

NOTICE

To,  
The Members  
Aventus Capital Private Limited  
CIN: U99999MH1999PTC123358  
Mumbai

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Aventus Capital Private Limited will be held on Tuesday, September 21, 2021, at IST 11 am through Video Conferencing 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 – 400051' for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021 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, 2021 together with the reports of the Auditors; and pass the following resolutions as an Ordinary Resolution:

- a. "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2021, 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 statements of the Company for the financial year ended March 31, 2021, and the report of the Auditors' thereon, as laid before the Members, be and are hereby considered and adopted."

SPECIAL BUSINESS

2. To consider and approve regularization of appointment of Ms. Simrun Mehta as a Nominee Director and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161(3) and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder [including any statutory modification(s) or re-enactment(s)]

thereof for the time being in force], Ms. Simrun Mehta (DIN: 09118938), who has been appointed as an Additional (Nominee) Director of the Company by the Board of Directors with effect from March 24, 2021 in terms of Section 161(1) of the Companies Act, 2013 and whose terms of office expires at the Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company and designated as Nominee Director.”

**3. To consider and approve extension of exercise period of options granted under ESOP Plan and 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), consent of the Members be and is hereby given to vary the relevant clauses of Avendus Employees Stock Option Plan 2008 (ESOP Plan 2008), Avendus Employees Stock Option Plan 2011 (ESOP Plan 2011) and Avendus Employees Stock Option Plan 2014 (ESOP Plan 2014) of the Company, in respect of certain employees, as approved by the Nomination and Remuneration Committee and Board of Directors of the Company, and the exercise period of the following options granted under ESOP Plan 2008, 2011 and 2014 be and is hereby extended as under:

Sr. No.	ESOP Plan	Tranches for which exercise period to be extended	Revised date upto which option can be exercised
1.	Avendus Employee Stock Option Plan 2008	All Vested & unexercised options	March 31, 2022 & September 30, 2022
2.	Avendus Employee Stock Option Plan 2011	All Vested & unexercised options	March 31, 2022 & September 30, 2022
3	Avendus Employee Stock Option Plan 2014	All Vested & unexercised options	March 31, 2022

**RESOLVED FURTHER THAT** Gaurav Deepak, Managing Director & CEO or Mr. Ranu Vohra, Executive Vice Chairman or Mr. Kaushal Kumar Aggarwal, Joint Managing Director or Mr. Sameer Kamath, Chief Financial Officer (“Authorised Signatories”) of the Company, be and is hereby severally 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 the aforesaid Authorised Signatories of the Company be and is hereby authorized to issue certified true copy of the resolution as may be required from time to time.”

By order of the Board of Directors  
For Aventus Capital Private Limited

Date : August 6, 2021  
Place : Mumbai

Gaurav Deepak  
DIN: 00153524  
Managing Director & CEO

**Aventus 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  
T: +91 22 6648 0050 F: +91 22 6648 0040  
CIN: U99999MH1999PTC123358  
[www.avendus.com](http://www.avendus.com)

NOTES:

1. This Annual General Meeting of the Company is being held through Video Conferencing facility, in accordance with the General Circular No. 14 dated April 08, 2020, General Circular No. 17 dated April 13, 2020, and General Circular No. 20 dated May 5, 2020, and General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs.
2. The web-link of the meeting is <https://avendus.zoom.us/j/81605525658?pwd=bW9zbTM0aWxWZnUvMUJDUytBbGhXQT09> to access and participate in the meeting, shareholders and other participating stakeholders are requested to install Zoom video conferencing application or program, create an account, and then click on the link provided.
3. In case of any assistance with regards to using the technology before or during the meeting, please contact on +91 9833 000 876.
4. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
5. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered / available with the Company. The Company is not in a position to issue physical copy of the notice, if requested by any member, due to logistics restrictions on account of COVID-19.
6. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney / authorization, authorizing their representative to attend and vote on their behalf at the meeting.
8. Attendance of members through Video Conferencing shall be counted for quorum as requirement for physical quorum has been dispensed with by virtue of the ongoing pandemic of COVID-19 wherein maintaining the protocol of social distancing has been mandatory by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.
9. The documents covered under this Annual General Meeting such as Balance sheet as on March 31, 2021, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2021, Directors' Report for the Year ended March 31, 2021 and the Auditors Report for the year ended March 31, 2021 are made available for inspection, on receipt of request email from members through their e-mail

address registered with the Company.

