



**NOTICE**

**NOTICE** is hereby given that the 9<sup>th</sup> Extra Ordinary General Meeting of the Members of Venus India Asset-Finance Private Limited will be held on Monday on 22<sup>nd</sup> January 2024 at 11.00 A.M. at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020 to transact the following business:

**SPECIAL BUSINESSES:**

**1. AMENDMENT IN THE ARTICLES OF ASSOCIATION OF THE COMPANY (AOA)**

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

**"RESOLVED THAT** subject to approval of ROC and in pursuance to the Section 14 of the Companies Act, 2013 and any other applicable provisions, the Articles of Association of the company, be and is hereby altered by inserting new clause relating to dematerialization of securities and adoption of new set of the E- Articles of Association in order to align Articles of Association as per the Companies Act, 2013.

**FURTHER RESOLVED THAT** the following clause relating to dematerialization be and is hereby inserted:

"(A) (i) Notwithstanding any thing to the contrary contained in these Articles the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act.

ii) When any securities of the Company are held or dealt in dematerialized form.

(a) Every person holding securities of the Company through allotment or otherwise shall have the option to receive and hold the same in the dematerialized form with a depository.

(b) All securities held by a depository shall be dematerialized and shall be in fungible form. Nothing contained in Section 153, 153A, 153B, 187B and 187C of the Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owner.

(c) Every person holding securities of the Company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act, 1996, and the rules. It any, prescribed thereunder and on fulfilment of the conditions prescribed by the Company from time to time, the Company shall issue the relevant security certificate to the beneficial owner thereof.

(B) (i) The Company shall make available to the depository, copies of the relevant records in respect of securities held by such depository for the beneficial owners thereof.

(ii) When a holder or an allottee of the securities opts to hold the same with a depository, the Company shall intimate such depository the details of his holding or allotment of securities and thereupon the depository shall enter in its record the names of the holders/allottees as the beneficial owners of such securities.

(C) The register and index of Beneficial Owners of securities maintained by a depository under section 11 of the Depositories Act, shall be deemed to be the Register and index of Members or of Holders of Debenture or other securities of the Company.

(D) (i) Transfer of securities held in a depository will be governed by the provisions of depositories Act, 1996.

(ii) Every depository shall furnish to the Company information about the transfer of securities, the name of beneficial owners at such intervals and in such manner as may be specified under the provisions of Depositories Act, 1996. (iii) Section 108 of the Act shall not apply to transfer of securities effected by the transferor or and the transferee both of whom are entered as beneficial owners in the records of a depository.

- (E) (i) A depository shall be deemed to be the registered owner for the purposes of effecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.  
(ii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
- (F) Nothing contained in the Act or these Articles regarding the necessity of having numbers for securities issued by the Company shall apply to Securities.
- (G) Notwithstanding anything contained in these articles or the act, the provisions of Depositories Act, 1996, relating to dematerialization of securities, (including any modification or re-enactment."

**RESOLVED FURTHER THAT** Mr. Gaurav Goel, Director, and/or Ms. Perna Bajaj, CEO of the Company and/or Ms. Indu Singh Company Secretary of the Company be and is/are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

## **2. APPOINTMENT OF AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF EXISTING AUDITOR.**

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

**RESOLVED THAT** pursuant to provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of M/s. D.C. Chhajer & Associates Chartered Accountants (firm registration No. 013529N ), New Delhi for the for the financial year 2023-24, to fill the casual vacancy caused by the resignation of the existing auditor i.e. M/s. Seth & Seth Chartered Accountants (firm registration No. 014842N), New Delhi.

**FURTHER RESOLVED THAT** M/s.D.C. Chhajer & Associates Chartered Accountants (firm registration N013529N ), shall hold the office of auditors from the conclusion of this extraordinary general meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2024 at a remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.

**RESOLVED FURTHER THAT** Mr. Gaurav Goel, Director, and/or Ms. Perna Bajaj, CEO and/or Ms. Indu Singh Company Secretary of the Company be and is/are hereby severally authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**Date: 26/12/2023**

**Place: New Delhi**

**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**



**Notes:**

The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business is annexed hereto.

