



NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of Venus India Asset-Finance Private Limited will be held on Thursday on 28th day September 2023 at 11:00 A.M. at 198/12-13, 2nd Floor, Main Road, Ramesh Market, East of Kailash, New Delhi-110065 to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company including the Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement, of the company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Financial Statements including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement, of the company, for the year ending March 31, 2023, along with all the notes and annexures thereto and reports of Auditors and Directors thereon be and are hereby received, considered, approved and adopted."

2. Any other matter with the prior permission of the Chair.

By order of the Board
For Venus India Asset-Finance Private Limited

Indu Singh
Company Secretary
Membership No.:A39681
Address: F12/3A, Sai Vatika Apartments,
Sector-63, Ballabgarh, Faridabad -121004



Date: 02/09/2023
Place: Delhi

ENCLS:-Copy of Audited Financial Statements for the Year ended 31st day of March 2023 attached along with all enclosures.



Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXY(IES) TO ATTEND AND VOTE ON POLL AT THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** An instrument appointing a proxy, i.e. **Form MGT-11** (Enclosed), in order to be valid /effective must be duly filled in all respects and should be lodged with Company at its registered office at least 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%), 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 member.

2. Body Corporate members are requested to send a certified copy of the Board resolution authorizing their representative/s to attend and vote at the meeting pursuant to provisions of section 113 of the Companies Act, 2013.
3. The Register of Directors and their Shareholding, Register of Contracts with related Party and contracts, and Bodies in which directors are interested and Registers of Proxies would be available for inspection by the Members at the meeting.
4. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
5. All transfer deeds, requests for change of address, bank particulars /mandates and PAN should be lodged before 26th September 2023.
6. Under Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the company.

**By order of the Board
For Venus India Asset-Finance Private Limited**

Indu Singh



**Indu Singh
Company Secretary
Membership No.:A39681
Address: F12/3A, Sai Vatika Apartments,
Sector-63, Ballabgarh, Faridabad -121004**

Date: 02/09/2023
Place: Delhi

Note: - Please refer to the below-mentioned route map for the address of the meeting of the Company:-

198/12-13, 2nd Floor Main Road, Ramesh Market, East of Kallash New Delhi South Delhi - 110065



Prominent Land Mark: - Kalka Devi Marg

BOARD'S REPORT

To
The Members of Venus India Asset-Finance Private Limited

Your Directors have the pleasure in presenting the 27th Annual Report of the Company with the Audited Financial Statements of Accounts and the Auditor's Report of the Company for the period ended 31st March 2023. The Summarized Financial Results for the period ended 31st March 2023 are as under.

1. FINANCIAL PERFORMANCE SUMMARY

The performance highlights of the company for FY 2022-23

(Amount in Lacs)

S.NO.	PARTICULARS	YEAR ENDED 31 ST MARCH, 2023	YEAR ENDED 31 ST MARCH, 2022
1	Revenue from Operations	6,594.97	9,392.46
	Other Income	51.39	67.84
	Total Income	6,646.36	9,460.03
2	Total Expenditure	5,840.21	8,693.60
3	Profit (+)/ Loss (-) before Tax	806.15	766.70
4	Current tax	257.46	63.50
5	Deferred tax charge	37.41	509.41
6	Profit (+)/ Loss (-) after Tax	511.27	193.79
7	Other Comprehensive Income/ (Loss)	3.58	4.21
8	Total Comprehensive Income	514.86	198.00
7	Dividends Interim Dividend Final Dividend (Proposed)	Nil	Nil
8	Transferred to Reserve Fund maintained u/s 45-IC of RBI Act, 1934	102.25	38.76
9	EPS (Basic) EPS (Diluted)	0.53	0.20

2. STATE OF AFFAIRS

Revenue from the operations for the Financial Year 2022-23 stood at Rs. 6,594.97 Lacs total Comprehensive Income was Rs. 514.86 Lacs as against the revenue of the previous Financial Year which was Rs. 9,392.46 Lacs and total Comprehensive Income was Rs. 198.00 Lacs respectively.

The business's overall profitability has come under pressure due to a reduction in disbursements under a more conservative approach taken on credit approvals, as well as a more prudent recognition of asset quality.

3. MANAGEMENT VISION

Your Directors noted with satisfaction the performance of the Company in the current year despite unprecedented and extremely challenging conditions. The outlook remains cautiously optimistic and it is expected that a positive trend will continue in the growth of the company.

4. DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ending March 31, 2023.

5. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the financial year under review, 14 meetings of the Board of Directors of the Company were held as under:

S. No	Date of Board Meeting	Directors present in the Board Meeting
1.	05 th April 2022,	02
2	27 th June 2022	02
3	29 th June 2022	02
4	18 th August 2022	02
5	31 st August 2022	02
6	09 th September 2022	02
7	23 rd September 2022	02
8	06 th October 2022	03
9	03 rd November 2022	02
10	02 nd December 2022	02
11	24 th December 2022	02
12	01 st February 2023	02
13	03 rd March 2023	02
14	15 th March 2023	02

The maximum interval between any two Board Meetings did not exceed 120 (One hundred and twenty) days. The details of attendance of each Director at Board Meetings are as follows:

S. No.	Name of the Director	Board Meetings	
		No. of Meetings held	No. of Meetings attended
1.	Mr. Vikas Mehrotra	14	12
2.	Mr. Gaurav Goel	14	10
3.	Dr. Doraiswamy Srinivas	14	7

6. SUBSIDIARIES

The Company does not have any Subsidiary, Joint Venture, or Associate Company. Therefore, no information is required to be furnished under Section 129 of the Companies Act, 2013 read with relevant rules.

7. EMPLOYEES' STOCK OPTION PLAN

Your company had not provided any employees with stock options.

8. NON- CONVERTIBLE DEBENTURES:

The company is not having any Non-Convertible Debentures.

9. RBI NBFC-RELATED COMPLIANCE

The company is non-deposit accepting Non-Banking Financial Company (NBFC) and being NBFC, the company had complied all the required provisions of Prudential Norms and all regulations of RBI relating to NBFC issued by the Department of Supervision (NBFC).

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES AMONG THEM

The Board consists of executive & non-executive directors who have wide and varied experience in different disciplines of corporate functioning. During the year under review, there was no change in the director. However, there were changes in the Key Managerial Personnel which are as follow:

- Mr. Saket Misra has resigned from the post of Manager of the Company w.e.f 31st January 2023.
- Ms. Prerna Bajaj was appointed as Chief Executive Officer ("CEO") of the Company w.e.f 01st February 2023.

After the period under review, Mr. Vikas Mehrotra, director of the company passed away on 13th July, 2023 in London.

11. COMMITTEES OF THE BOARD AS ON DATE

Currently, the Board is having Three (3) committees namely, Asset Liability & Risk Management Committee, Nomination & Remuneration Committee, and Corporate Social Responsibility Committee.

The Composition of the committees as per the applicable provisions of the Act and Rules are as follows:

S.No.	Name of Committee	Name of Members of Committee
1	Asset Liability Committee	Dr. Doraiswamy Srinivas Mr. Gaurav Goel, Ms. Prerna Bajaj, Mr. Pramod Kumar Nailwal
2	Risk Management Committee	Dr. Doraiswamy Srinivas Mr. Gaurav Goel, Ms. Prerna Bajaj, Mr. Pramod Kumar Nailwal
3	Corporate Social Responsibility Committee	Mr. Gaurav Goel, Dr. Doraiswamy Srinivas Ms. Prerna Bajaj

12. DISCLOSURE AS PER SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors and 'General Meetings', respectively, have been duly followed by the Company.

13. STATUTORY AUDITORS

M/s Seth & Seth, Chartered Accountants, having registration No. 014842N, continues to be the Statutory Auditor of the company till the conclusion of the 30th AGM of the Company to be held in the year 2026. M/s Seth & Seth, Chartered Accountants, having registration No. 014842N were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th November 2021, for a term of five consecutive years.

14. AUDITOR'S REPORT

Comments of the Auditors in their report and their notes forming part of the Accounts, are self-explanatory and need no comments. There is no qualification, reservation or adverse remark or disclaimer made by the auditor in his report for the period under review.

15. SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS

The company has re-appointed M/s Sarika Jain & Associates, Company Secretaries (**Certificate of Practice No. 8992**) to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit Report, as required under Section 204 of the Companies Act, 2013 and the Rules thereunder. The Secretarial Audit Report for the FY 2022-23 is attached as **Annexure I** with the Director's Report which is self-explanatory.

16. COMMENTS ON SECRETARIAL AUDITOR REPORT

There is no qualification, reservation or There is no qualification, reservation or adverse remark or disclaimer made by the Secretarial auditor in her report for the period under review.

17. COST AUDITORS

The Cost audit of the Company has not been conducted for the financial year 2022-23 as provisions of Section 148 of the Companies Act, 2013 are not applicable to the Company.

18. PUBLIC DEPOSIT

The Company neither invited nor accepted any Public Deposit in the year 2022-23. There are no small depositors in the company.

