

NOTICE

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

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Aventus Capital Private Limited will be held on Friday, September 30, 2022 at IST 2.00 p.m. through Video Conferencing at the Registered office of the Company situated at the IL&FS Financial Centre, 6th 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, 2022 together with the reports of the Directors and the Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 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, 2022, 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, 2022, 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 Mr. Gaurav Deepak as a Director and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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 Director of the Company by the Board of Directors with effect from April 01, 2022 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 and approve regularization of appointment of Mr. Ranu Vohra as a Director and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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. Ranu Vohra (DIN: 00153547), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from April 01, 2022 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.”

4. To consider and approve regularization of appointment of Mr. Kaushal Kumar Aggarwal as a Director and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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. Kaushal Kumar Aggarwal (DIN: 00153487), who has been appointed as

an Additional Director of the Company by the Board of Directors with effect from April 01, 2022 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 Aventus Capital Private Limited

Date: September 7, 2022
Place: Mumbai

Rajendra Rana
Company Secretary

NOTES:

1. This Annual General Meeting of the Company is being held through Video Conferencing facility, in accordance with the General Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, circular number 14 dated April 08, 2020, General Circular No. 17 dated April 13, 2020, and General Circular No. 20 dated May 5, 2020, General Circular No. 22 dated June 15, 2020, General Circular No. 33 dated September 28, 2020, General Circular No. 39 dated December 31, 2020, General Circular No. 10 dated June 23, 2021 and General Circular No. 20 dated December 8, 2021, General Circular No. 2 dated May 05, 2022 issued by the Ministry of Corporate Affairs.
2. The web-link of the meeting is <https://avendus.zoom.us/j/81312292271?pwd=WXQ2UjN1bHZwaERFUHV1U3d2NOZkZz09> 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 9833000876.
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 shall also share physical copy of the Annual Report to all the members, who request for the same.
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. 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, 2022, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2022, Directors' Report for the Year ended March 31, 2022, and the Auditors Report for the year ended March 31, 2022 (both standalone and consolidated) 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: avendus.secretarial@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.

Avendus Capital Private Limited

Regd. Office: The IL&FS Financial Centre, 6th 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

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, 3 and 4:

The Board of Directors of the Company at the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr. Gaurav Deepak (DIN: 00153524), Mr. Ranu Vohra (DIN: 00153547) and Mr. Kaushal Kumar Aggarwal (DIN: 00153487) as the Additional Director(s) of the Company w.e.f. April 01, 2022 in terms of the provisions of Section 161(1) of Companies Act, 2013. The tenure of the aforesaid Additional Directors is valid up to the date of ensuing Annual General Meeting of the Company. Therefore, the Board has recommended to regularize the appointment of Mr. Gaurav Deepak, Mr. Ranu Vohra and Mr. Kaushal Kumar Aggarwal as the Directors of the Company under Section 152 of the Companies Act, 2013.

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

Name of Director	Mr. Gaurav Deepak	Mr. Ranu Vohra	Mr. Kaushal Kumar Aggarwal
Age	47 years	50 years	48 years
Qualifications	MBA Degree from IIM, Calcutta Bachelor's Degree in Mechanical Engineering from IIT, Kanpur	MBA Degree from FMS, New Delhi Bachelor's Degree in Mechanical Engineering from IIT, New Delhi	MBA Degree from IIM, Bangalore Bachelor of Engineering in Electrical from IIT, New Delhi
Brief profile including expertise and experience	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	Mr. Ranu Vohra heads Avendus and is responsible for its overall growth. He has spent the last 20 years in the Indian financial services industry concluding several marquee transactions in investment banking and private equity. He is based in	Mr. Kaushal Kumar Aggarwal oversees the credit solutions and was instrumental in creating the investment banking business for the firm and has over 20 years of global experience in financial services. He is based in Mumbai. Prior to

Avendus Capital Private Limited

Regd. Office: The IL&FS Financial Centre, 6thFloor, 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

	income. He has more than 17 years of global experience in investment banking and is based in Mumbai. Prior to co-founding Aventus, Gaurav worked with ICICI Bank's investment banking practice.	Mumbai. Prior to co-founding Aventus, Ranu worked with a Tampa (USA) based technology and media investment bank, Communications Equity Associates (CEA) and Hinduja Finance, a diversified financial services firm.	co-founding Aventus, he worked with Kotak Mahindra Bank's investment banking practice.
Directorships of other Board	<ol style="list-style-type: none"> 1. Aventus Finance Private Limited 2. Aventus Wealth Management Private Limited 3. Aventus Capital (UK) Private Limited 	<ol style="list-style-type: none"> 1. Mahindra Logistics Limited 2. Aventus PE Investment Advisors Private Limited 3. Ocean Dial Asset Management India Private Limited 4. Avezo Advisors Private Limited 5. Aventus Capital Asset Management UK Limited 	<ol style="list-style-type: none"> 1. Aventus Finance Private Limited 2. Aventus Wealth Management Private Limited
Membership/Chairmanship of Committees of other Board	<p><u>Committee Membership of Aventus Finance Private Limited</u></p> <p>a. Audit Committee</p> <p><u>Committee Membership of Aventus Capital Private Limited</u></p> <p>a. Audit and Risk Committee b. Nomination and Remuneration Committee c. Corporate Social Responsibility Committee</p>	<p><u>Committee Membership of Mahindra Logistics Limited</u></p> <p>a. Corporate Social Responsibility Committee (Chairman) b. Nomination and Remuneration Committee</p> <p><u>Committee Membership of Aventus Capital Private Limited</u></p> <p>a. Corporate Social Responsibility Committee</p>	<p><u>Committee Membership of Aventus Finance Private Limited</u></p> <p>a. Nomination & Remuneration Committee b. Corporate Social Responsibility Committee c. Stakeholder Relationship and Grievance Redressal Committee</p>
Date of last Appointment	April 01, 2022	April 01, 2022	April 01, 2022

