

NOTICE

NOTICE is hereby given that the 11th Extra Ordinary General Meeting of the Members of Venus India Asset-Finance Private Limited will be held on Tuesday on 21st May 2024 at 01.00 P.M. at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020 at shorter notice to transact the following business.

SPECIAL BUSINESSES:

1. Proposal of the appointment of Mr. Jayechund Jingree as Nominee Director of M/s Venus India Structured Finance Master Limited.

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

“RESOLVED THAT subject to approval of Reserve Bank of India, other statutory authority and requisite qualifications pursuant to section 152 and 164 of companies act 2013 the consent of the members be and is hereby accorded for the proposal of appointment of Mr. Jayechund Jingree as Nominee director of Venus India Structured Finance Master Limited, in the Board of the Company i.e. Venus India Asset-Finance Private Limited.

FURTHER RESOLVED THAT Board of director of the company be and is hereby 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.”

2. Proposal of the appointment of Mr. Sheik Mohamad Ally Shameem Kureemun as an alternate Director of Mr. Jayechund Jingree .

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

“RESOLVED THAT subject to approval of Reserve Bank of India, other statutory authority and requisite qualifications pursuant to section 161, 164 and other applicable provisions of the Companies Act, 2013 the consent of the members be and is hereby accorded for the proposal of appointment of Mr. Sheik Mohamad Ally Shameem Kureemun as an alternate Director of Mr. Jayechund Jingree .

FURTHER RESOLVED THAT Board of director of the company be and is hereby 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:13/05/2024

Place: New Delhi

By order of the Board

For Venus India Asset Finance Private Limited



Prerna Bajaj

Director cum CEO

DIN:03551618

**Address:Q-11, Rajouri Garden New Delhi-
110027**

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 Statutory Registers would be available for Inspection by the Members at the meeting.
5. All transfer deeds, requests for change of address, bank particulars /mandates and PAN should be lodged before 18th May 2024.
6. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
7. The Requisition dated 09th May, 2024 received from M/s Venus India Structured Finance Master Limited, is available for inspection by the Members at the Corporate Office of the Company between 10.00 a.m. and 1.00 p.m. on any working day of the Company up to the date of the Meeting. The said Notice & Requisition shall also be available for inspection at the venue of the Meeting.

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 13/05/2024 and the same should be taken as forming part of the Notice.

Pursuant to Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, can call an extraordinary general meeting ("EGM") of the company.

The Company, received a requisition on 09/05/2024 under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an EGM from M/s Venus India Structured Finance Master Limited, which holds 77.77 % of the paid-up equity Share capital of the Company (the "Requisitionist").

The above mentioned Requisitionist have submitted a requisition cum intention to call EGM of the company to transact the Special Businesses as set out in the Notice.

The members be informed that as per the provisions of Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, dated 19th October, 2023, issued by the Reserve Bank of India, prior approval of the Reserve Bank of India, is required before making any change in the management of the NBFC which would result in change in more than 30 percent of the directors. Accordingly, in case of Venus, prior approval of the Reserve Bank of India is required for making any appointment of Director.

The EGM Notice sets out the said Special Businesses (in Resolution No.1 & Resolution No.2) as mentioned in the Notice of the Requisitionist.

Accordingly, as the Venus as well as the Directors and officers of the company have to comply with the provisions of Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, the Directors hereby place Resolution No. 1 & Resolution No.2 of the EGM Notice before the Shareholders for their consideration.

Item No. 1

Proposal of the appointment of Mr. Jayechund Jingree as Nominee Director of M/s Venus India Structured Finance Master Limited.

M/s Venus India Structured Finance Master Limited, which holds 77.77 % of the paid-up equity Share capital of the Company, proposed the appointment of Mr. Jayechund Jingree as nominee director in the Board of the Company subject to the approval of RBI, other statutory authority.

A brief profile of Mr. Jayechund Jingree is mentioned in this Notice is attached with the notice

The requisitionist recommend the resolutions as set out in the Notice for approval by the Members of the Company.

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

Item No. 2

Proposal of the appointment of Mr. Sheik Mohamad Ally Shameem Kureemun as an alternate Director of Mr. Jayechund Jingree

M/s Venus India Structured Finance Master Limited, which holds 77.77 % of the paid-up equity Share capital of the Company, proposed the appointment of Mr. Jayechund Jingree as nominee director in the Board of the Company subject to the approval of RBI , other statutory authority.