19.DETAILS OF MONEY ACCEPTED FROM THE DIRECTOR

During the period under review, the Company has not accepted money in the form of an unsecured loan from the director or relative of the director of the Company.

20.DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with Sub-Section (5) Of Section 134 of the Companies Act, 2013 the Board of Directors of the company confirms and submits the Directors Responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

"Internal Financial Controls" means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21.PERSONNEL

The company continued to have cordial relations with the employees.

22.SHARE CAPITAL

The Authorized share capital as on 31st March 2023 is Rs. 140,00,00,000/- (Rupees One Hundred and Forty Crores) and the issued, subscribed and Paid-Up Equity Share Capital as on 31st March 2023 is Rs. 92,72,06,600/- (Rupees Ninety-Two Crores Seventy Two Lacs Six Thousand Six Hundred only). During the year under review, the Company has not issued shares with differential voting rights nor granted any stocks options or sweat equity.

During the year under review, the Company has bought back 48,99,172 equity shares of Rs 10 each at the price of Rs. 23.18/- each forming total consideration of Rs. 11,35,62,807/- (Rupees Eleven Crores Thirty Five Lakhs Sixty Two Thousand Eight Hundred and Seven only) in accordance with the provisions of Section 68 of the Companies Act, 2013 read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014. The said buy back of shares constituted less than 10% of the total paid up Capital and free reserves.

As on 31st March, 2023, none of the Directors of the Company holds instrument convertible into equity shares of the Company.

23.ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, SWEAT EQUITY, ESOS, ETC., IF ANY

The Company has not issued shares with differential voting rights nor granted stock options nor sweat equity during the period under review.

24.WORKERS PARTICIPATION

The basic objective of the scheme of workers' participation in Management was to create an atmosphere of free and frank exchange of views between workmen on organizational matters. But the most common mode of interaction and exchange of ideas between management and workers was through frequent meetings held at different intervals outside the ambit of the scheme.

25. TRAINING

A number of in-house programmers were conducted at the corporate office during the year under review.

26. PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES

The Company has entered into contracts or arrangements with Related Party as referred to in Section 188 of the Companies Act, 2013 for the period under review. The Copy of AoC-2 is attached with the report as Annexure II.

Your Directors draw the attention of the members to after the Notes i.e. to the note no. 36, to the financial statement which sets out related party disclosures. All related party transactions are approved by the Board as applicable.

27. PARTICULARS OF EMPLOYEES

During the year, there are no employees of the Company who fall within the purview of the limits as prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016.

28. TRANSFER TO RESERVES

An amount of Rs. 102.25 Lacs/- has been transferred to the Reserve maintained under section 45-IC of the RBI Act, 1934, by the company during the period under review.

29. INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has an adequate system of internal control to safeguard and protect from loss, unauthorized use, or disposition of its assets commensurate with the size, scale, and complexities of its operations. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with the policy adopted by the company.

The Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

All the transactions are properly authorized, recorded, and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

30. RISK MANAGEMENT

As per the Companies Act, 2013, and as part of good corporate governance, the Company has constituted the Asset Liability Committee and Risk Management Committee. The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing, and monitoring the risk management plan for the Company.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management.

31. PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

32. CORPORATE SOCIAL RESPONSIBILITY

The composition of the CSR Committee, a brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company on CSR activities during the financial year under review are set out in Annexure III to this Report in the format as prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR projects as approved by the Board of Directors is mentioned in the policy and the CSR Policy is available on the website of the Company at https://www.venusfin.com/wp-content/uploads/2023/08/csr_policy_new.pdf.

Pursuant to clause (o) of sub-section (3) of section 134 of the Companies Act, 2013 read with Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014, the Company's CSR and Affirmative Action Programmers are as follows:

1) Average net profit of the company for the last three financial years: Rs. 11,19,84,104/-

2) Prescribed CSR Expenditure for FY 2022-23: Rs. 22,39,682/-
(two percent of the amount as in item 3 above)

3) Details of CSR spent during the financial year

(a) Total amount to be spent in the financial year : Rs. 22,39,682/-

(b) Amount spent during the year : Rs. 22,39,682/-

(c) Amount unspent : Nil

d) The manner in which the amount spent during the financial year is detailed below:

