



NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of the Venus India Asset-Finance Private Limited will be held on Tuesday, 23rd day of September, 2025 at 01:00 P.M. at registered office of the company at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110 020 in-person and through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) at the Members' best convenience, to transact the following businesses:

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 31st, 2025, 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 31st, 2025, 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**

**Ms. Shweta Garg
(Company Secretary)
M. No. A34258**



Date: 25.08.2025

Place: Delhi

ENCLS:-Copy of Audited Financial Statements for the Year ended on 31st day of March, 2025 along with Board Report and all enclosures are attached.


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 requests for change of address, bank particulars /mandates and PAN should be lodged before 15th, September 2025.
6. Microsoft Team App Link to attend the 29th AGM will be mailed to all the stakeholders 2 days prior to the convening of the meeting.
7. Unless the poll is demanded under section 109, Voting will be done by show of hands.
8. All the transfer shall be recorded through dematerialization of securities.

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

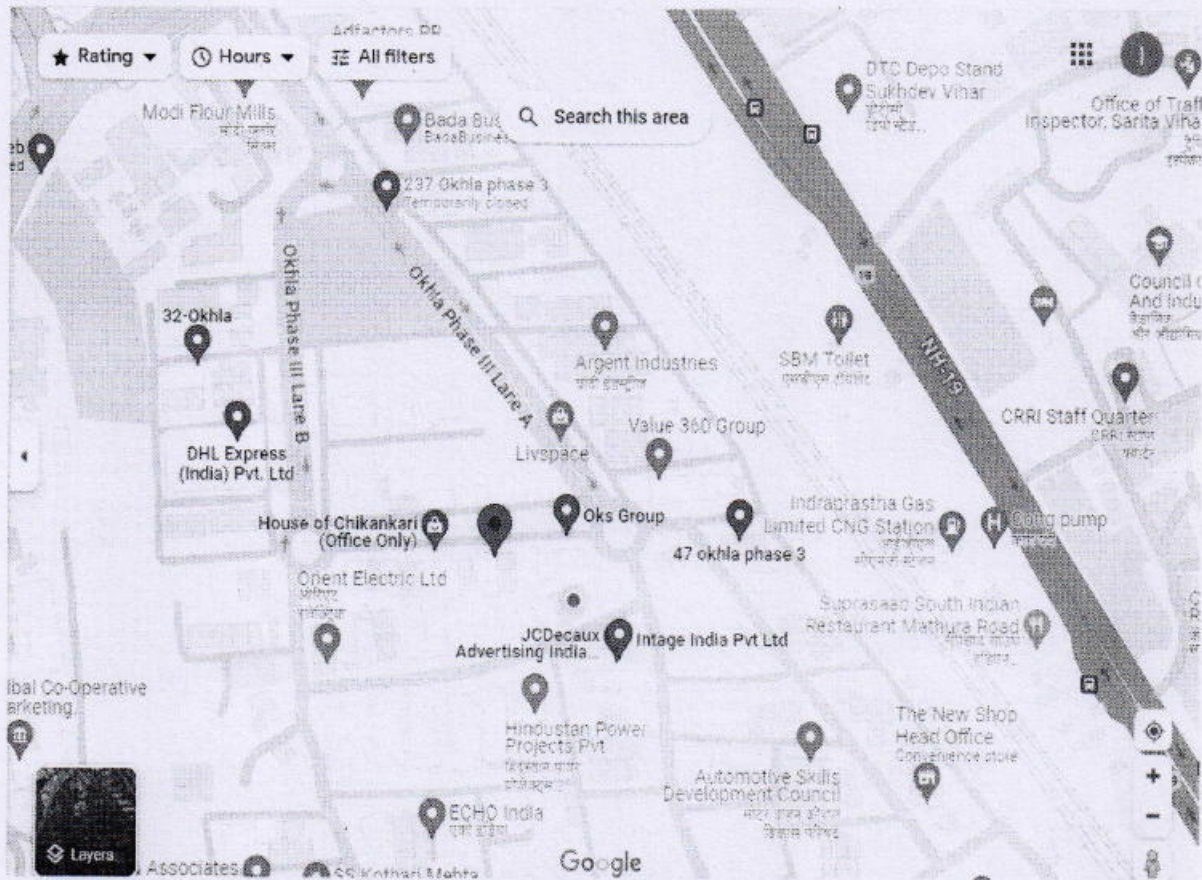

**Ms. Shweta Garg
(Company Secretary)
M. No. A34258**



**Date: 25.08.2024
Place: Delhi**

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

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

**Ms. Shweta Garg
(Company Secretary)
M. No. A34258**



**Date: 25.08.2025
Place: Delhi**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the company:

Registered office:

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	
2.	Name:	
	Address:	
	E-mail Id:	

	Signature:	
3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (No.) Annual general meeting/ ~~Extraordinary general meeting~~ of the company, to be held on Tuesday, 23rd day of September, 2025 at 01:00 P.M. at registered office of the company at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Particulars

1.

To 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 31st, 2025, and the Reports of the Board of Directors and Auditors thereon

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

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

I hereby record my presence at the 29th Annual General Meeting of the Company being held on Tuesday, 23rd day of September, 2025 at 01:00 P.M. at registered office of the company at 248, 2nd Floor, Okhla Industrial Estate, Phase-III, New Delhi-110 020.

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 REGISTRATION COUNTERS.
2. Physical copy of Notice of the Annual General Meeting (AGM) 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.

BOARD'S REPORT

To

The Members of Venus India Asset-Finance Private Limited

Your Directors have the pleasure in presenting the 29th 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 2025. The Summarized Financial Results for the period ended 31st March 2025 are as under.

1. FINANCIAL PERFORMANCE SUMMARY

The performance highlights of the company for FY 2024-25

(Amount in Lacs)

S.NO.	PARTICULARS	YEAR 31 ST 2025	ENDED MARCH, 2024	YEAR 31 ST 2024	ENDED MARCH, 2024
1	Revenue from Operations				3,485.63
	Other Income		45.44		10.75
2	Total Income		4,265.25		3,496.37
3	Total Expenditure		2,161.63		1,703.95
4	Profit (+)/ Loss (-) before Tax		2,103.62		1,792.42
	Current tax		324.97		1,103.94
	Earlier year tax		28.02		-163.27
	Deferred tax		256.44		-705.33
5	Profit (+)/ Loss (-) after Tax		1,494.19		1,557.09
6	Other Comprehensive Income/ (Loss)		-4.32		5.69
7	Total Comprehensive Income		1,489.87		1,562.78
8	Dividends Interim Dividend Final Dividend (Proposed)		Nil		Nil
9	Transferred to Reserve Fund maintained u/s 45-IC of RBI Act, 1934		298.84		311.42
10	EPS (Basic)		1.61		1.68
	EPS (Diluted)		1.61		1.68

2. STATE OF AFFAIRS

Revenue from the operations for the Financial Year 2024-25 stood at Rs. 4,219.81 Lacs and Total Comprehensive Income at Rs. 1,489.87 Lacs as against the revenue of the Previous Financial Year which was Rs. 3,485.63 Lacs and Total Comprehensive Income which was Rs. 1562.78 Lacs respectively.



The business's overall profitability decreased by 4.66 % (approx.) in the current financial year from the previous financial year.

The combined impact of increase in NPA account and extremely challenging operational conditions leads to decrease in profitability of the company. Your board has noted the same and finding the ways to reduce the negative performance of the company in such a challenging environment.

3. MANAGEMENT VISION

Your Board has negative outlook for the company in the near future because of operational challenges and risk associated with recovery of NPA.

It is also forecasted that the company will face challenges in raising debt at lower ROI due to non availability of the Promoter and this leads to downward credit rating of the company.

4. DIVIDEND

Due to decreasing performance of the company, 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 31st, 2025.

5. 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 financial year under review, following changes occurred in the Key Managerial Personnel/Director of the company:-

1. Ms. Perna Bajaj, CEO of the company was appointed as an additional Director of the Company w.e.f. 01.04.2024, who has been regularized as Director by the shareholders of the company in 28th Annual General Meeting held on 27.09.2024.
2. Ms. Indu Singh has resigned from the post of Company Secretary of the company w.e.f. 10.08.2024
3. Ms. Shweta Garg appointed as company Secretary of the company w.e.f 28.08.2024.

