

## NOTICE

To

**The Members**

**Avendus Capital Private Limited**

**(CIN:U99999MH1999PTC123358)**

**Mumbai**

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of **Avendus Capital Private Limited** will be held on **Friday, September 27, 2019 at 9 a.m.** at the Registered office of the Company situated at The IL&FS Financial Centre, 6<sup>th</sup> Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 4000 51 for the purpose of transacting the following business:

### **ORDINARY BUSINESS**

- 1. To receive, consider and adopt a) the audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolutions as an Ordinary Resolutions:**

- a. **“RESOLVED THAT** the Audited standalone financial statement of the Company for the financial year ended March 31, 2019, and the report of the Directors’ and Auditors’ thereon, as laid before the Members, be and are hereby considered and adopted.”
- b. **“RESOLVED THAT** the Audited consolidated financial statement of the Company for the financial year ended March 31, 2019, and the report of the Directors’ and Auditors’ thereon, as laid before the Members, be and are hereby considered and adopted.”

- 2. To consider and approve appointment of Statutory Auditors and to fix their remuneration and if thought fit, to pass the following resolution, as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, [ICAI Registration Number 117366W/W- 100018], be and are hereby appointed as Auditors of the Company for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

**Avendus Capital Private Limited**

Regd. Office: The IL&FS Financial Centre, 6<sup>th</sup> Floor, C and D Quadrant, Bandra-Kurla Complex, Bandra (E), Mumbai-400 051

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**SPECIAL BUSINESS**

**3. To consider and approve extension of exercise period of options granted under ESOP Plan and if thought fit, to pass the following resolution, as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including rules made thereunder), relevant clauses of Avendus Employees Stock Option Plan 2008 (ESOP Plan 2008) and Avendus Employees Stock Option Plan 2011 (ESOP Plan 2011) of the Company, the exercise period of the following options granted under ESOP Plan 2008 and 2011 be and is hereby extended as under:

Sr. No.	Name of the Grantee	ESOP Plan	Tranches for which exercise period to be extended	Revised date upto which option can be exercised
1.	Puneet Shivam	Avendus Employee Stock Option Scheme 2008	Option vested on 2 <sup>nd</sup> 3 <sup>rd</sup> & 4 <sup>th</sup> anniversary of grant	March 31, 2020
2.		Avendus Employee Stock Option Scheme 2011	Option vested on 2 <sup>nd</sup> & 3 <sup>rd</sup> anniversary of grant	March 31, 2020

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including rules made thereunder), relevant clauses of ESOP Plan 2008 and 2011 of the Company for the aforesaid options, be and is hereby varied, approved and adopted, to give effect to this resolution.

**RESOLVED FURTHER THAT** any one of Mr. Ranu Vohra, Managing Director & CEO or Mr. Kaushal Kumar Aggarwal, Joint Managing Director or Mr. Gaurav Deepak, Joint Managing Director or Mr. Sameer Kamath, Chief Financial Officer of the Company, be and is hereby authorized on behalf of the Company to sign and execute such applications, letters, deeds, documents, agreements, undertakings, indemnities, writings, certificates, etc. and to take all such further actions and do all such acts, deeds, matters and things as might be required in connection with the above resolutions and as they may deem necessary or advisable to effect the intent and purposes of above resolution.

**RESOLVED FURTHER THAT** any one of Mr. Ranu Vohra, Managing Director & CEO or Mr. Kaushal Kumar Aggarwal, Joint Managing Director or Mr. Gaurav Deepak, Joint Managing Director or Mr. Sameer Kamath, Chief Financial Officer of the Company be and is hereby authorized to issue certified true copy of the resolution as may be required from time to time.”

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**NOTES:**

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be delivered at the Registered Office of the Company not later than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of companies, bodies corporate, societies, etc. must be supported by certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote at the AGM.

2. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
3. The notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same.
4. The documents covered under this Annual General Meeting such as Balance Sheet as at March 31, 2019, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2019 (Standalone as well as Consolidated), Directors' Report for the Year ended March 31, 2019 and the Auditors Report for the year ended March 31, 2019 will be available for Members inspection at the Registered Office of the Company situated at The IL&FS Financial Centre, 6<sup>th</sup> Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (E), Mumbai- 400051 during normal business hours.
5. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the Annual General Meeting Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.
6. The route map showing directions to reach the venue of the Twentieth Annual General Meeting is annexed.

By order of the Board of Directors  
For **Avendus Capital Private Limited**

**Date: August 21, 2019**

**Place: Mumbai**

**Sd/-**

**Ranu Vohra**

**Managing Director & CEO**

**Avendus Capital Private Limited**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF ANNUAL GENERAL MEETING.**

The following statement set out all material facts relating to the business mentioned under the accompanying Notice.

**Item No.3**

The Members of the Company are hereby informed that at the recommendation of the Remuneration and Nomination Committee, the Board of Directors of the Company at its meeting held on August 21, 2019, has approved to extend the exercise period of options granted under Avendus Employee Stock Option Scheme 2008 and Avendus Employee Stock Option Scheme 2011, as per details given herein under :

<b>Sr. No.</b>	<b>Name of the Grantee</b>	<b>ESOP Plan</b>	<b>Tranches for which exercise period to be extended</b>	<b>Revised date upto which option can be exercised</b>
1.	Puneet Shivam	Avendus Employee Stock Option Scheme 2008	Option vested on 2 <sup>nd</sup> 3 <sup>rd</sup> & 4 <sup>th</sup> anniversary of grant	March 31, 2020
2.		Avendus Employee Stock Option Scheme 2011	Option vested on 2 <sup>nd</sup> & 3 <sup>rd</sup> anniversary of grant	March 31, 2020

None of the Directors of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Members are requested to consider the matter and approve the same by passing the proposed special resolution.