S. No	CSR project or activity identified	The sector in which the Project is covered	Area for Spending (1) Local area or other (2) Specify the state and district where projects or programs were undertaken	Amount outlay	Way of Spending Amount spent: Direct or through implementing agency	Cumulative expenditure up to the reporting period
1	To Promote education	Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.	Delhi	Rs.2,50,000/-	Through Rahab Centre for Hope	Rs.2,50,000/-
2	Contribution towards food for poor	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Shravasti Uttar Pradesh	Rs.30,000/-	Direct	Rs.2,80,000/-
3	Contribution towards Supplementary nutrition packets for undernourished infants	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Balarampur Uttar Pradesh	Rs.2,30,223/-	Direct	Rs.5,10,223/-
4	To Promote	Promoting education,	Shravasti	Rs.4,41,025/-	Direct	Rs.9,51,248/-

	education	including special education and employment enhancing vocation skills, especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.	Uttar Pradesh			
5	Healthcare	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Delhi	Rs. 80,841/-	Direct	Rs. 10,32,089/-
6	Healthcare	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Delhi	Rs. 1,02,350/-	Direct	Rs. 11,34,439/-
7	To Promote education Contribution for Books	Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.	Lucknow Uttar Pradesh	Rs. 4,014/-	Direct	Rs. 11,38,453/-
8	To Promote education	Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.	Uttar Pradesh	Rs. 2,75,000/-	Through Dhanush Foundation	Rs. 14,13,453/-
9	Distribution of refreshment s and pure water	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Uttar Pradesh	Rs. 1,35,000/-	Direct	Rs. 15,48,453/-
10	Contribution towards Clothes for poor	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Delhi NCR	Rs. 2,24,910/-	Direct	Rs. 17,73,363/-
11	Healthcare	Eradicating hunger, poverty, and malnutrition, promoting	Delhi	Rs. 75,000/-	Direct	Rs. 18,48,363/-

		preventive health care and sanitation, and making available safe drinking water.				
12	Contribution towards Clothes for poor	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Delhi NCR	Rs. 8,400/-	Direct	Rs. 18,56,763/-
13	Contribution towards food for poor	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Balarampur Uttar Pradesh	Rs 1,45,000/-	Direct	Rs.20,01,763/-
14	Contribution for Blankets	Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation, and making available safe drinking water.	Delhi /NCR	Rs. 1,52,869/-	Direct	Rs. 21,54,632/-
15	To Promote education of girls	Promoting education, including special education and employment enhancing vocation skills, especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.	Noida, UP	Rs.85,050/-	Through Gyan Daanam Gurukul	Rs. 22,39,682/-

(e) Reasons for not spending the prescribed amount, if any- NA

33.DISCLOSURES

I. VIGIL MECHANISM POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adopting of the highest standards of professionalism, honesty, integrity, and ethical behavior of the company has adopted a vigil mechanism policy.

II. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Being a Non-Banking Financial Company, the provisions of Section 186 of the Companies Act, 2013 is not applicable to the company. Therefore, no comments are required under this compliance.

III. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

IV. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption do not apply as operations of your Company are not energy-intensive for the period under review. However, Adequate measures have been taken to reduce energy consumption by using energy-efficient equipment incorporating the latest technology.

V. CHANGE IN THE NATURE OF BUSINESS

There were no significant changes in the nature of the business of the Company during the period under review.

VI. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company between the end of the period to which these financial statements relate and the date of this Report.

VII. EXTRACT OF ANNUAL RETURN

The Annual Return in Form MGT-9 as required under Section 92 and 134 (3) of the Companies Act, 2013 read with rules made thereunder, is attached herewith as **Annexure-IV** and forms part of this Report.

The Annual Return in Form MGT-9 has been also placed on the website of the company.

VIII. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earning: Rs. NIL (Previous Year Rs. NIL)

Foreign Exchange Outgo: Rs. 10,99,99,995/- (Previous Year Rs. 44,39,167/-)

IX. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the company has complied with provisions relating to the constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

No complaints pertaining to sexual harassment were received during FY 2022-23.

34. DISCLOSURE IN TERMS OF VARIOUS PROVISIONS OF THE COMPANIES ACT, 2013

The status of the Company being a Private Limited Company and not having material profit/turnover/Bank's borrowings, the provision related to

- (a) Statement on declaration given by Independent Directors (Section 149)
- (b) Formation of Audit Committee (Section 177)
- (c) Formation of Nomination and Remuneration Committee (Section 178)
- (d) Undertaking formal Annual Evaluation of the Board and that of its committees and the individual Directors

are not applicable to the Company and hence no comment is invited in this regard.

35. FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12), OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT.

The Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company.

36. DETAILS OF APPLICATION / ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

Neither any application was made nor any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

37. DETAILS OF THE DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

As Company has not done any one-time settlement during the year under review hence no disclosure is required.

38. ACKNOWLEDGEMENTS

The Board places on record its deep appreciation of the contributions made by its employees at all levels of the operations of the Company. The Company is grateful for the support and co-operation received from the Bankers to the Company.