6. 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	Total Number of Directors as on the Date of Meeting	No. of Directors Attended	% of attendance
1.	18.04.2024	3	2	66.67%
2	11.05.2024	3	2	66.67%
3	18.05.2024	3	2	66.67%



4	19.05.2024	3	2	66.67%
5	19.06.2024	3	2	66.67%
6	06.08.2024	3	2	66.67%
7	27.08.2024	3	2	66.67%
8	19.09.2024	3	2	66.67%
9	09.10.2024	3	2	66.67%
10	18.11.2024	3	2	66.67%
11	27.11.2024	3	2	66.67%
12	06.01.2025	3	3	100%
13	04.03.2025	3	3	100%
14	24.03.2025	3	2	66.67%

The maximum interval between any two Board Meetings did not exceed 120 (One hundred and twenty) days.

7. COMMITTEES OF THE BOARD

During the Financial year under review, the company had Three (3) committees namely, Asset Liability Committee, Risk Management 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	1. Dr. Doraiswamy Srinivas 2. Mr. Gaurav Goel, 3. Ms. Prerna Bajaj, 4. Mr. Pramod Kumar Nailwal
2	Risk Management Committee	1. Dr. Doraiswamy Srinivas 2. Mr. Gaurav Goel, 3. Ms. Prerna Bajaj, 4. Mr. Pramod Kumar Nailwal
3	Corporate Social Responsibility Committee	1. Mr. Gaurav Goel, 2. Dr. Doraiswamy Srinivas 3. Ms. Prerna Bajaj

No change in the composition of committees occurred during the financial year under review.

During the financial year under review, 11 meetings of the Committee were held as under:



S. No	Type of meeting	Date of Meeting	Total Number of Members as on the Date of Meeting	No. of Members Attended	% of attendance
1.	Corporate Social Responsibility Committee Meeting	19.09.2024	3	2	66.67%
2	Corporate Social Responsibility Committee Meeting	02.12.2024	3	2	66.67%
3	Asset Liability Committee Meeting	18.05.2024	4	3	75%
4	Asset Liability Committee Meeting	06.08.2024	4	3	75%
5	Asset Liability Committee Meeting	18.11.2024	4	3	75%
6	Asset Liability Committee Meeting	24.02.2025	4	3	75%
7	Risk Management Committee Meeting	18.05.2024	4	3	75%
8	Risk Management Committee Meeting	06.08.2024	4	3	75%
9	Risk Management Committee Meeting	19.09.2024	4	3	75%
10	Risk Management Committee Meeting	18.11.2024	4	3	75%
11	Risk Management Committee Meeting	24.02.2025	4	3	75%



8. 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.

9. EMPLOYEES' STOCK OPTION PLAN

Your company has not provided any employees with stock options.

10. RBI NBFC-RELATED COMPLIANCE

The company is non-deposit accepting Non-Banking Financial Company (NBFC) and being NBFC, the company has complied with all the required provisions of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dt. 19th October, 2023 and all regulations of RBI relating to NBFC issued by the Department of Supervision (NBFC).

11. REGISTERED OFFICE

Registered office of the company has been changed from 198/12-13, 2nd Floor, Main Road, Ramesh Market, East of Kailash, New Delhi- 110065 to 248, 2nd Floor, Okhla Industrial Estate, Phase –III, New Delhi-110 020 w.e.f. 01.06.2024.

12. CHANGE IN ARTICLES OF ASSOCIATION:

The company has not altered its MOA/AOA during the Financial year under review.

13. 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.

14. STATUTORY AUDITORS

During the financial year under review the members has re-appointed M/s Chaturvedi & Co. LLP, Chartered Accountants, (FRN:302137EN), as Statutory Auditors of the Company in their 28th Annual General Meeting held on 27th September, 2025, for the period of 5 consecutive years for FY 2024-25 to 2028-29, from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2029.

15. 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.

16. SECRETARIAL AUDIT AND THE APPOINTMENT OF THE SECRETARIAL AUDITORS

The Board of Directors of 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 2024-25 is attached as *Annexure I* with the Director's Report which is self-explanatory.

17. 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 financial year under review.

18. COST RECORD AND COST AUDITORS

The provisions of Section 148 of the Companies Act, 2013 are not applicable to the Company.

19. PUBLIC DEPOSIT

The Company has neither invited nor accepted any Public Deposit in the year 2024-25. There are no small depositors in the company.