Aventus Capital Private Limited

Regd. Office: The IL&FS Financial Centre, 6th 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

Date of first appointment	December 29, 1999	December 29, 1999	December 29, 1999
Shareholding in the Company	1,89,514 Equity shares	1,89,514 Equity shares	1,89,514 Equity shares
Relationship with other Director / Manager and other KMP	NA	NA	NA
Number of meetings attended from the date of appointment till the date of Notice of this AGM	2	1	2
Remuneration last drawn for the Financial Year 2021-22	INR 9 crores (including bonus, as approved by the Board of Directors)	INR 9 crores (including bonus, as approved by the Board of Directors)	INR 5 crores (including bonus, as approved by the Board of Directors)
Remuneration sought to be paid	As may be approved by the Board of Directors	As may be approved by the Board of Directors	As may be approved by the Board of Directors
Terms and conditions of appointment	As approved / may be approved by the Board of Directors	As approved / may be approved by the Board of Directors	As approved / may be approved by the Board of Directors

Except Mr. Gaurav Deepak, Mr. Ranu Vohra and Mr. Kaushal Kumar Aggarwal 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, 3 and 4 respectively of the Notice.

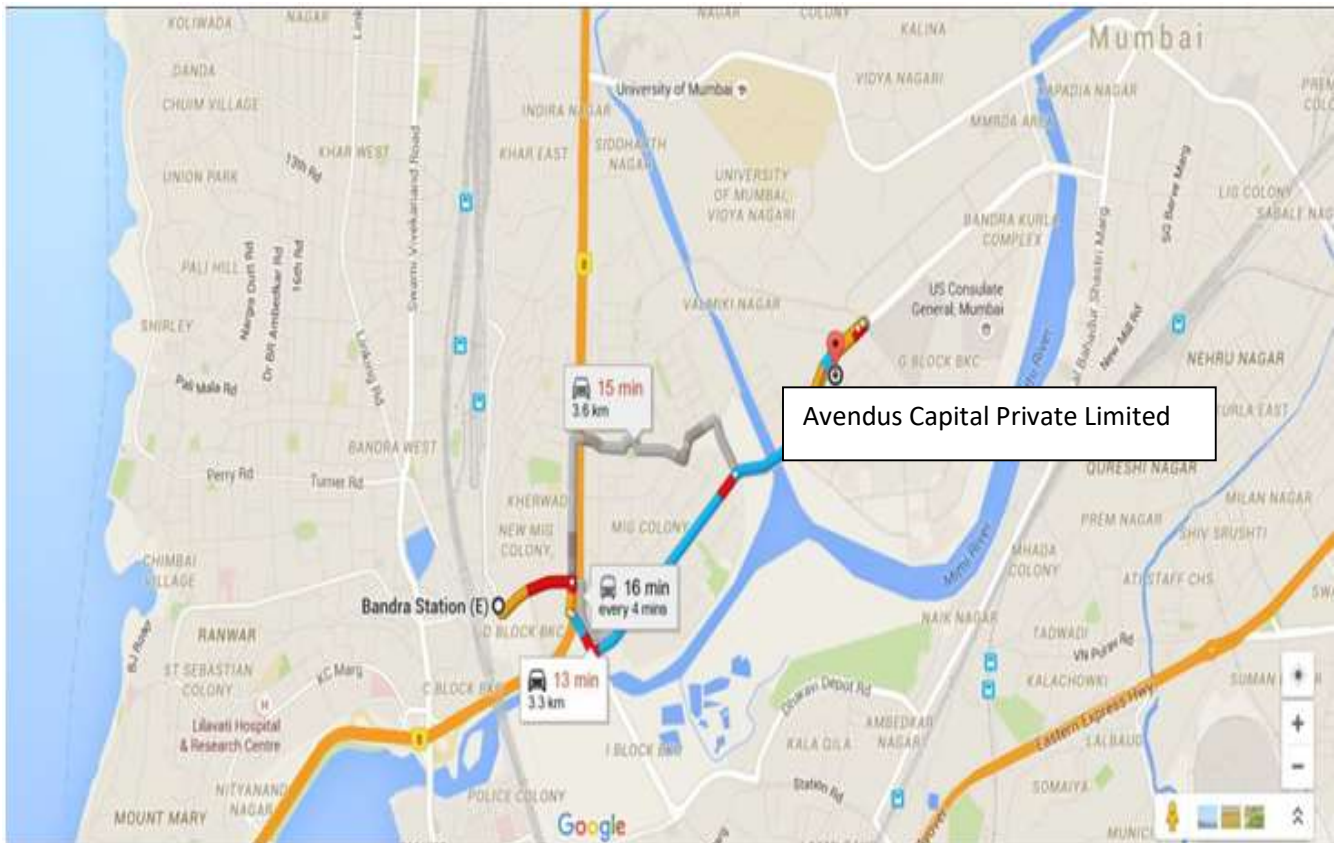
The Directors recommend the Ordinary Resolution for approval of the shareholders.

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

Date: September 7, 2022
Place: Mumbai

Rajendra Rana
Company Secretary

Route map and address of the AGM Venue - Registered Office: The IL&FS Financial Center, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.



Aventus Capital Private Limited

Regd. Office: The IL&FS Financial Centre, 6th 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