We also thank the Reserve Bank of India, our regulator, for all the co-operation extended for the year under review. Last but not least, your Directors deeply acknowledge the continued trust and confidence you have placed in the Company.

**For and on behalf of the Board
Venus India Asset-Finance Private Limited**



Gaurav Goel
Director
DIN: 00076111
Add 61, Friends Colony,
New Delhi-110065
Date: 02/09/2023
Place: Delhi

D Srinivas



Doraiswamy Srinivas
Director
DIN No.: 06553495
Address: 63 Ashley
Gardens, Ambrosden
AV, London, SW1P1QG,
United Kingdom
Date: 01/09/2023
Place: London



SARIKA JAIN & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Venus India Asset-Finance Private Limited

CIN: U65921DL1996PTC081630

198/12-13, 2nd Floor

Main Road, Ramesh Market

East of Kailash

New Delhi-110065

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Venus India Asset-Finance Private Limited (CIN: U65921DL1996PTC081630), (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and on basis of management representation letter, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Venus India Asset-Finance Private Limited ("the Company") for the financial year ended on 31st March, 2023 according to the provisions of:



- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **NOT APPLICABLE**

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **NOT APPLICABLE**

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **NOT APPLICABLE**

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **NOT APPLICABLE**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **NOT APPLICABLE**.

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **NOT APPLICABLE**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **NOT APPLICABLE**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **NOT APPLICABLE**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **NOT APPLICABLE**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **NOT APPLICABLE**

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **NOT APPLICABLE**

(vi) All relevant laws applicable to the company as provided by the management hereunder:

a. Credit Information Companies (Regulation) Act, 2005

b. Finance Act.

c. Foreign Exchange Management (Non Debt Instruments) Rules, 2019

d. Foreign Exchange Management (Debt Instruments) Regulations, 2019 **NOT APPLICABLE**

e. Income Tax Act, 1961 and the rules made thereunder.



- f. FDI Policy issued by DIPP.
- g. Master Direction – Reporting under Foreign Exchange Management Act, 1999.
- h. Master Direction- Non-Banking Financial Company Returns (Reserve Bank) Directions, 2016.
- i. Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016.
- j. Master Direction - Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
- k. Master Direction - Miscellaneous Non-Banking Companies (Reserve Bank) Directions, 2016.
- l. Master Direction - Information Technology Framework for the NBFC Sector.
- m. RBI- Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- n. Master Circular – Prevention of Money Laundering Act, 2002.
- o. Reserve Bank of India Act, 1935.
- p. The Competition Act, 2002. **NOT APPLICABLE**
- q. The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.

We have also examined compliance with the applicable clauses of the following:

(i) **Secretarial Standards issued by The Institute of Company Secretaries of India.**

The Secretarial Standards issued & notified by The Institute of Company Secretaries of India are duly complied by the company.

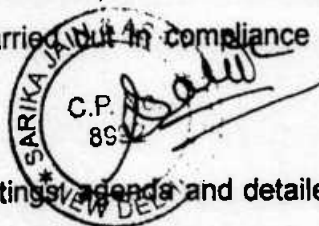
(ii) **Listing Agreements**

NOT APPLICABLE

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or at shorter notice if notice period is of less



than seven days, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has bought back 48,99,172 equity shares of Rs 10 each at the price of Rs. 23.18/- each aggregating Rs. 11,35,62,807/- (Rupees Eleven Crores Thirty Five Lakhs Sixty Two Thousand Eight Hundred and Seven only) in accordance with the provisions of Section 68 of the Companies Act, 2013 read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014. Apart from above stated buy back of shares, there were no specific events/actions such as Public Issue of Securities, Buy Back, Merger, amalgamation or any other major decisions have taken place which requires compliance of applicable provisions.

For Sarika Jain & Associates

Company Secretaries

Firm Regn No. I2010DE725400



A handwritten signature in black ink, appearing to read "Sarika Jain".

(Sarika Jain)

Company Secretary

FCS 8185

CP No. 8992

Firm Regn No. I2010DE725400

PR No. 2246 / 2022

UDIN: F008185E000892145

Date: 29th August, 2023

Place: New Delhi

Note: This report should be read with the letter of even date which is annexed as 'ANNEXURE B' and forms an integral part of this report.

ANNEXURE A

BOOKS, PAPERS AND MINUTE BOOKS MAINTAINED BY THE COMPANY

1. Book containing the Minutes of the Board Meeting, General Meeting and Committees Meeting.
2. Books of Accounts.
3. Register of Members.
4. Register of Transfer & Transmission.
5. Register of Director's and Key Managerial Personnel
6. Register of Directors Shareholding.
7. Register of Charges.
8. Registers of Director's and Shareholder's Attendance.
9. Registers of Loans, Investments and Guarantee.
10. Agenda's of Board & Committee Meeting.
11. Registers of Contract or arrangements in which directors are interested.

