



**NOTICE**

**NOTICE** is hereby given that the 9<sup>th</sup> Extra-Ordinary General Meeting of SBICAP Ventures Limited will be held at a shorter notice on Wednesday, 27<sup>th</sup> December 2023 at 3:00 p.m. at Board Room, Marathon Futurex, 12<sup>th</sup> floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel Mumbai 400013 to transact the following business: -

**SPECIAL BUSINESS:**

**1. To consider and approve the appointment of Shri. Anshuman Tripathi (DIN:09848464) as Independent Director of the Company for second term:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration committee and the Board, the consent of the Members/Shareholders be and is hereby accorded for the appointment of Shri. Anshuman Tripathi (DIN: 09848464) as an Independent Director, who has submitted a declaration to the effect that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment to the office of Independent Director, for a second term i.e., to hold office for a period of 2 (Two) consecutive years with effect from 04<sup>th</sup> January, 2024 to 03<sup>rd</sup> January, 2026, and whose office shall not be liable to retire by rotation.

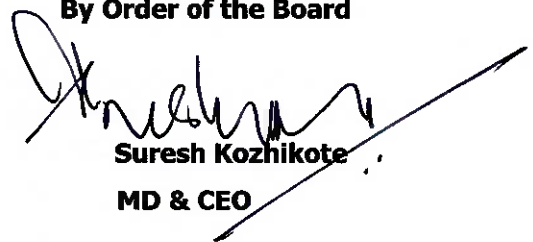
**RESOLVED FURTHER THAT,** the appointment of Mr. Anshuman Tripathi in the various committees of the Board shall remain unchanged and persist upto 03<sup>rd</sup> January, 2026.

**RESOLVED FURTHER THAT MD & CEO or CFO of the Company be and is hereby authorized to undertake all the necessary steps for giving effect to this resolution."**

**Date: 26-12-2023**

**Place: Mumbai**

**By Order of the Board**

  
**Suresh Kozhikote**  
**MD & CEO**





**Notes:**

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding Fifty and Holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A Member Holding more than Ten Percent 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 person or Shareholder. A blank proxy Form is enclosed. PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM

2. The Register of Directors and Key Managerial Personnel and their Shareholding shall be produced at the commencement of the Extra-Ordinary General Meeting and shall remain open and accessible during the continuance of the Meeting to any person having a right to attend the Meeting.
3. Members/proxies/authorized representatives should bring the duly filled in Attendance Slip enclosed herewith to attend the Meeting.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members/shareholders at the Extra-Ordinary General Meeting.
6. The details as required under the Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (ICSI), of Directors seeking appointment at this Extra-Ordinary General Meeting under Item No. 1 of the Notice, is annexed hereto.
7. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), is annexed hereto and forms a part of this notice.
8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members/shareholders at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. The map to the venue of the Extra Ordinary General Meeting is attached, in terms of the requirements of the Secretarial Standards -2 issued by the Institute of Companies Secretaries of India (ICSI) for the perusal of the Members/shareholders.





**As required under Secretarial Standards on General Meetings (SS-2), details of Director proposed for appointment is given below:**

<b>Name of Director</b>	Shri. Anshuman Tripathi
<b>DIN</b>	09848464
<b>Designation</b>	Independent Director
<b>Date of Birth</b>	11/10/1973
<b>Date of first appointment on the Board</b>	04/01/2023
<b>Qualifications</b>	Mr. Anshuman Tripathi has pursued BE (EE) from M M Malaviya Engineering College, MS (Computer Science) from University of California, Irvine, PMP (Public Policy & Social Innovation), GSB, Stanford University and MS (Management, Sloan Fellow) from Graduate School of Business, Stanford University
<b>Experience</b>	Mr. Anshuman Tripathi has a wide breadth of experience across international markets. Over the decades he has worked with emerging technologies, Fortune 500 companies and circular economy MSMEs. He has also been a project lead with Stanford University's elite Alumni Consulting Team (ACT). ACT focuses on strategy consulting for corporate boards in the San Francisco Bay area. Mr. Tripathi specializes in growing entrepreneurial ecosystems across sectors, worldwide. As an impact entrepreneur, he co-founded a circular economy startup in the United States and grew its operations internationally. He also has global consulting experience in defense, aerospace, semiconductors, public policy, entrepreneurship and social innovation. On the investment side, Mr. Tripathi focuses on startup and MSME investments from government grants to venture capital. Furthermore, Mr. Tripathi has been an advisor to large fund managers worldwide on emerging technologies. Mr. Tripathi is a Sloan Fellow from Stanford Graduate School of Business, California, with an extra certification in public policy and social innovation.