A brief profile of Mr. Sheik Mohamad Ally Shameem Kureemun is attached with the notice

The requisitionist recommend the resolutions as set out in the Notice for approval by the Members of the Company.

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

Date:13/05/2024

Place: New Delhi

By order of the Board

For Venus India Asset-Finance Private Limited



Parna Bajaj

Director cum CEO

DIN:03551618

**Address:Q-11, Rajouri Garden New Delhi-
110027**



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

Jayechund Jingree

Educational | Professional Background

1. Education | Professional Qualification

Chartered Accountant – Ireland

2. Membership

Fellow – Institute Chartered Accountants, Ireland
Registration Number 5197

Mauritius Institute of Professional Accountants (MIPA)
Registration Number MRN 518/1057

3. Professional Career

1. Accountant in Public Practice – 20 years +
2. Shareholder | Chief Executive of Rogers Capital Corporate Services – 12 years

4. Current

1. Non – Executive Director of Rogers Capital Ltd
2. Directorship of various companies
3. Consultant – Kross Border Business Solutions Ltd (Accounting, Taxation, and Corporate Services)

5. Relevant Experience

Directorship in Brokerage | Finance Company in Mumbai - for 10 years

Shameem Kureemun FCCA, ACA

Chartered Accountant and member of the Institute of Chartered Accountants England & Wales (ICAEW), I am also a Fellow of the Association of Chartered Certified Accountants (ACCA). With 17 years experience in Financial Reporting, I have had an extensive exposure in the application of International Financial Reporting Standards (IFRS) and have also been involved in the consolidation of group accounts with complex structures.

PERSONAL DATA

Date of Birth: 05 May 1983
Marital Status: Single
Nationality: Mauritian
Languages: English (read, write and speak), French (read, write and speak) and Urdu & Hindi (speak)
License: Valid Mauritian driving license
Residential address: Bambous Road, The Vale, Mauritius
EMAIL: shameem.kureemun@yahoo.com
MOBILE: 57534523, 52571170

PROFESSIONAL QUALIFICATIONS AND ACADEMIC BACKGROUND

- Fellow of the Association of Chartered Certified Accountants – Qualified in February 2008 and member since May 2008.
- Associate Chartered Accountant of the Institute of Chartered Accountants England & Wales – Member since May 2016
- A' Levels completed in November 2001.
- O' Levels completed in November 1999.

WORK EXPERIENCE

ROGERS CAPITAL CORPORATE SERVICES LIMITED (formerly known as KROSS BORDER CORPORATE SERVICES LIMITED) – From November 2003 till date

Joined in Rogers Capital Corporate Services Limited as a Trainee Accountant and currently holding the post of Senior Manager since March 2020.

Employment history

- 17 November 2003 till July 2004 – Trainee Accountant
- July 2004 till June 2005 – Semi-Senior Accounting Officer
- July 2005 till December 2006 – Senior Accountant Officer
- January 2007 – December 2008 – Assistant Team Leader – Accounting Services
- January 2009 – December 2011 – Team Leader – Accounting Services
- January 2012 – December 2016 – Assistant Manager – Accounting Services
- January 2017 – February 2020 – Manager Accounting Services
- March 2020 – Till now – Senior Manager

Duties and responsibilities:

- Managing the accounting side of a portfolio of around 600 clients.
- Involved in work planning to ensure that reporting deadlines are met.
- Review of financial statements to ensure compliance with IFRS
- Review of accounting files prior to audit
- Preparation of consolidated financial statements
- Liaising with auditors for finalisation of financial statements
- Monitoring budgets
- Internal training on IFRS
- Managing BOP Survey for regulators
- Overseas assignment
- Strategic development
- Quality review on accounting files

Other achievements

Award for the best staff of the year 2006

HOBBIES AND INTEREST

Football, gym, swimming, surfing on the internet, reading books and listening to music

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the venue)

I hereby record my presence at the 11th Extra Ordinary General Meeting of the Company being held on Tuesday on 21st May 2024 at 01.00 P.M. at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110020

Folio No./DP ID-Client ID	
Name and Address of the Shareholder in Block Letters	
Nos of shares Held	
Name of proxy (if Any) in Block Letters	

(Signature of the shareholder/Proxy)

***Strike out whichever is not applicable**

Note :

1. Please hand over the Attendance Slip duly completed and signed at the venue of meeting.
2. Physical copy Notice of the Extra Ordinary General Meeting (EGM) along with Attendance Slip is sent in the permitted mode to all the members whose email is not registered or have requested for a hard copy.