ANNEXURE B

To

The Members

Venus India Asset-Finance Private Limited

CIN: U65921DL1996PTC081630

198/12-13, 2nd Floor

Main Road, Ramesh Market

East of Kailash

New Delhi-110065

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company.
Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.



- 4 We have based our opinion on the matters relating to the Income Tax Act and Service Tax matters on the basis of Internal Audit Report for each quarter in the FY 2022-23 by the Internal Auditors.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sarika Jain & Associates

Company Secretaries

Firm Regn No. I2010DE725400



A handwritten signature in cursive script, appearing to read "Sarika Jain".

(Sarika Jain)

Company Secretary

FCS 8185

CP No. 8992

Firm Regn No. I2010DE725400

PR No. 2246 / 2022

UDIN: F008185E000892145

Date: 29th August, 2023

Place: New Delhi

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under the third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis	
(a) Name(s) of the related party and nature of the relationship	M/s. Goel Investment Limited
(b) Nature of contracts/arrangements/transactions	Grant of a loan to M/s. Goel Investment Limited
(c) Duration of the contracts / arrangements/transactions	30 days
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	Loan Amount:- 16 Crores Tenure- 30 days Interest rate- 14% p.a.
(e) Justification for entering into such contracts or arrangements or transactions	Early payment of loan
(f) date(s) of approval by the Board	09/09/2022
(g) Amount paid as advances, if any:	Nil
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	12/09/2022
2. Details of material contracts or arrangement or transactions at arm's length basis	
(a) Name(s) of the related party and nature of the relationship	Mr. Gaurav Goel
(b) Nature of contracts/ arrangements/ transactions	Consultancy fees of Rs. 62,00,000/- paid to Mr. Gaurav Goel for availing Strategic Advisory services, especially in terms of technical, capital markets-related guidance.
(c) Duration of the contracts / arrangements/ transactions	As per agreement
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Consultancy Fees for Strategic Advisory services especially in terms of technical, capital markets-related guidance.
(e) Date(s) of approval by the Board, if any:	17/11/2021
(f) Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors

Venus India Asset-Finance Private Limited



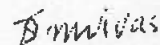
Gaurav Goel
Director

DIN: 00076111

**Add 61, Friends Colony,
New Delhi-110065**

Date: 02/09/2023

Place: Delhi



Doraiswamy Srinivas
Director

DIN No.: 06553495

**Address: 63 Ashley
Gardens, Ambrosden AV,
London, SW1P1QG,
United Kingdom**

Date: 01/09/2023

Place: London



Annexure III

Format for The Annual Report on CSR Activities to be included in the Board's Report for Financial Year 2022-23

1. A brief outline on CSR Policy of the Company:

- At Venus, we believe that a healthy business grows around a healthy community. We further believe that an organized society is an indispensable foundation for a successful business. The objective is to actively contribute to the social and economic development of the communities in which we operate.

We strongly believe that making corporate contributions is the best way to show the community that we care about them, their families, and their future.

The vision of this policy is to contribute to the social and economic development of the communities in which we operate.

2. Composition of CSR Committee as on 31st March 2023

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Vikas Mehrotra	Director and Member of the Committee	3	3
2.	Mr. Gaurav Goel	Director and Member of the Committee	3	3

3. Provide the web- link(s) where Composition of the CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

https://www.venusfin.com/wp-content/uploads/2023/08/csr_policy_new.pdf

4. Provide the executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 if applicable -**Not Applicable**

5. (a) Average net profit of the company as per sub-section (5) of section 135.- Rs. 11,19,84,104/-

(b) Two percent of average net profit of the company as per sub-section (5) of section 135.-**Rs. 22,39,682/-**

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years-**Nil**

(d) Amount required to be set off for the financial year, if any-**Nil/-**

(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. - Rs. **22,39,682/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Projects)-
Rs. **22,39,682/-**

(b) Amount spent in Administrative Overheads-**Nil**

(c) Amount spent on Impact Assessment, if applicable-**Not Applicable**

(d) Total amount spent for the Financial Year [(a)+(b)+(c)] **Rs. 22,39,682/-**

(e) CSR amount spent ~~or unspent~~ for the financial year: **Rs. 22,39,682/-**

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
22,39,682	NIL	NIL	NIL	NIL	NIL