10. 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, will be available for inspection by the Members on receipt of request email from members through their e-mail address registered with the Company up to the date of the Annual General Meeting and also throughout the continuance of the Annual General Meeting.
11. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at the meeting, then the shareholders can vote by sending an email to the designated mail ID : Designated Mail ID: [rajendra.rana@avendus.com](mailto:rajendra.rana@avendus.com)
12. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent

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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 explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned in item in the accompanying Notice of the Annual General Meeting of the Company.

**Item No. 2:**

The Board of Directors of the Company had appointed Ms. Simrun Mehta as an Additional (Nominee) Director of the Company w.e.f March 24, 2021, in terms of the provisions of Section 161 of Companies Act, 2013 and her tenure was valid up to the date of this Annual General Meeting of the Company. The Nomination and Remuneration Committee and the Board of Directors of the Company has proposed to regularize the appointment of Ms. Simrun Mehta as Director and designate her as Nominee Director.

A brief profile of the Director pursuant to Secretarial Standard-2 is as follows:

Name of Director	Ms. Simrun Mehta
Age	33 years
Qualifications	B.A. with Honors in Mathematics from St. Stephen's College, University of Delhi.
Brief profile including expertise and experience	Simrun Mehta (Mumbai) joined KKR in 2012 and is a member of the Private Equity team. Ms. Mehta is closely involved in KKR's investments in EuroKids International, and Avendus Capital. Previously, Ms. Mehta was a part of KKR's Credit and Capital Markets teams and worked on originating and executing credit financings as well as business strategy and capital raising initiatives for the platform.  Prior to joining KKR, Ms. Mehta worked with Nomura's fixed income institutional sales desk and the commodities division of Lehman Brothers.
Directorships of other Board	1. EK Education & Research Foundation

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	2. Euroschool Foundation 3. Lighthouse Learning Private Limited
Membership/Chairmanship of Committees of other Board	a. Member in Corporate Social Responsibility Committee of Lighthouse Learning Private Limited; b. Member in Corporate Social Responsibility Committee of Euroschool Foundation
Date of Appointment	March 24, 2021
Date of first appointment	March 24, 2021
Shareholding in the Company	Nil
Relationship with other Director / Manager and other KMP	None
Number of meetings attended from the date of appointment till the date of Notice of this AGM	Three
Remuneration last drawn for the Financial Year 2020-21	Nil
Remuneration sought to be paid	Nil
Terms and conditions of appointment	NA

Except Ms. Simrun Mehta, none of the other Directors / Key Managerial Personnel of the Company / their relatives is or are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Directors recommend the Ordinary Resolution for approval of the shareholders.

**Item No. 3:**

The Members of the Company are hereby informed on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the Company is seeking approval of the members to extend the exercise period of the options granted to certain employees, as approved by the Committee and Board, under Aventus Employee Stock Option Scheme 2008 and Aventus Employee Stock Option Scheme 2011 and Aventus Employee Stock Option Scheme 2014, as per details given herein under :

Sr. No.	ESOP Plan	Tranches for which exercise period to be extended	Revised date upto which option can be exercised
1.	Avendus Employee Stock Option Plan 2008	All Vested & unexercised options	March 31, 2022 & September 30, 2022
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3	Avendus Employee Stock Option Plan 2014	All Vested & unexercised options	March 31, 2022

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

The Directors recommend the Special Resolution for approval of the shareholders

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

Date : August 6, 2021  
Place : Mumbai

**Gaurav Deepak**  
DIN: 00153524  
Managing Director & CEO