

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U99999MH1999PTC123358

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCC2404Q

(ii) (a) Name of the company

AVENDUS CAPITAL PRIVATE LI

(b) Registered office address

901, Platina, 9th Floor, Plot No. C-59, Bandra Kurla Complex,
Mumbai
Maharashtra
400051
India

(c) *e-mail ID of the company

rajendra.rana@avendus.com

(d) *Telephone number with STD code

02266480050

(e) Website

www.avendus.com

(iii) Date of Incorporation

29/12/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	98.17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Redpoint Investments Pte. Ltd		Holding	63.45
2	AVENDUS FINANCE PRIVATE LI	U65921MH1996PTC251407	Subsidiary	100
3	AVENDUS PE INVESTMENT ADV	U65990MH2009PTC191437	Subsidiary	100
4	AVENDUS WEALTH MANAGEM	U67120MH2008PTC179931	Subsidiary	100
5	OCEAN DIAL ASSET MANAGEM	U74900MH2015PTC269770	Subsidiary	100
6	AVENDUS CAPITAL ALTERNATI	U67190MH2015PTC268280	Subsidiary	100
7	AVEZO ADVISORS PRIVATE LIM	U74120MH2014PTC255373	Associate	48.24
8	AVENDUS CAPITAL PUBLIC MA		Subsidiary	66.67
9	Avendus Capital (UK) Private L		Subsidiary	100
10	Avendus Capital INC		Subsidiary	94.72

11	Avendus Capital Asset Manage		Subsidiary	100
12	Ocean Dial Asset Management		Subsidiary	100
13	Spark Institutional Equities Priv	U65999TN2022PTC149473	Subsidiary	84.03
14	Avendus Capital Pte Ltd		Subsidiary	100
15	Zodius GF Pte. Limited		Subsidiary	77.02
16	Zodius Growth LLP		Subsidiary	96.02
17	Zodius Growth Fund LP		Subsidiary	61.29

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	4,990,000	3,415,535	3,415,535	3,415,535
Total amount of equity shares (in Rupees)	49,900,000	34,155,350	34,155,350	34,155,350

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs. 10 each				
Number of equity shares	4,990,000	3,415,535	3,415,535	3,415,535
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	49,900,000	34,155,350	34,155,350	34,155,350

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	210,000	0	0	0
Total amount of preference shares (in rupees)	2,100,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs. 10/- each				
Number of preference shares	210,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	2,100,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	286,819	3,081,043	3367862	33,678,620	33,678,620	
Increase during the year	566	47,107	47673	476,730	476,730	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	566	47,107	47673	476,730	476,730	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	287,385	3,128,150	3415535	34,155,350	34,155,350	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☒ No

☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input type="text"/>			
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	

Ledger Folio of Transferor							
Transferor's Name							
	Surname		middle name		first name		
Ledger Folio of Transferee							
Transferee's Name							
	Surname		middle name		first name		

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	222,792	0	2,227,920
Total			2,227,920

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	2,227,920	0	0	2,227,920

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,415,529,965.6

(ii) Net worth of the Company

14,345,435,191.23

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	568,542	16.65	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	568,542	16.65	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	134,814	3.95	0	
	(ii) Non-resident Indian (NRI)	5,250	0.15	0	
	(iii) Foreign national (other than NRI)	131,040	3.84	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,542,095	74.43	0	
10.	Others Trusts	33,794	0.99	0	
	Total	2,846,993	83.36	0	0

Total number of shareholders (other than promoters)

56

**Total number of shareholders (Promoters+Public/
Other than promoters)**

59

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	43	56
Debenture holders	3	3

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	16.65	0
B. Non-Promoter	0	1	0	1	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	4	0	4	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	4	0	4	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	3	5	16.65	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAURAV DEEPAK	00153524	Director	189,514	
RANU VOHRA	00153547	Director	189,514	
ARUN KUMAR RAMAN	00007597	Director	0	
GOPAL JAIN	00032308	Nominee director	0	
KAUSHAL KUMAR AGGARWAL	00153487	Director	189,514	
KATE GASKELL RICHARDS	08685173	Nominee director	0	
SIMRUN MEHTA	09118938	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SANJAY OMPRAKASH	00002615	Nominee director	0	
SAMEER VASUDEV KA	AJWPK8245Q	CFO	3,544	
RAJENDRA SINGH RA	AGZPR5759C	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GAURAV DEEPAK	00153524	Additional director	01/04/2022	Appointment
RANU VOHRA	00153547	Additional director	01/04/2022	Appointment
KAUSHAL KUMAR AGC	00153487	Additional director	01/04/2022	Appointment
GAURAV DEEPAK	00153524	Director	30/09/2022	Change in designation
RANU VOHRA	00153547	Director	30/09/2022	Change in designation
KAUSHAL KUMAR AGC	00153487	Director	30/09/2022	Change in designation
SANJAY OMPRAKASH	00002615	Nominee director	31/03/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	30/09/2022	35	5	80.2

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/04/2022	8	5	62.5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	08/08/2022	8	8	100
3	07/09/2022	8	8	100
4	15/12/2022	8	5	62.5
5	24/03/2023	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit & Risk C	26/04/2022	4	4	100
2	Audit & Risk C	08/08/2022	4	3	75
3	Audit & Risk C	07/09/2022	4	4	100
4	Audit & Risk C	15/12/2022	4	4	100
5	Audit & Risk C	24/03/2023	4	3	75
6	Nomination an	25/05/2022	4	3	75
7	Nomination an	06/09/2022	4	4	100
8	Corporate Soc	06/09/2022	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/09/2023
								(Y/N/NA)
1	GAURAV DEE	5	5	100	8	7	87.5	Yes
2	RANU VOHRA	5	3	60	1	1	100	Yes
3	ARUN KUMA	5	4	80	0	0	0	No
4	GOPAL JAIN	5	5	100	7	7	100	No

5	KAUSHAL KU	5	4	80	0	0	0	Yes
6	KATE GASKE	5	2	40	0	0	0	Yes
7	SIMRUN MEH	5	5	100	8	8	100	Yes
8	SANJAY OMP	5	5	100	7	5	71.43	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SAMEER VASUDE'	CFO	15,134,800	0	197,136	18,191,200	33,523,136
2	RAJENDRA SINGH	Company Secre	4,673,710	42,150	0	3,589,640	8,305,500
	Total		19,808,510	42,150	197,136	21,780,840	41,828,636

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RANU VOHRA	Director	24,210,400	0	0	220,789,600	245,000,000
2	KAUSHAL KUMAR	Director	5,000,000	0	0	190,000,000	195,000,000
3	GAURAV DEEPAK	Director	23,460,400	0	0	401,539,600	425,000,000
	Total		52,670,800	0	0	812,329,200	865,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment☒ Yes ☐ No**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

KAJAL JAKHARIA & ASSOCIATES

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

23149

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

8

dated

01/09/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Gaurav Deepak
Digitally signed by Gaurav Deepak
Date: 2023.11.27 17:33:18 +05'30'

DIN of the director

00153524

To be digitally signed by

Rajendra Singh Rana
Digitally signed by Rajendra Singh Rana
Date: 2023.11.27 17:34:11 +05'30'

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 7926

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

List of Shareholders_Signed.pdf

List of Debenture holders_Signed.pdf

ACPL MGT 8 FY 2022-23.pdf

List of Transfer_Signed.pdf

Clarification letter_Signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company