

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

To,
The Members
Avendus Wealth Management Private Limited
CIN: U67120MH2008PTC179931
Mumbai

Notice is hereby given that the Adjourned Fifteenth Annual General Meeting of the Members of Avendus Wealth Management Private Limited will be held on Monday, September 25, 2023, at IST 12.30 p.m. through video conferencing at the Registered Office of the Company situated at the 901, Platina, 9th Floor Plot No. C-59, Bandra Kurla Complex Mumbai 400051 for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, 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 financial statements of the Company for the financial year ended March 31, 2023, 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 and approve appointment of Mr. Gaurav Deepak (DIN: 00153524) as Managing Director of the Company and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 203 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Act (including statutory modification(s) or re-enactment thereof for the time being in force), the members hereby accords its approval for the appointment of Mr. Gaurav Deepak (DIN: 00153524), as the Managing Director of the Company for a term of five consecutive years effective from August 1, 2023 until July 31, 2028 on the terms and conditions of appointment and remuneration, as approved by the Board and the Board be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration,”

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

Priya Vyas
Company Secretary
Membership No: A70752

Date: September 5, 2023
Place: Mumbai
Registered Office:
901, Platina, 9th Floor, Plot No. C-59
Bandra-Kurla Complex, Bandra (E), Mumbai -400 051

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, and provisions of the Act, the adjourned 15th 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 adjourned 15th 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 and 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/84339676611?pwd=VUlvY3pONVlYdGtEenFzMTZHUUFQCQT09> 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. The notice of the adjourned Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered / available with the Company. Members may note that the said notice is also available with the company. 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 adjourned Annual General Meeting 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 relevant documents as referred to in this Notice will be available in electronic form for inspection by the members, on receipt of request email from members through their e-mail address registered with the Company.
11. The Register of Directors' 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 adjourned Annual General Meeting and also throughout the continuance of the adjourned 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. 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.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) 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 adjourned Annual General Meeting of the Company.

Item No. 2

Considering the resignation of Mr. Nitin Singh as Managing Director and CEO of the Company, the Board of Directors at its meeting held on June 20, 2023 approved the appointment of Mr. Gaurav Deepak (DIN: 00153524) as the Managing Director of the Company for a term of five consecutive years effective from August 1, 2023 to July 31, 2028, subject to approval of the members and such other approval as may be required under applicable laws.

Mr. Gaurav Deepak is the existing Director of the Company. Other relevant details of Mr. Gaurav Deepak as required to be furnished to the shareholders under the Companies Act, 2013 and in accordance with the Secretarial Standard-2 is given herein under:

Name of Director	Mr. Gaurav Deepak
Age	48 years
Qualifications	MBA Degree from IIM, Calcutta Bachelor's Degree in Mechanical Engineering from IIT, Kanpur
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 income. He has more than 18 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.
Directorships of other Board	1. Avendus Capital Private Limited 2. Avendus Finance Private Limited 3. Avendus Capital (UK) Private Limited
Membership/Chairmanship Committees of other Board	of Member of Audit and Risk Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of Avendus Capital Private Limited.

	Member of Audit Committee of Aventus Finance Private Limited.
Date of Appointment	August 1, 2023
Date of first appointment	August 18, 2020
Shareholding in the Company	NIL
Relationship with other director/Manager and other KMP	NA
Number of meetings attended from the date of appointment till the date of Notice of this AGM	None
Remuneration last drawn for the Financial Year 2022-23	NIL
Remuneration sought to be paid	NIL
Terms and conditions of appointment	As approved by the Board of Directors

Copy of all documents related to the said appointment 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. Gaurav Deepak 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.

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

**Priya Vyas
Company Secretary
Membership No: A70752**

Date: September 5, 2023

Place: Mumbai

Route map and address of the adjourned AGM Venue - Registered Office: 901, Platina, 9th Floor, Plot No. C-59, Bandra Kurla Complex, Bandra East, Mumbai 400051

