



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the First Extra-Ordinary General Meeting of **IFCI VENTURE CAPITAL FUNDS LIMITED (IFCI VENTURE)** for F.Y 24-25 will be held at shorter notice on Thursday, November 14, 2024 at 03:00 P.M., through Video Conferencing (VC)/ Other Audio Video Means (OAVM), at the Registered Office of the Company situated at IFCI Tower, 61, Nehru Place, New Delhi - 110 019, to transact the following business:

SPECIAL BUSINESS:

ITEM No.1

TO CONSIDER AND APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013

To consider and if deemed fit, pass with or without modification(s) the following resolution as a **"SPECIAL RESOLUTION"**.

"RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association, in substitution to the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Managing Director and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

By order of the Board of Directors
For IFCI Venture Capital Funds Ltd

Sd/-
(Rachit Tandon)
Company Secretary

Place: New Delhi

Date: November 07, 2024

आईएफसीआई वेंचर कैपिटल फण्ड्स लि०
(A Subsidiary of IFCI Ltd.)
(भारत सरकार का उपक्रम)

आईएफसीआई टावर, 61 नेहरू प्लेस, नई दिल्ली - 110 019

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वेबसाइट : www.ifciventure.com

सी.आई.एन : U65993DL1988G01030284

IFCI Venture Capital Funds Ltd.

(A Subsidiary of IFCI Ltd.)
(A Government of India Undertaking)

IFCI Tower, 61 Nehru Place, New Delhi-110019

Phone : +91-11-41732501, 26453346

Fax : +91-11-26453348

Website : www.ifciventure.com

CIN : U65993DL1988G01030284



Notes:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 14/2020 dated 08.04.2020 , General Circular No. 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022, and General Circular No. 09/2023 dated 25.09.2023, the latest one being General Circular No. 09/2024 dated 19.09.2024 (MCA Circulars), has allowed the Companies to conduct the Extra-Ordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025 without the physical presence of members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act), and MCA Circulars, the EGM of the Company shall be conducted through VC/OAVM hereinafter called as 'e-EGM'.
2. The deemed venue for 1st (24-25) e-EGM shall be the Registered Office of the Company at IFCI Tower, Nehru Place, New Delhi - 110019.
3. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. This EGM is being convened and held at a shorter notice than the statutory required minimum of twenty-one clear days. Pursuant to proviso to Section 101(1) of the Act, an EGM may be called after giving a shorter notice, subject to the consent given in writing or by electronic mode by the members of the Company as per the requirement of section 101 of the Act.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and attendance Slip are not annexed to this Notice.
6. Institutional/Corporate shareholders (i.e. other than individuals/HUF etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorising their representative to attend the-e-EGM on its behalf and to vote. The said resolution/authorization shall be sent to the Company by e-mail through its registered email address to cs@ifciventure.com
7. The facility of joining the e-EGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-EGM, i.e., from 2:45 p.m. to 3:15 p.m.
8. Members shall receive necessary information/procedure separately at their registered e-mail addresses to enable them to access the audio-video facility for participation in the meeting.
9. In terms of sections 101 of the Act, read with the rules made thereunder, the companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, notice of e-EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the notice of EGM will also be available on the Company's website at www.ifciventure.com

10. Members are informed that in case if a demand for poll is made by any member in respect to an item, the members shall cast their vote on the resolutions only by sending emails through email addresses which are registered with the company. The voting shall be sent to the Company by e-mail through its registered email address to cs@ifcivventure.com
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices etc. from the Company electronically.
12. Members are requested to kindly communicate immediately any change in their address, if any, to the Managing Director/Company Secretary at the Registered Office of the Company.
13. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SETTING OUT MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRAORDINARY GENERAL MEETING IS ANNEXED HERETO.

ITEM NO.1. TO CONSIDER, APPROVE & ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

The Board of Directors, in their meeting held on, Monday, 28th day of October, 2024 has approved to substitute the existing Article of Association with the new set of Article of Association of the Company as per the provisions of the Companies Act, 2013.

Accordingly, pursuant to the provision of section 14, or any other applicable provisions of the Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, the consent of Shareholders is required to give effect of the said resolution.

The Board recommends the resolution for approval by the shareholders.

There is no financial or other interest of the directors, their relatives and no key managerial personnel and their relatives have any financial or other interest in this resolution.

A copy of the new set of Articles of Association of the Company proposed to be adopted together with the propose alterations would be available for inspection by the members at the Registered office of the Company during business normal hours on any working day, up to and including the date of the Extra-Ordinary General Meeting.

By order of the Board of Directors
For IFCI Venture Capital Funds Ltd.

Sd/-
(Rachit Tandon)
Company Secretary

Place: New Delhi
Date: November 07, 2024