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, 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. Bodies 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 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business (item No. 1 and 2) is annexed hereto and forms part of the Notice.
4. 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.
5. 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.
6. All transfer deeds, requests for change of address, bank particulars /mandates and PAN should be lodged before 19<sup>th</sup> January 2024.
7. 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.



**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the item of at item Nos. 1 & 2 of the Notice dated 26/12/2023 and the same should be taken as forming part of the Notice.

**Item No. 1**

**Amendment in Articles of Association of Company**

On 27<sup>th</sup> October 2023, the Ministry of Corporate Affairs (hereinafter called "MCA") issued a notification whereby all non-small private companies are obligated to dematerialize its existing securities and ensure any future issuance or transfer must be conducted exclusively in Demat form. Keeping in view the above-stated circular issued, the Board in its meeting held 25<sup>th</sup> October 2023 decided to propose the matter of addition of clause regarding to dematerIALIZATION of securities, to the members for their approval. The Board also decided to recommend to amend AoA by interesting new clause and adopt new set of E- Articles of Association of the Companies, which will align with Companies Act 2013.

As per provisions of Section 14 of the Companies Act, 2013, AOA can only be amended by members of the company. Accordingly, the matter is proposed before the members for their consideration and approval as a special resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Item No. 2**

**Appointment of auditor to fill the casual vacancy caused by the resignation of existing auditor.**

Existing statutory Auditors M/s. Seth & Seth Chartered Accountants (firm registration No. 014842N) New Delhi have resigned as Statutory Auditors of the company which has caused casual vacancy. In order to fill such casual vacancy, the Board of Directors of the Company had proposed M/s. D.C. Chhajed & Associates Chartered Accountants (firm registration No 013529N) New Delhi as the statutory auditors of the Company from the conclusion of this Extraordinary General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2024 at a remuneration as may be fixed by the Board of Directors in consultation with the said Auditors.

The Companies has also received consent and eligibility letter to act as the Statutory Auditors of the 2013 and the Companies (Audit and Auditors) Rules, 2014.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**Date:26/12/2023**

**Place: New Delhi**

**By order of the Board**

**For Venus India Asset-Finance Private Limited**



**Indu Singh**

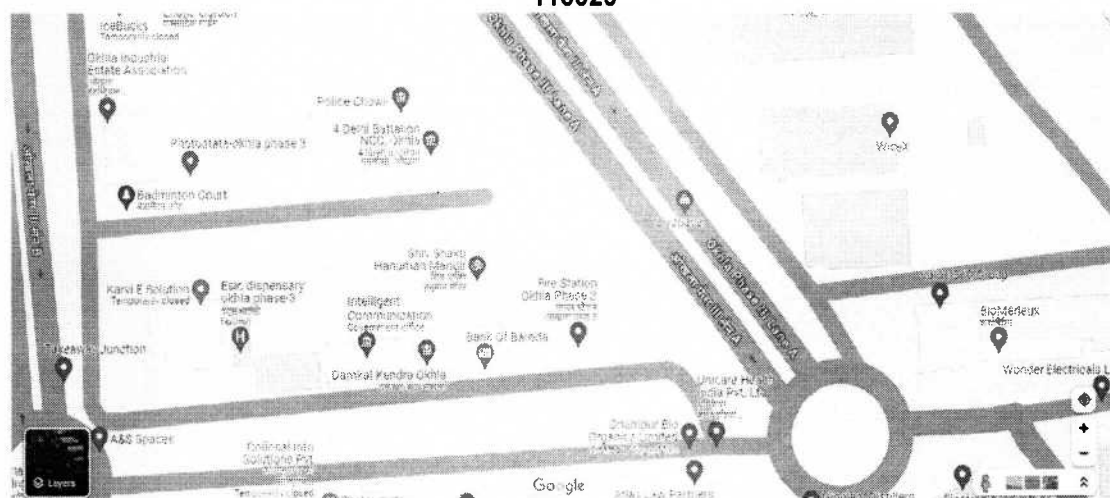
**Company Secretary**

**Membership No.:A39681**

**Address: F12/3A, Sai Vatika Apartments,  
Sector-63, Ballabgarh, Faridabad -121004**

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

**248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020**



**Prominent Land Mark: - Live Shape**