

AVANSE FINANCIAL SERVICES LIMITED

Registered Office: 4th Floor, E Wing, Times Square Building, Andheri Kurla Road, Andheri (East),
Mumbai – 400059, Maharashtra
Tel: +91 22 6859 9999 | Fax: +91 22 6859 9900 | Email: Companysecretary@avanse.com
CIN: U67120MH1992PLC068060 | Website: www.avanse.com

NOTICE

Notice is hereby given that a meeting of the Debenture Holders of Secured, Rated, Listed, Redeemable, Taxable, Principal Protected Market Linked (PP-MLD) Non-Convertible Debentures (Series 21) (“**the Meeting**”) of Avanse Financial Services Limited (“**Company**”) is scheduled to be held on Friday, July 19, 2024 at 3.45 PM (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to consider and transact the following business:

The proceedings of the meeting shall be deemed to be conducted at the Registered and Corporate Office of the Company situated at 4th Floor, E Wing, Times Square Building, Andheri Kurla Road, Andheri (East), Mumbai – 400059, Maharashtra, which shall be deemed venue of the meeting.

The Company is in the process of issue of Equity shares through Initial Public Offering and offer for sale by some of the Existing Shareholders (collectively “**the Offer**”). The Company believes that upon successful completion of the Offer, there shall be dilution in the Equity Shareholding of Olive Vine Investment Ltd which could result into change in Management Control as contemplated under the Placement Memorandum / Private placement cum application letter and Debenture Trust Deed dated August 26, 2022 executed by and between the Company and Catalyst Trusteeship Limited.

Therefore, the Meeting is being conducted to obtained requisite approval / No-objection of the Debenture Holders of Secured, Rated, Listed, Redeemable, Taxable, Principal Protected Market Linked Non-Convertible Debentures (Series 21).

Business to be transacted at the Meeting:

Item No. 1: Granting of No-Objection / Approval for Issue of Equity Shares by the Company through Initial Public Offering (“IPO”) and Offer for Sale by the Existing Shareholders (“OFS”) and consequent change in Management Control

To consider and if thought fit, to pass with or without modification, the following resolution with **requisite majority**:

“**RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 and the rules notified thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Placement Memorandum / Private placement cum application letter (“**IM**”), Debenture Trust Deed dated August 26, 2022 executed by and between the Company and Catalyst Trusteeship Limited (“**DTD**”) and other applicable laws, statues, acts rules, regulations, guidelines, notification, directions issued by Reserve Bank of India, the Securities and Exchange Board of India and other governmental / regulatory authority / body, the articles of association of the Company, the consent of the Debenture Holders of Secured, Rated, Listed, Redeemable, Taxable, Principal Protected Market Linked (PP-MLD) Non-Convertible Debentures (Series 21) of the Company be and is hereby granted to the Company for issue of Equity shares by the Company through Initial public offering (“**IPO**”) and offer for Sale by the existing shareholders and consequent change in Management Control, if any, as contemplated under the IM and DTD;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary to give effect to these resolutions including delegation of any powers, and with further powers on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Debenture Holders of the Company.”

By Order of the Board of Directors
For Avanse Financial Services Limited

Date : June 25, 2024
Place: Mumbai

Rajesh Gandhi
Company Secretary and Compliance Officer
ICSI Debenture Holdership No.: A-19086



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Notes:

1. **Convening of meeting through VC / OAVM:** In compliance with the General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with General Circular no. 10/2022, 02/2022 and 14/2020 dated December 28, 2022, May 5, 2022 and April 8, 2020 respectively (collectively referred to as "MCA Circulars"), the Company will conduct the meeting through VC / OAVM.
2. **Quorum:** Pursuant to the abovementioned MCA Circulars, physical attendance of the Debenture Holders will not be required at the meeting, and attendance of the Debenture Holders through VC / OAVM will be counted for the purpose of reckoning the quorum under the DTD.
3. **Proxy:** Since the meeting is being held through VC / OAVM, physical presence of the Debenture Holders has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Debenture Holders will not be available for the meeting and hence proxy form, attendance slip and route map are not annexed to this notice. However, representatives of the Corporate and other Non-individual Debenture Holders may be appointed for the purpose of voting or for participation and voting in the meeting. The Corporate Debenture Holders proposing to participate at the meeting through their representative shall forward a scanned copy of the necessary authorization through email to companysecretary@avanse.com before the commencement of the meeting.
4. **Electronic dispatch of Notice:** In compliance with the aforesaid MCA Circulars, notice of the meeting is being sent only through electronic mode to those Debenture Holders whose email addresses are registered with the Company. Debenture Holder can request for hard copy of the Meeting notice by sending a request at companysecretary@avanse.com.

A copy of the notice of the Meeting is also available on the website of the Company at www.avanse.com.

5. **Instructions for Debenture Holders for attending the Meeting through VC/OAVM:**
 - a. The meeting shall be conducted using Zoom application. In this connection, the Company Secretary / Debenture Trustee shall send a meeting invite to the registered email addresses of the persons entitled to attend the meeting separately. Debenture Holders are requested to follow instructions as stated in this notice for participating in the meeting through VC / OAVM.
 - b. Facility of joining the meeting through Zoom shall open 15 minutes before the time scheduled for the meeting and Debenture Holders who may like to express their views or ask questions during the meeting may register themselves by writing to the Company at Companysecretary@avanse.com. The Debenture Holders who do not wish to speak at the meeting may also send their queries / questions in advance by writing to the Company at the aforesaid email address. Debenture Holders may raise questions during the meeting as well. However, the Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the meeting.
 - c. Debenture Holders who need technical assistance before or during the meeting, can contact the undersigned on +91 9223547313 or at Companysecretary@avanse.com or at rajesh.gandhi@avanse.com.

d. Joining the meeting:

- i. Click on the meeting link sent to you by the Company Secretary / Debenture Trustee.
- ii. You will then see the homepage of Zoom meeting. Click on the 'Open Zoom Meetings'.
- iii. If you have already installed Zoom application on your device, then enter meeting ID, your name and click on 'Join Meeting'.
- iv. If you have not installed Zoom application on your device, then click on "Launch Meeting" and then click on "Join from Browser" option on the landing page of Zoom. If you are not able to join the meeting and are getting any error, please clear your browsing cache or cookies and try again.
- v. For better experiencing the proceedings of the meeting, Debenture Holders are suggested to download the Zoom application. The application can be downloaded on smartphones also by visiting the 'Google play store' for android users and 'App Store' for iOS users.



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