(f) Excess amount for set off, if any- **Nil**

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as sub-section (5) of section 135	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil

(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil
-----	---	-----

7. Details of Unspent CSR amount for the preceding three financial years- Nil

1 Sl.No.	2 Preceding Financial Year(s)	3 Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	4 Balance Amount in Unspent CSR Account under sub-section (6) of section 135(in Rs.)	5 Amount Spent in the Financial Year (in Rs.)	6 Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		7 Amount remaining to be spent in succeeding Financial Years (In Rs.)	8 Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
1	19-20	Nil	Nil	Nil	Nil		Nil	Nil
2	20-21	Nil	Nil	Nil	Nil		Nil	Nil
3	21-22	Nil	Nil	Nil	Nil		Nil	Nil

8. Whether any capital asset, have been created or acquired through Corporate Social Responsibility amount spent in the financial year –No

☐

Yes

☐

No

If Yes, enter the number of Capital assets created/acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two percent of the average net profit sub-section (5) of section 135).-Not Applicable



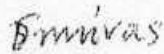
Perna Bajaj

Chief Executive Officer



Gaurav Goel

Chairman of CSR Committee



Doraiswamy Srinivas

Director



FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2023
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN:-	U65921DL1996PTC081630
ii) Registration Date:-	02/09/1996
iii) Name of the Company:-	VENUS INDIA ASSET-FINANCE PRIVATE LIMITED
iv) Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v) Address of the Registered office and contact details:-	198/12-13, 2 nd Floor, Main Road, Ramesh Market, East of Kailash, New Delhi-110065 0120-4681262
vi) Whether listed company:-	No
vii) Name, Address and Contact details of Registrar and Transfer	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Finance Companies	99711	99.23%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

SR. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Venus India Structured Finance Master Limited (Formerly known as Visff No.1 Ltd.)	N.A.	Holding Company	77.77%	2 (87) (ii)

	Add: Kross Border, St. Louis Business Ctr., CNR Desroches& St. Louis Str. P-Louis, Mauritius.				
--	--	--	--	--	--

IV. SHAREHOLDINGPATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding as on 31st March, 2023

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a)Individual/ HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Central Govt.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt.(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	1,69,13,957	1,69,13,957	17.33%	NIL	1,69,13,957	1,69,13,957	18.24%	0.91%
e) banks /FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f)Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1):-	NIL	1,69,13,957	1,69,13,957	17.33%	NIL	1,69,13,957	1,69,13,957	18.24%	0.91%
(2) Foreign:									
a)NRIs- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b)Other- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c)Bodies Corp.	NIL	7,68,52,199	7,68,52,199	78.73 %	NIL	7,21,06,729	7,21,06,729	77.77 %	(0.96%)
d)Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e)Any Othe.(FII)									
Sub-total(A) (2):-	NIL	7,68,52,199	7,68,52,199	78.73 %	NIL	72106729	72106729	77.77 %	(0.96%)

[illegible]

Sub-total (B)(2):-	NIL	38,53,676	38,53,676	3.95%	NIL	36,99,974	36,99,974	3.99%	0.04%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	NIL	38,53,676	38,53,676	3.95%	NIL	36,99,974	36,99,974	3.99%	0.04%
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	9,76,19,832	9,76,19,832	100%	NIL	9,27,20,660	9,27,20,660	100%	NIL

(II) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/encumbered to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged/encumbered to total shares	
1.	Venus India Structured Finance Master Limited (Formerly known as Visff No.1 Ltd.)	7,68,52,199	78.73%	NIL	7,21,06,729	77.77%	NIL	(0.96%)
2.	M/s.Goel Investments Ltd.	1,69,13,957	17.33%	NIL	1,69,13,957	18.24%	NIL	0.91%
	TOTAL	9,37,66,156	96.06%	NIL	8,90,20,686	96.01%	NIL	(0.05%)

(iii)Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding during the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1.	Venus India Structured Finance Master Limited (Formerly known as Visff No.1 Ltd.)				
	As at the Beginning of the Year	7,68,52,199	78.73%	7,68,52,199	78.73%
	Buyback during the year (dt. 16/01/2023)	(47,45,470)	(0.96%)	7,21,06,729	77.77%
	As at the end of the year	7,21,06,729	77.77%	7,21,06,729	77.77%
2.	M/s Goel Investments Ltd.				
	As at the Beginning of the Year	1,69,13,957	17.33%	1,69,13,957	17.33%
	Allotment/Transfer/Buyback during the year	NIL	NIL	1,69,13,957	18.24%
	As at the end of the year	1,69,13,957	18.24%	1,69,13,957	18.24%

