

**NOTICE**

**To**  
**The Members**  
**AVENDUS WEALTH MANAGEMENT PRIVATE LIMITED**  
**CIN: U67120MH2008PTC179931**  
**Mumbai**

**NOTICE** is hereby given that the 12<sup>th</sup> (Twelfth) Annual General Meeting of the Members of Avendus Wealth Management Private Limited will be held on Wednesday, September 30, 2020 at 4 PM 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 – 4000051 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, 2020 together with the reports of the Board of Directors and the Auditors thereon and pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2020, and the report of the Directors’ and Auditors’ thereon, as laid before the Members, be and are hereby considered and adopted”

**SPECIAL BUSINESS:**

2. **To consider the regularization of appointment of Mr. Akshaya Bhargava as a Director of the Company and pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 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], Mr. Akshaya Bhargava (DIN: 01874792), who has been appointed as an Additional Non- executive Director of the Company by the Board of Directors with effect from March 26, 2020 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.”

3. **To consider the regularization of appointment of Mr. Gaurav Deepak as a Director of the Company and pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 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], Mr. Gaurav Deepak (DIN: 00153524), who has been appointed as an Additional Non-

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executive Director of the Company by the Board of Directors with effect from August 18, 2020 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.”

**By Order of the Board of Directors  
For Avendus Wealth Management Private Limited**

Date: August 18, 2020  
Place: Mumbai

**Priya Sonavane  
VP- Compliance & Company Secretary**

**Avendus Wealth Management Private Limited**  
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## NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) with respect to item no. 2 and item no. 3 of the Notice is annexed hereto and forms part of this Notice.
2. 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 05, 2020 issued by the Ministry of Corporate Affairs.
3. The details pertaining to attending the Annual General Meeting through Video-Conferencing shall be emailed to the Members separately.
4. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number +91 82911 41045
5. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
6. 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.
7. 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.
8. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney authorizing their representative to attend and vote on their behalf at the meeting through Video Conferencing.
9. 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 mandated by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.
10. The documents covered under this Annual General Meeting such as Standalone Balance Sheet as on March 31, 2020, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2020, Directors' Report for the Year ended March 31, 2020 and the Auditors Report for the year ended March 31, 2020 are made available for inspection, on receipt of request email from members through their e-mail address registered with the

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Company.

11. 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.
12. 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 below mentioned designated mail ID.
13. Designated Mail ID: [priya.sonavane@avendus.com](mailto:priya.sonavane@avendus.com) 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.

## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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 at the meeting held on March 26, 2020, approved the appointment of Mr. Akshaya Bhargava as an Additional Non-executive Director under the provisions of Section 161 of Companies Act, 2013 and his tenure was valid up to the date of this Annual General Meeting of the Company. The Board of Directors has recommended the appointment of Mr. Akshaya Bhargava as the Director of the Company.

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

<b>Name of Director</b>	Mr. Akshaya Bhargava
<b>Age</b>	64 years
<b>Qualifications</b>	Mr. Akshaya holds a post graduate degree from Indian Institute Management, Calcutta
<b>Brief profile including expertise and experience</b>	Mr. Akshaya is the founder of Bridgeweave, a B2B Fintech firm that creates AI powered next generation products for Wealth and Asset Management industries. From 2014-2017, he was the global CEO of Wealth and Investment Management, Barclays plc.

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	a business with £200Bn in client AUM. Prior to that, he founded InfraHedge, a hedge fund managed account platform, which was acquired by State Street Corporation in 2013. He has been CEO of Butterfield Fulcrum Group (acquired by MUFJ Group) and the founding CEO of Progeon (acquired by Infosys and renamed Infosys BPO in 2006). He started his career at Citibank where he spent 22 years in a variety of senior roles including as Country Manager, Citibank Czech Republic, Global Product Head for Citi's ELC Business; Regional GTS Head for CEEMEA region and other senior roles in product management and corporate banking.
<b>Directorships of other Board</b>	Independent Director of Mindtree Limited
<b>Membership/Chairmanship of Committees of other Board</b>	Member of Audit Committee and Risk Management Committee of Mindtree Limited
<b>Date of Appointment</b>	March 26, 2020
<b>Date of first appointment</b>	March 26, 2020
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other director/Manager and other KMP</b>	None
<b>Number of meetings attended from the date of appointment till the date of Notice of this AGM</b>	Nil
<b>Remuneration last drawn for the Financial Year 2019-20</b>	Nil
<b>Remuneration sought to be paid</b>	Rs. 1,00,000/- (Rupees One lakh only) along with travel expenses, lodging and other incidental expenses for each meeting of the Board of Directors of the Company that shall be attended by him
<b>Terms and conditions of appointment</b>	As agreed between the Board of Directors and Mr. Akshaya Bhargava

Except Mr. Akshaya Bhargava, no Directors or any Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the resolution set out at Item No. 2 of the Notice.

Your Board recommends the passing of Ordinary resolution as set out in this notice for your approval.

### **Item No. 3**

The Board of Directors of the Company at the meeting held on August 18, 2020, approved the appointment of Mr. Gaurav Deepak as an Additional Non-Executive Director under the provisions of Section 161 of Companies Act, 2013 and his tenure was valid up to the date of this Annual

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General Meeting of the Company. The Board of Directors has recommended the appointment of Mr. Gaurav Deepak as the Director of the Company.

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

<b>Name of Director</b>	Mr. Gaurav Deepak
<b>Age</b>	45 years
<b>Qualifications</b>	MBA degree from IIM, Calcutta and Bachelor's degree in Mechanical Engineering from IIT, Kanpur.
<b>Brief profile including expertise and experience</b>	Mr. Gaurav Deepak spearheads Avendus's flagship investment banking business and leads the firm's international operations. He has worked on several large and complex engagements in mergers & acquisitions (M&A), private equity (PE) syndication, equity capital markets and fixed income. He has more than 17 years of global experience in investment banking and is based in Mumbai.  Prior to co-founding Avendus, Gaurav worked with ICICI Bank's investment banking practice.
<b>Directorships of other Board</b>	Managing Director in Avendus Capital Private Limited, Director in Avendus Capital (UK) Private Limited and Director in IIM Calcutta Innovation Park
<b>Membership/Chairmanship of Committees of other Board</b>	Nil
<b>Date of Appointment</b>	August 18, 2020
<b>Date of first appointment</b>	August 18, 2020
<b>Shareholding in the Company</b>	Nominee Shareholder of the Company
<b>Relationship with other director/Manager and other KMP</b>	None
<b>Number of meetings attended from the date of appointment till the date of Notice of this AGM</b>	Nil
<b>Remuneration last drawn for the Financial Year 2019-20</b>	Nil
<b>Remuneration sought to be paid</b>	Nil
<b>Terms and conditions of appointment</b>	As agreed between the Board of Directors and Mr. Gaurav Deepak

Except Mr. Gaurav Deepak, no Directors or any Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

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Your Board recommends the passing of Ordinary resolution as set out in this notice for your approval.

**By Order of the Board of Directors  
For Avendus Wealth Management Private Limited**

Date: August 18, 2020  
Place: Mumbai

**Priya Sonavane  
VP- Compliance & Company Secretary**