<b>Shareholding in the Company</b>	None
<b>Number of Board meetings held during the tenure of the Director</b>	04
<b>Number of Board meetings attended by the Director</b>	04
<b>Directorships held in other Companies as on date</b>	0
<b>Particulars of Committee Chairmanship held in other Companies</b>	Nil
<b>Particulars of Committee Membership held in other Companies</b>	Nil
<b>Relationship with other Directors / KMP of the Company</b>	Nil
<b>Terms and Conditions of appointment/ re-appointment</b>	As mentioned in the resolution





<b>Remuneration sought to be paid</b>	Nil
<b>Remuneration last drawn for the financial year ended 31<sup>st</sup> March, 2023</b>	Nil





**Explanatory Statement under Section 102 of the Companies Act, 2013**

**Item No. 1:**

Shri. Anshuman Tripathi was appointed as an Independent Director for a term of one year commencing from 4<sup>th</sup> January 2023 to 3<sup>rd</sup> January 2024. Pursuant to the provisions of Section 149(4) of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri. Anshuman Tripathi can be appointed as an Independent Director for a second term by obtaining approval from the shareholders by way of a special resolution. The Nomination and Remuneration Committee and the Board of the Company has recommended the appointment of Shri. Anshuman Tripathi for a second term of 2 years.

Shri. Anshuman Tripathi has provided a declaration that he meets the criteria of Independence as provided under section 149(6) of the Companies Act, 2013 along with the other disclosures. In the opinion of the Board, Shri. Anshuman Tripathi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and possesses the appropriate skills and knowledge for appointment as an Independent Director of the Company. Accordingly, he fulfills the conditions specified in the Act and rules made thereunder for appointment as Independent Director for a second term.

The Brief profile along with the copy of the draft letter of appointment containing terms and conditions of appointment of Shri. Anshuman Tripathi as Independent Director and written notice under Section 160 mentioned above is available for inspection at the Registered Office of the Company by any member during business hours.


The Board of Directors recommend the resolution proposed in Item No. 1 as Special Resolution, for the approval of the Members/Shareholders.

None of the Directors except Shri. Anshuman Tripathi, or the Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this item, except to the extent of their Shareholding interest, if any, in the Company.

**Date: 26-12-2023**

**Place: Mumbai**

**By Order of the Board**

  
**Suresh Kozhikote**  
**MD & CEO**





**PROXY FORM**

**FORM No. MGT 11**

**(Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)**

Name of the member(s):		
Registered Address:		
E-mail ID:	Folio No./Client ID:	DP ID:

I/We, being the member(s) holding \_\_\_\_\_ shares of SBICAP Ventures Limited, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
Email ID	Email ID	Email ID
Signature	Signature	Signature
, or failing him/her	, or failing him/her	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-General Meeting of the company, to be held on Wednesday, 27<sup>th</sup> December 2023 at 3:00 p.m. at Board Room, Marathon Futurex, 12<sup>th</sup> floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel, Mumbai 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Particulars	For	Against
<b>Special Business</b>			
1.	To consider and approve the appointment of Shri. Anshuman Tripathi (DIN:09848464) as Independent Director of the Company for second term		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2023.

Affix Re. 1  
Revenue  
Stamp

Signature of the 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**

**Folio No. / DP ID / Client ID:**

**Number of shares held:**

**Name of the attending Member/Proxy\*:**

I certify that I am a member / proxy\* for the member of the Company.

I hereby record my presence at the 09<sup>th</sup> Extra-Ordinary General Meeting of the Company held on Wednesday, 27<sup>th</sup> December 2023 at 3:00 p.m. at the Board Room, Marathon Futurex, 12th floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel Mumbai 400013.

\_\_\_\_\_  
Name of the Member / Proxy\*  
(in BLOCK letters)

\_\_\_\_\_  
Signature of the Member / Proxy\*

\*Strike out whichever is not applicable.

**Note:**

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of Notice of the Extra-Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is being sent to all the members/shareholders whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members/shareholders receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
3. Physical copy of Notice of Extra- Ordinary General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members/shareholders whose email is not registered or have requested for a hard copy.







**ROUTE MAP**

Venue: Board Room, Marathon Futurex, 12th floor, A-wing, Mafatlal Mill Compound, N.M. Joshi Marg, Lower Parel, Mumbai - 400013