20. DETAILS OF AMOUNT RECEIVED FROM THE DIRECTOR/RELATIVE OF DIRECTORS

During the Financial year under review, the Company has not received any amount from the director or relative of the director of the Company.

21. 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.



22. PERSONNEL

The company continued to have cordial relations with the employees.

23. SHARE CAPITAL

The Authorized share capital as on 31st March 2025 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 2025 is Rs. 92,72,06,600/- (Rupees Ninety-Two Crores Seventy Two Lacs Six Thousand and Six Hundred only).

As on 31st March, 2025, none of the Directors of the Company holds instrument convertible into equity shares of the Company.

24. 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 Financial year under review.

25. TRAINING

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

26. PARTICULARS OF CONTRACTS OR ARRANGMENTS WITH RELATED PARTIES

All Related Party Transactions were done on an arm's length basis and in the ordinary course of business. During the financial year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material.

The details of Related Party Transactions, as required under Indian Accounting Standard-24 (Ind AS-24), are provided in the note no.35 of the accompanying Financial Statements forming part of this Annual Report. Form AOC-2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as "*Annexure II*" to this Report.

27. PARTICULARS OF EMPLOYEES

During the Financial year under review, 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. 298.84 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

In compliance with the RBI Directions/notification, and as part of good corporate governance, the Company has constituted the Asset Liability Committee and Risk Management Committee. The company has framed and adopted the liquidity risk management policy and procedures to be followed by the committee. The committee is responsible to inform the Board about the risk assessment and its minimization plan.

The Board of Directors shall be responsible for framing, implementing, and monitoring the risk management plan proposed by the committee.

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/2025/05/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. 11,21,75,531/-.

**2) Prescribed CSR Expenditure for FY 2024-25 : Rs. 22,43,510/-
(two percent of the amount as in item 1 above)**

3) Details of CSR spent during the financial year

(a) Total amount to be spent in the financial year : Rs. 22,43,510/-



(b) Amount spent during the year : Rs. 22,43,510/-

(c) Amount unspent : Nil

(d) Transfer of unspent amounts (Schedule VII activities): NIL

(e) 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.	Gujrat	Rs.14,23,510/-	Through Karma Foundation	Rs.14,23,510/-



2	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.1,50,000/-	Through Akhil Bhartiya Netrahin Sangh''	Rs.1,50,000/-
3	Contribution towards Animal Welfare	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water (including contribution to the Clean Ganag Fund set-up by the central government for rejuvenation of river Ganga)	Delhi	Rs.6,70,000/-	Through Suraj Charitable Trust	Rs.6,70,000/-



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

(g) CSR Policy and Monitoring

The CSR Committee monitored the progress of projects from time to time at adequate interval. All projects were implemented in a timely manner and aligned with the CSR objectives

(h) Responsibility Statement:

The CSR Committee confirms that the implementation and monitoring of CSR activities is in compliance with the CSR objectives and policy of the Company

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 are 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 our Company are not energy-intensive during the financial year 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. WEB LINK OF ANNUAL RETURN, IF ANY:

The company is having website i.e. <https://www.venusfin.com> and annual return of company has been published on such website. Link of the same is given below:

<https://www.venusfin.com/regulatory-compliance/#1707803303702-2ec8120a-6cfc>

VIII. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Foreign Exchange Outgo: Rs. NIL (Previous Year Rs. NIL

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 2024-25.

Details of complaints are as under: -

- (a) Number of complaints of sexual harassment received in the year : 0
- (b) Number of complaints disposed off during the year : 0
- (c) Number of cases pending for more than ninety days 0
- (d) Number of workshops or awareness programs carried out against sexual harassment : 0
- (e) Nature of action taken by the employer : NA

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. MATERNITY BENEFIT

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961. No maternity benefit claims were received or processed during the year, as no eligible women employees applied for such benefits.

