

NOTICE

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

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Avendus Capital Private Limited will be held on Wednesday, September 18, 2024 at IST 5.30 p.m. through Video Conferencing to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2024, 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, 2024 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, 2024, 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, 2024, and the report of the 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, 141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, consent of the members be and is hereby accorded to appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, [ICAI Registration Number 117366W/W- 100018], as Statutory Auditors of the Company, to hold office from the conclusion of this Twenty Fifth Annual General Meeting until the conclusion of the Thirtieth Annual General Meeting, at such terms and remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT any one of Mr. Gaurav Deepak or Mr. Ranu Vohra or Mr. Kaushal Kumar Aggarwal, Directors of the Company or Mr. Sameer Kamath, Chief Financial Officer or Mr. Rajendra

Rana, Company Secretary (“Authorised Signatories”) be and is hereby authorized to do all such acts, deeds and things as are considered necessary, desirable, expedient, incidental and / or required by any of them necessary for giving effect to the aforesaid resolution.”

SPECIAL BUSINESS

3. To consider and approve appointment of Mr. Akshay Tanna (DIN: 02967021) 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. Akshay Tanna (DIN: 02967021), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from September 30, 2023 in terms of Section 161(1) of the Companies Act, 2013 and whose term 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 appointment of Mr. Suveer Sinha (DIN: 09708143) 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. Suveer Sinha (DIN: 09708143), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from April 24, 2024 in terms of Section 161(1) of the Companies Act, 2013 and whose term 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 Capital Private Limited

Rajendra Rana
Company Secretary
Membership No. F7926

Date: July 25, 2024
Place: Mumbai
Registered Office: 901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex
Mumbai - 400051

NOTES:

1. This Annual General Meeting (“AGM”) of the Company is being held through Video Conferencing facility, in accordance with the Circular No. 14 dated April 08, 2020, General Circular No. 17 dated April 13, 2020, 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, the General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10 dated June 23, 2021, General Circular No. 20 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, General Circular No. 02 dated May 05, 2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09 dated September 25, 2023. In compliance with these Circulars and provisions of the Act, the 25th Annual General Meeting of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 25th Annual General Meeting shall be the Registered Office of the Company.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder, Secretarial Standard on General Meetings (SS-2), in respect of the special business as set out in this Notice, is annexed herewith.
3. The web-link of the meeting is <https://us06web.zoom.us/j/84770390499?pwd=tQgOu1CNHaE1FGKRogq33Pa9XqtgpV.1> 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.
4. In case of any assistance with regards to using the technology before or during the meeting, please contact on +91 9833000876.
5. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
6. In accordance with the MCA Circulars, the notice of the Annual General Meeting is being sent only through electronic mode to those members whose e-mail addresses are registered / available with the Company. Accordingly, no physical copy of the said Notice will be sent to the Members who have not registered their e-mail addresses with the Company / DP. Members may note that the said notice is also available on the website of the Company at www.avendus.com.
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 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.
9. Attendance of members through Video Conferencing shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013, as requirement for physical quorum has been dispensed. Therefore, proxy shall not be allowed to attend and vote at the meeting.

10. The documents covered under this AGM such as Balance sheet as on March 31, 2024, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2024, Directors' Report for the Year ended March 31, 2024 and the Auditors Report for the year ended March 31, 2024 are made available for inspection, on receipt of request email from members through their e-mail address registered with the 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 Designated Mail ID: rajendra.rana@avendus.com.
13. 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(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 the item in the accompanying Notice of the Annual General Meeting of the Company.

Item No. 3 and 4:

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee had approved the appointment of Mr. Akshay Tanna (DIN: 02967021) and Mr. Suveer Sinha (DIN: 09708143) as the Additional Director(s) of the Company w.e.f. September 30, 2023 and April 24, 2024 respectively 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 the ensuing Annual General Meeting of the Company. Therefore, the Board has recommended the appointment of Mr. Akshay Tanna (DIN: 02967021) and Mr. Suveer Sinha (DIN: 09708143) as the Directors of the Company under Section 152 of the Companies Act, 2013. The brief profile of the Directors pursuant to Secretarial Standard-2 is as follows:

Name of Director	Mr. Akshay Tanna	Mr. Suveer Sinha
Age	41 years	47 years
Qualification	Bachelor of Science (Economics)	M.B.A from Indian Institute of Management
Brief profile including expertise and experience	Mr. Akshay Tanna joined KKR Mumbai office in 2023 as Partner & Head of India Private Equity. Prior to joining KKR, Mr. Tanna spent more than 13 years with TPG and was most recently a Partner in its India office. He led TPG's Growth and Rise investment activities in consumer, technology, and financial services in India. Earlier in his career, Mr. Tanna worked as an Investment Banking Associate in the Financial Institutions Group at Deutsche Bank, New York and Merrill	Suveer Sinha joined KKR Mumbai office in 2022 and is a Managing Director on the Capstone team. He leads value creation efforts for the firm's India Private Equity portfolio companies across industries, including consumer, healthcare, technology, and industrials. He is currently on the board of Lighthouse Learning Private Limited and Re Sustainability. Before joining KKR, Mr. Sinha was a partner with McKinsey & Company and drove several successful transformations in his fifteen-year tenure. He also

	Lynch, New York & London. Mr. Tanna is a Bachelor of Science in Economics, Magna Cum Laude from The Wharton School of the University of Pennsylvania.	worked with General Electric and drove business excellence as a Six Sigma Black Belt. Mr. Sinha earned an M.B.A from the Indian Institute of Management, Kozhikode, where he received a gold medalist distinction.
Membership/Chairmanship of Committees of other Board	<p><u>Committee Membership of Dodla Dairy Limited</u></p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee 2. Stakeholders' Relationship Committee 3. Risk Management Committee <p><u>Committee Membership of Advanta Enterprises Limited</u></p> <ol style="list-style-type: none"> 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Sustainability Committee <p><u>Committee Membership of Vini Cosmetics Private Limited</u></p> <ol style="list-style-type: none"> 1. Corporate Social Responsibility Committee 	<p><u>Committee Membership of Lighthouse Learning Private Limited</u></p> <ol style="list-style-type: none"> 1. Compensation and Human Capital Committee
Date of first appointment	30 September 2023	24 April 2024
Shareholding in the Company	Nil	Nil
Relationship with other Director / Manager and other KMP	None	None
Number of meetings attended from the date of appointment till the date of Notice of this AGM	3	1
Remuneration last drawn for Financial Year 2023 - 24	Nil	NA
Remuneration sought to be paid	Nil	Nil
Terms and conditions of appointment	NA	NA

Copy of all documents related to the said appointments would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto and including the day of the AGM.

Except Mr. Akshay Tanna and Mr. Suveer Sinha 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. 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 Avendus Capital Private Limited

Date: July 25, 2024
Place: Mumbai

Rajendra Rana
Company Secretary
Membership No. F7926

Registered Office: 901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex
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