By order of the Board of Directors  
For **Avendus Capital Private Limited**

**Date: August 21, 2019**  
**Place: Mumbai**

**Sd/-**  
**Ranu Vohra**  
**Managing Director & CEO**

**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]**

<b>CIN</b>	<b>U99999MH1999PTC123358</b>
Name of the Company	Avendus Capital Private Limited
Registered Office	The IL&FS Financial Centre, 6 <sup>th</sup> Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai-400051
Name of the Member(s)	
E-mail Id	
Registered address	
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 or failing him	

2. 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 annual general meeting of the company to be held on Friday, September 27, 2019 at 9 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolution(s)	Type of Resolution(s)	Assent	Dissent
1.	To receive, consider and adopt a) the audited standalone financial statement of the Company for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon; and b) the audited consolidated financial statement of the Company for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon	Ordinary		
2.	To consider and approve the appointment of Statutory Auditors and to fix their remuneration	Ordinary		
3.	To consider and approve extension of exercise period of options granted under ESOP Plan 2008 and 2011	Special		

Affix Revenue

Stamp

Signed this....day of.....2019

Signature of shareholder(s):
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.**

**AVENDUS CAPITAL PRIVATE LIMITED**

**Registered Office:** The IL&FS Financial Center, 6<sup>th</sup> Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 4000 051

**ATTENDANCE SLIP**

(To be presented at the entrance)

**ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 27, 2019 AT 9 A.M. IST**

At The IL&FS Financial Center, 6<sup>th</sup> Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 4000 051.

Folio No (DP ID/CLIENT ID)

No. of shares:

Name of the Member:

Signature: .....

Name of Proxy holder: .....

Signature: .....

1. Only Member/Proxy holder can attend the meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.

**Avendus Capital Private Limited**

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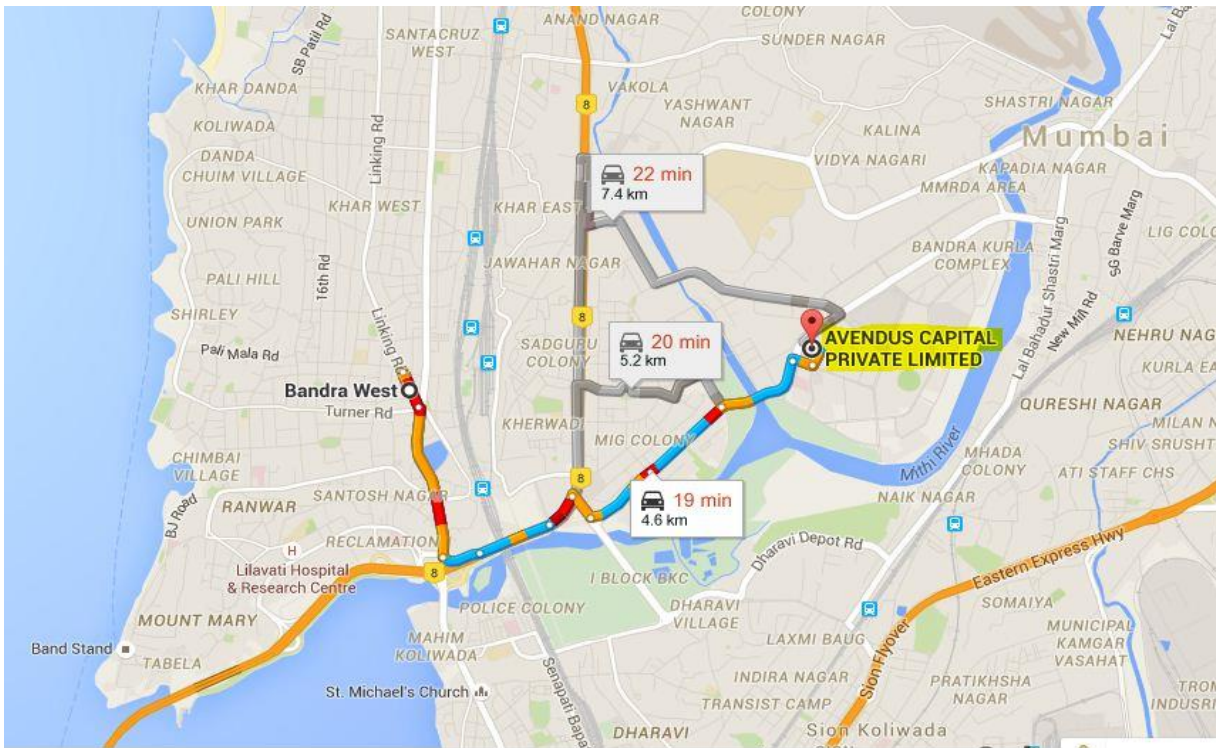
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## Route map and address of the AGM Venue:-

**Registered Office:** The IL&FS Financial Center, 6<sup>th</sup> Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.



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