIL	NIL
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.	No defaults made / Not Applicable	No defaults made / Not Applicable

A4	Amount of the proposed transactions	Ace Alcobev Private Limited ("AAPL")	Hudson Hospitality Private Limited (HHPL)
1.	The amount of proposed transaction being placed for approval in the meeting of Audit Committee/ shareholders of the Company	The Company is seeking approval for purchase upto Rs. 5 Crore : Purchase of goods (Beers/Ciders,etc) = Rs.5,00,00,000/-	The Company is seeking approval, which includes transactions as under : a) Sale of goods - upto Rs.2 Cr. b) Service Contracts- upto Rs.2 Cr. c) Brand Royalty - 0.5% on entire sale value of goods by HHPL to Customers.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
3.	Value of the proposed transactions as a percentage of the Listed Entity's annual consolidated turnover for the immediately preceding financial year	Upto Rs. 5 Crore constitutes 100 times 10000% of the Company's Annual Turnover for the financial year ended 31 st March, 2026, as the Listed Company had no Sales revenue, except other income, in the form of excess provisions of expenses written-off.	Upto Rs. 5 Crore constitutes 100 times 10000% of the Company's Annual Turnover for the financial year ended 31 st March, 2026, as the Listed Company had no Sales revenue, except other income, in the form of excess provisions of expenses written-off.
4	Value of the proposed transactions as a percentage of the Subsidiary's annual standalone turnover for the immediately preceding financial year (in case of transaction involving subsidiary and where the listed entity is not a party to the transaction)	Not applicable	Not applicable

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	<i>Apprx. 6.25 times (625%), as the AAPL has started generating revenue in the last quarter of FY 2025-26. Apprx. Rs.80Lakhs)</i> <i>Note* : on the basis of Unaudited Turnover</i>	HHPL has started operations during 2026-27. Hence, percentage can not be calculated,
6	Financial Performance of the Related Party for the immediately preceding financial year	The Unaudited Financial Performance on Standalone basis for the Financial Year ended 31st March 2026: a. Turnover = Rs.80 Lakhs b. Profit after Tax = N.A. c. Net worth = Rs. 13.44 Crore	The Unaudited Financial Performance on Standalone basis for the Financial Year ended 31st March 2026: a. Turnover = NIL b. Profit after Tax = NIL c. Net worth = Rs.1 Crore

A5	Basic details of the proposed transactions	Ace Alcobev Private Limited ("AAPL")	Hudson Hospitality Private Limited (HHPL)
1.	Specific type of the proposed transaction	As specified in A4 (1) above.	As specified in A4 (1) above.
2.	Details of each type of the proposed transaction	As specified in A4 (1) above.	As specified in A4 (1) above.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	For FY 2026-27 The shareholders' approval will be valid for the period commencing from the date of the ensuing Annual General Meeting up to the date of the next Annual General Meeting of the Company to be held in the year 2027.	For FY 2026-27 The shareholders' approval will be valid for the period commencing from the date of the ensuing Annual General Meeting up to the date of the next Annual General Meeting of the Company to be held in the year 2027.
4	Whether omnibus approval is being sought?	YES	YES
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As specified in A4 (1) above. It will be decided on annual performance basis.	As specified in A4 (1) above. It will be decided on annual performance basis.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Considering the Company has sold all its factory and assets and not generating any revenue for the last 2 years, the Board has proposed to explore the goodwill, connection, contacts of the Company to the best interest of all Stakeholders and the Promoters Mr. P.M. Rao, Chairman & Managing Director and Mr. Abhijit Rao, Director (A major stakeholder and Director of AAPL) have a vision to revive Ventura Textiles Limited, the listed entity and reward all its stakeholders in the coming Years, through this proposed Related Party Transaction.	Considering the Company has sold all its factory and assets and not generating any revenue for the last 2 years, the Board has proposed to explore the goodwill, connection, contacts of the Company to the best interest of all Stakeholders and the Promoters Mr. P.M. Rao, Chairman & Managing Director and Mr. Abhijit Rao, Director (A major stakeholder and Director of HHPL) have a vision to revive Ventura Textiles Limited, the listed entity and reward all its stakeholders in the coming Years, through this proposed Related Party Transaction.

7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	As specified in A(2)(1) of this disclosure . The Promoters / Promoter group of the Listed entity Ventura Textiles Limited viz. Mr. Abhijit Rao is the Executive Director and holds 6,00,000 Equity Shares (30%), Mr. Abhinay Rao holds 2,50,000 Equity Shares (12.50%) and Mrs. Lakshmimani Rao 50,000 Equity Shares (2.50%) aggregating 9,00,000 Equity Shares (45%) in AAPL.	As specified in A(2)(1) of this disclosure The Promoters / Promoter group of the Listed entity Ventura Textiles Limited viz. Mr. Abhijit Rao is the Executive Director and holds through Ace Alcobev Private Limited (AAPL) 5,10,000 Equity Shares (51%) in HHPL.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.	The related party transactions will be in line with the Company's Policy on Materiality of and Dealing with Related Party Transactions. These transactions will be on an arm's length basis and in the ordinary course of business. The related party transactions will be supported by the Valuation Report of an Independent valuer, wherever necessary.
9	Other information relevant for decision making.	The Company ensures that shareholders receive all material information necessary to make an informed decision.	The Company ensures that shareholders receive all material information necessary to make an informed decision.

B1	Sale, purchase or supply of goods or services or any other similar business transaction and trade advances	Ace Alcobev Private Limited ("AAPL")	Hudson Hospitality Private Limited (HHPL)
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or other process has been applied for choosing AAPL as a counter party for the proposed transaction. The Company benefits through directly acquiring timely and quality and quantity of the Beverages to achieve optimum sales volume.	No bidding or other process has been applied for choosing HHPL as a counter party for the proposed transaction. The Company benefits through assured income due to higher expected sales at the Restaurant and Bar business and also generate revenue through machinery service and Brand Royalty income.
2	Basis of determination of Price	The Company will ensure that the proposed RPTs are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, or transaction net margin method, where available, or certified by any independent agency. Compliance with arms' length principles is ensured based on the applicable transfer pricing regulations.	The Company will ensure that the proposed RPTs are done on arms' length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, or transaction net margin method, where available, or certified by any independent agency. Compliance with arms' length principles is ensured based on the applicable transfer pricing regulations.

3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a) Amount of trade advance: b) Tenure: c) Whether same is self-liquidating?	Not Applicable As payments will be made against delivery	Not Applicable As payments will be collected against delivery of goods and service bills raised and on realization of Sales Revenue at a monthly Cycle.
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B2	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.	Not Applicable No such transactions proposed to be entered with AAPL	Not Applicable No such transactions proposed to be entered with HHPL
B3	Disclosure only in case of transactions relating to Investments made by the listed entity or its subsidiary.	Not Applicable No such transactions proposed to be entered with AAPL	Not Applicable No such transactions proposed to be entered with HHPL
C1	Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.	Not Applicable No such transactions proposed to be entered with AAPL	Not Applicable No such transactions proposed to be entered with HHPL
C2	Disclosure only in case of transactions relating to payment of Royalty	Not Applicable No such transactions proposed to be entered with AAPL	Not Applicable No such transactions proposed to be entered with HHPL

On behalf of the Board of Directors of
Ventura Textiles Limited

Mohan Rao Penugonda
Chairman & Managing Director
DIN: 00197973

Date: 07th September 2026
Place: Mumbai