39. 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

Prerna Bajaj
Director cum CEO
DIN:03551618
Address:Q-11, Second
Floor,
Janta Market,
Rajouri Garden,
New Delhi-110027

Date: 25.08.2025

Place: Delhi

ANNEXURE I



SARIKA JAIN & ASSOCIATES
COMPANY SECRETARIES

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

[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

2nd Floor, 248

Okhla Industrial Phase III

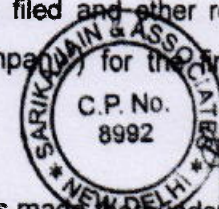
New Delhi


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, 2025 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, 2025 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;
- (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 (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019
 - e. Foreign Exchange Management (Debt Instruments) Regulations, 2019 **NOT APPLICABLE**
 - f. Income Tax Act, 1961 and the rules made thereunder.
 - g. FDI Policy issued by DIPP.
 - h. The Foreign Exchange Management Act, 1999
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- a. Master Direction – Reporting under Foreign Exchange Management Act, 1999.
- b. Master Direction - Reserve Bank of India (Filing of Supervisory Returns) Directions, 2024.
- c. Master Direction - Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016.
- d. Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023.
- e. Master Direction - Miscellaneous Non-Banking Companies (Reserve Bank) Directions, 2016.
- f. Master Direction - Information Technology Framework for the NBFC Sector.
- g. Master Circular – Prevention of Money Laundering Act, 2002.
- h. Reserve Bank of India Act, 1935.
- i. The Competition Act, 2002. **NOT APPLICABLE**
- j. 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 and RBI Rules and regulations.

We further report that during the period under review, a cessation filing was made due to the demise of Mr. Vikas Mehrotra, the Significant Beneficial Owner (SBO) of the company.

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, M/s Chaturvedi & Co. Chartered Accountants, was appointed as the Statutory Auditor for period of 5 years.

We further report that apart from the events stated above, 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**



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: F008185G001076406

Date: 25th August, 2025

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.
12. Register of Buy Back

ANNEXURE B

To

The Members

Venus India Asset-Finance Private Limited

CIN: U65921DL1996PTC081630

2nd Floor, 248

Okhla Industrial Phase III

New Delhi

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 GST matters on the basis of Internal Audit Report for each quarter in the FY 2024-25 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**



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

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Date: 25th August, 2025

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	NIL
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	




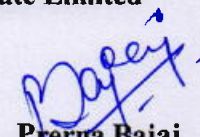
2. Details of material contracts or arrangement or transactions at arm's length basis	
(a) Name(s) of the related party and nature of the relationship	Mr. Gaurav Goel (Director of the company)
(b) Nature of contracts/ arrangements/ transactions	Consultancy fees of Rs. 60,00,000/- paid to Mr. Gaurav Goel 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:	06.01.2025
(f) Amount paid as advances, if any:	Nil

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


Prerna Bajaj
Director cum CEO
DIN:03551618
Address:Q-11, Second
Floor,
Janta Market,
Rajouri Garden,
New Delhi-110027

Date: 25.08.2025

Place: Delhi

Annexure III

Annual Report on CSR Activities for the Financial Year 2024-25

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 2025

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. Gaurav Goel,	Director and Member of the Committee	2	2
2.	Dr. Doraiswamy Srinivas	Director and Member of the Committee	2	0
3	Ms. Prerna Bajaj	Director and Member of the Committee	2	2

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/2025/05/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. 11,21,75,531/-**.
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135.-**Rs. 22,43,510/-**
- (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. 22,43,510/-**
- (b) (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Projects)- **Rs. 22,43,510/-**
- (c) Amount spent in Administrative Overheads-**Nil**
- (d) Amount spent on Impact Assessment, if applicable- **Not Applicable**
- (e) Total amount spent for the Financial Year [(a)+(b)+(c)] **Rs. 22,43,510/-**
- (f) CSR amount spent or unspent for the financial year: **Rs. 22,43,510/-**

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 proviso to sub-section (5) of section 135		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 22,43,510/-	NIL	NIL	NIL	NIL	NIL

- (g) 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



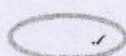
6. Details of Unspent CSR amount for the preceding three financial years- Nil

1	2	3	4	5	6	7	8
Sl.No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (In Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer	
1	21-22	Nil	Nil	Nil	Nil	Nil	Nil
2	22-23	Nil	Nil	Nil	Nil	Nil	Nil
3	23-24	Nil	Nil	Nil	Nil	Nil	Nil

7. 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:


S I. N o.	Short particular s of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of Creati on	Amou nt of CSR amoun t 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)

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

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


Purna Bajaj
Director cum CEO
DIN:03551618
Address:Q-11, Second
Floor,
Janta Market,
Rajouri Garden,
New Delhi-110027

Date: 25.08.2025
Place: Delhi