

NOTICE

NOTICE is hereby given that the 10th Extra Ordinary General Meeting of the Members of Venus India Asset-Finance Private Limited will be held at shorter notice on Thursday on 15th February 2024 at Corporate Office at 12.10 P.M. at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020 to transact the following business:

SPECIAL BUSINESSES:

1. 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. S S Kothari Mehta & Company Chartered Accountants (firm registration No. 000756N), 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.

RESOLVED FURTHER THAT M/s. S S Kothari Mehta & Company Chartered Accountants (firm registration 000756N), 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. Prerna 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: 06/02/2024

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 (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. 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) 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 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 13th 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 No. 1 of the Notice dated 06/02/2024 and the same should be taken as forming part of the Notice.

Item No. 1

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 resigned as Statutory Auditors of the company due to which casual vacancy is created. In order to fill such casual vacancy of Statutory Auditor, the Board of Directors of the Company again in its meeting held on 03rd February 2024 decided to recommend the name of S S Kothari Mehta & Company (Firm Registration No. 000756N) to be appointed as the Statutory Auditor from the conclusion of the Extra Ordinary General Meeting till the conclusion of next Annual General Meeting 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.

According to the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014, the company is in receipt of the consent and the eligibility letter from M/s S S Kothari Mehta & Company, to act as the Statutory Auditors

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

Date: 06/02/2024

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 Space