

NOTICE

Notice is hereby given that the 11th Extra-ordinary General Meeting of the Members of Avanse Financial Services Limited will be held on Tuesday, July 25, 2017 at 11:00 a.m., on a shorter notice, at the Registered Office of the Company at Ground Floor, Madhava Building, Near Family Court, BKC, Bandra (East), Mumbai – 400051 to transact the following business:

SPECIAL BUSINESS:

Item No. 1

To consider and approve alteration of Articles of Association

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with rules frame thereunder (including any statutory amendments or re-enactments thereof, for the time being in force) and other applicable laws, approval of the Members be and is hereby accorded to amend the existing definition of term “Business” under definition clause of Articles of Association of the Company and be substituted with the definition as follows;

“Business” means conducting business as a Non-Banking Finance Company to lend money by way of loan, advances, overdraft or otherwise and solicit and procure Insurance Business as well as Mutual Fund Business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may be deem necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including authority to delegate all or any of the aforesaid powers to any Committee(s), Director(s), Officer(s) or Employee(s) of the Company as it may deem necessary.”

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

Sd/-
Rakesh Dhanuka
Company Secretary

Date: July 14, 2017
Place: Mumbai

Registered Office:

Ground Floor, Madhava Building,
Near Family Court, BKC,
Bandra (East), Mumbai – 400051
CIN No.: U67120MH1992PLC068060
Website: www.avanse.com
Tel. No.: 022 7111 2233
Fax No.: 022 7111 2234

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such representative to attend and vote on their behalf at the meeting.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Agenda Item No. 1

With the strategic intent, the Company is proposing to diversify the product portfolio of the Company in order to maximize the returns with optimal mitigation of risk by extending lending facility across various sectors including Consumer Loans, Micro, Small and Medium Enterprises (MSME) Loans and Commercial Loans, keeping focus on education sector, to any individual, corporation, company, firm, trust, society or any association of persons. The Company strongly believes that these businesses have a huge potential for growth and profitability in future.

Pursuant to Section 14 of the Companies Act, 2013 and other applicable laws, approval of the Shareholders of the Company by way of special resolution is required to amend the Articles of Association of the Company.

The Board recommends the resolution for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

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

Sd/-
Rakesh Dhanuka
Company Secretary

Date: July 14, 2017
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AVANSE FINANCIAL SERVICES LIMITED

CIN No. U67120MH1992PLC068060

Registered Office: Ground Floor, Madhava Building, Near Family Court, BKC, Bandra (East) Mumbai 51.

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Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered Address: _____

Email Id: _____

Folio No. Client Id: _____ DP Id: _____

I/We, being the member(s) of Avanse Financial Services Ltd holding _____ equity shares, hereby appoint;

1) Name: _____ Address: _____

Email Id: _____ Signature: _____

or failing him

2) Name: _____ Address: _____

Email Id: _____ Signature: _____

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 11th Extraordinary General Meeting of the Company to be held on Tuesday, July 25, 2017 at 11:00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Resolution
1	To consider and approve alteration of Articles of Association

Signed this _____ day of _____, 2017

Signature of Shareholder

Affix Rs 1/- Revenue Stamp

Note: This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting

AVANSE FINANCIAL SERVICES LIMITED

CIN No. U67120MH1992PLC068060

Registered Office: Ground Floor, Madhava Building, Near Family Court, BKC, Bandra (East) Mumbai 51.

Website: www.avanse.com Tel: 022 7111 2233 Fax: 022 7111 2234

Attendance Slip

I hereby record my presence at the 11th Extra-Ordinary General Meeting of the Company held on Tuesday, July 25, 2017 at 11:00 a.m. at the Registered Office of the Company at Ground Floor, Madhava Building, Near Family Court, BKC, Bandra (East) Mumbai - 51

Full name of the Member (in BLOCK LETTERS) _____

Full name of the Proxy (in BLOCK LETTERS) _____

Folio No./ DP Id & Client Id: _____

Member's/ Proxy's Signature _____

ROUTE MAP OF THE VENUE OF THE MEETING