(iv)Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year 01.04.2022		Cumulative Shareholding during the year 31.03.2023	
		No. of Shares	% of total Share Capital	No. of Shares	% of total Share Capital
1.	M/s Roop Commercials Pvt Ltd.				
	As at the Beginning of the Year	13,63,636	1.40%	13,63,636	1.47%
	Buyback during the year (16/01/2023)	NIL	NIL	13,63,636	1.47%
	As at the end of the year	13,63,636	1.40%	13,63,636	1.47%
2.	M/s Vinu Promoters Private Limited				
	As at the Beginning of the Year	24,90,040	2.55%	24,90,040	2.55%
	Buyback during the year (16/01/2023)	(1,53,702)	(0.03%)	23,36,338	2.52%
	As at the end of the year	23,36,338	2.52%	23,36,338	2.52%

--	--	--	--	--	--

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total Share capital	Increase	Decrease	No. of Shares	% of total Share capital
1	Mr. Vikas Mehrotra	NIL	NIL	NIL	NIL	NIL	NIL
2	Mr. Gaurav Goel	NIL	NIL	NIL	NIL	NIL	NIL
3	Dr. Doraiswamy Srinivas	NIL	NIL	NIL	NIL	NIL	NIL
4	Ms. Purna Bajaj**	NA	NA	NA	NA	NIL	NIL
5	Mr. Saket Misra*	NIL	NIL	NIL	NIL	NA	NA
6	Ms. Indu Singh	NIL	NIL	NIL	NIL	NIL	NIL

*Mr. Saket Misra has resigned from the post of Manager of the company w.e.f 31/01/2023.

**Ms. Purna Bajaj has appointed as Chief Executive Officer ("CEO") of the Company w.e.f. 01/02/2023

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount (A)	1,90,26,41,833	NIL	NIL	1,90,26,41,833
ii) Interest due but not paid	20,55,214	NIL	NIL	20,55,214
iii) Interest accrued but not due	1,01,44,932	NIL	NIL	1,01,44,932
Total (i+ii+iii)	1,91,48,41,979	NIL	NIL	1,91,48,41,979
Change in Indebtedness during the financial year				
Additions	NIL	NIL	NIL	NIL
Deletions	1,25,62,76,805	NIL	NIL	1,25,62,76,805
(B) Net Change	-1,25,62,76,805	NIL	NIL	-1,25,62,76,805
Indebtedness at the end of the financial year				
i) Principal Amount (A+B)	64,63,65,028	NIL	NIL	64,63,65,028

ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	7,855	NIL	NIL	7,855
Total (i+ii+iii)	64,63,72,883	NIL	NIL	64,63,72,883

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Amount Rs.
		Mr. Saket Misra (Manager)*	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Rs 187,96,774/- NIL NIL	Rs 187,96,774/- Nil Nil
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission -as % of profit -others, specify...	NIL	NIL
5.	Others (Reimbursement of expenses)	15,30,755	15,30,755
	Total (A)	Rs. 2,03,27,529/-	Rs. 2,03,27,529/-
	Ceiling as per the Act	N.A.	N.A.

*Mr. Saket Misra has resigned from the post of Manager of the company w.e.f 31/01/2023.

B. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
	Independent Directors • Fee for attending board/committee meetings • Commission Others, please specify	NIL	NIL
	Total (1)	NIL	NIL

	Other Non-Executive Directors <ul style="list-style-type: none"> • Fee for attending board/committee meetings • Commission • Others, (Professional services) 	NIL NIL NIL	NIL NIL NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration(A+B)	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD.

Sl. no.	Particulars of Remuneration	Name of KMP		Total Amount
		Indu Singh (Company Secretary)	Prerna Bajaj* (CEO)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 7,27,325/-	Rs 21,12,572/-	Rs. 28,39,897/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission			
	-as % of profit	NIL	NIL	NIL
	-others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	Rs. 66,224/-	Rs. 66,224/-
	Total	Rs. 7,27,325/-	Rs. 21,78,796/-	Rs.29,06,121/-


*Ms. Prerna Bajaj has appointed as Chief Executive Officer ("CEO") of the Coampny w.e.f. 01/02/2023

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, if any (give Detail)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Venus India Asset Finance Private Limited


Gaurav Goel
 Director
 DIN: 00076111
 Add 61, Friends Colony,
 New Delhi-110065
 Date: 02/09/2023
 Place: Delhi


Doraiswamy Srinivas
 Director
 DIN No.: 06553495
 Address: 63 Ashley
 Gardens, Ambrosden
 AV, London, SW1P1QG,
 United Kingdom
 Date: 01/09/2023
 Place: London

