

TRANSCRIPT OF THE 34th ANNUAL GENERAL MEETING ("AGM") OF IFCI VENTURE CAPITAL FUNDS LIMITED HELD ON 30TH SEPTEMBER 2022 THROUGH VIDEO CONFERENCING MODE AT 03:00 P.M.

I. CHAIRMAN COMMENCED THE MEETING

"Good Afternoon, Ladies and Gentlemen, it gives me immense pleasure in welcoming you all to the 34th Annual General Meeting of your Company which is being held today through video conferencing or other audio-video means. As you all know, this Annual General Meeting of your Company is being held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs which permits holding a virtual meeting.

Since the quorum is present, I declare the meeting open.

At the outset, I would like to take the opportunity of introducing you to the Board of Directors of your Company. The Directors who are attending this meeting are as follows:

1. Shri. V. Anish Babu, Managing Director
2. Shri. Ravindra Nath, Non-Executive Director & Chairman of Audit & NRC Committees;
3. Shri. Arvind Kumar Jain, Non-Executive Director
4. Shri. Ajay Kumar Kapur, Non-Executive Director
5. Smt. Tripti Somani, Non Executive Director

Members present are:

1. Mr. Prabhjot Singh, Authorized Representative of IFCI Ltd.
2. Mr. Neelabja Chakrabarty, Authorized Representative of Tata Consumers Product
3. Mr. Deepak Singhania, Authorized Representative of Tata Chemicals Ltd
4. Mr. Sanjay Gupta, Authorized Representative of IL&FS Financial Services Ltd;
5. Mr. Manish Kumar
6. Mr. Amit Joshi
7. Mr. Praveen Kumar Vishwakarma

We also have our Auditors joined through VC:

1. Mr. Saurabh Agrawal from M/s Saurabh Agrawal & Co. Secretarial Auditors.
2. Mr. G.L. Agarwal from M/s M.D Gujrati & Co. Statutory Auditors.

Also, we have Ms. Indu Gupta, Chief Financial Officer and Mr. Rachit Tandon, Company Secretary of your Company.

The Register of Directors Shareholding and other necessary statutory records are available for inspection through electronic mode during the continuance of this meeting.

The Notice convening this 34th Annual General Meeting at shorter notice together with the Explanatory Statement has already been circulated to the Members of the Company.

With your permission, I shall take them as read."

II. Chairman declared "Since the comments/ observations of statutory auditors & secretarial auditors have already been circulated to all the Shareholders, with your permission I take them as read."

III. Chairman took up the agenda items for approval of the Members.

"Now I take up the agenda items of the notice for discussion and approval.

(1) The first item of the Agenda is to receive, consider and adopt the Audited Balance Sheet as on March 31, 2022 and the Profit & Loss Account for the year ended March 31, 2022, and the Reports of the Board of Directors and Auditors thereon, as presented to the Members."

Chairman declared "Since the Auditors' Report on the accounts of your Company for the Financial Year Ended March 31, 2022 has already been circulated to all the Shareholders, with your permission I take it as read."

"Ladies and Gentlemen, as per the procedure of the meeting, the resolutions will first be proposed and seconded by the Members and then, the resolutions will be put to vote.

The resolution for adoption and approval of the Accounts, as an Ordinary Resolution and was proposed by Mr. Manish Kumar, Member and seconded by Amit Joshi, Member.

The resolution reads as under:"

[RESOLUTION NO. 1](#)

"RESOLVED THAT the Audited Balance Sheet of the Company as at March 31, 2022 and the Profit & Loss Account for the Financial Year ended March 31, 2022, together with the Directors' Report and the Auditors' Report thereon, be and are hereby, received, considered and adopted."

"Ladies and Gentlemen, before putting this Resolution to vote, I and the Managing Director will be pleased to answer any question or furnish any clarification required by any member

present here on the operations or accounts of the Company for the Financial Year Ended March 31, 2022."

"With your permission, I will now put the Resolution to vote.
Those in favour of the Resolution, may kindly raise their hand?"

Waited for response

"Those against the Resolution, may kindly raise their hand?"

Chairman ascertained the mandate of the members.

" I declare the Resolution as carried unanimously."

(2) "The next resolution, i.e. Item No. 2 of the Agenda, is to appoint Director in place of Mr. Arvind Kumar Jain (holding DIN 07911109), Non-Executive Director who retires by rotation and being eligible offers himself for re-appointment.

The resolution, is an Ordinary Resolution and was proposed by Prabhjot Singh, Member and was seconded by Manish Kumar, Member.

The resolution reads as under:"

RESOLUTION NO. 2

"RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arvind Kumar Jain (holding DIN 07911109) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as Non-Executive Director of the Company whose office shall be liable to retirement by rotation."

"With your permission, I will now put the Resolution to vote.
Those in favor of the Resolution, may kindly raise their hand?"

Chairman Waited for response.

"Those against the Resolution, may kindly raise their hand?"

Chairman ascertained the mandate of the members.

"I declare the Resolution as carried unanimously."

(3) "The next resolution that is Item No. 3 of the Agenda relates to fixing the remuneration of Statutory Auditors.

The Resolution for fixing remuneration of Auditors as an Ordinary Resolution and was proposed by Amit Joshi, Member and seconded by Prabhjot Singh, Member.

The resolution was taken as read as under:"

RESOLUTION NO 3

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company, be and is hereby, authorized to fix the remuneration including out of pocket expenses, if any, to be payable to the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the Financial Year 2022-23."

"With your permission, I will now put the Resolution to vote.
Those in favour of the Resolution, May kindly raise their hand?"

Chairman Waited for response.

"Those against the Resolution, May kindly raise their hand?"

Chairman ascertained the mandate of the members

"I declare the Ordinary Resolution carried unanimously."

(4) "The next resolution that is Item No. 4 of the Agenda relates to appointment of Ms. Tripti Somani (DIN: 06764190) as Non-Executive Director under the category of Non-Independent Director liable to retire by rotation on the Board of the Company.

The Resolution for Regularization and Appointment of Ms. Tripti Somani as an Ordinary Resolution and was proposed by Mr. Praveen Vishwakarma, Member and seconded by Amit Joshi, Member.

The resolution reads as under:"

RESOLUTION NO 4

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Section 161 and any other provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory amendment(s), modification(s), variation or re-enactment thereof, for the time being in force), Ms. Tripti Somani (DIN: 06764190), who was appointed as an Additional Director under the category of Non-Independent Director on the Board of the Company w.e.f. September 11, 2022 to hold office up to the date of this Annual General Meeting of the Company and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013, has been received in the prescribed manner, be and is hereby appointed as Non-Executive Director under the category of Non-Independent Director liable to retire by rotation on Board of the Company.

"RESOLVED FURTHER THAT Managing Director and Company Secretary, be and are hereby, authorized to do all such acts, deeds and things necessary in this behalf and to file necessary particulars with the Registrar of Companies, NCT of Delhi & Haryana."

"With your permission, I will now put the Resolution to vote.
Those in favour of the Resolution, May kindly raise their hand?"

Chairman Waited for response.

"Those against the Resolution, May kindly raise their hand?"

Chairman ascertained the mandate of the members

"I declare the Ordinary Resolution carried unanimously."

Chairman declared the meeting over

"Ladies and Gentlemen, the business of this 34th Annual General Meeting being over, I declare the meeting concluded.

Thank you very much."

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