

## NOTICE

Notice is hereby given that the 10<sup>th</sup> Extra-Ordinary General Meeting of the Members of Avanse Financial Services Limited will be held on Friday, April 7, 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 – 400 051 to transact the following business;

### **1) Issue of Securities on Private Placement Basis**

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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under including any statutory modifications or re-enactments thereof and pursuant to SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and other applicable SEBI Rules and Regulations including applicable Reserve Bank of India (RBI) Directions, Rules and Regulations and in accordance to Memorandum and Articles of Association of the Company and subject to other applicable laws, rules and regulations, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this resolution) to offer, invite for subscription, issue and allot Secured / Unsecured / Perpetual Non Convertible Debentures (NCDs) upto an amount of ₹ 500 Crores (Rupees Five Hundred Cores only) on Private Placement Basis, during the financial year 2017-18, in one or more tranches to the eligible investors on such terms and conditions and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency as the Board may in its absolute discretion deem fit and appropriate, however at any given point of time the aggregate limit of funds raised / to be raised by the Company including issue of NCDs shall not exceed the overall borrowing limits of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to delegate all or any of the aforesaid powers to any Committee as it may deem necessary and 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.”

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

Rakesh Dhanuka  
Company Secretary

Registered Office:

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

Date : January 13, 2017

Place: Mumbai

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**

The business of the Company is at the growing stage and been in the loan industry there is always requirement of funds. Accordingly, to meet the business requirements, the Board of Directors of the Company at its meeting held on January 13, 2017, subject to approval of the shareholders of the Company, proposed to raise funds, during the financial year 2017-18, by issue of Secured / Unsecured / Perpetual Non Convertible Debentures upto an amount of ₹ 500 Crores on private placement basis in one or more tranches.

Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities), Rules, 2014, prior approval of the shareholders of the Company by way of Special Resolution is required once in a year for all the offer or invitation for issue of Secured / Unsecured / Perpetual Non Convertible Debentures to be made during the year through private placement basis in one or more tranches.

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**

Rakesh Dhanuka  
Company Secretary

Registered Office:

Ground Floor, Madhava Building,  
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Date: January 13, 2017  
Place: Mumbai

**AVANSE FINANCIAL SERVICES LIMITED**

CIN No. U67120MH1992PLC068060

Registered Office: Ground Floor, Madhava Building, BK C, Bandra (East) Mumbai 51.

Website: [www.avanse.com](http://www.avanse.com) Tel: 022 7111 2233 Fax: 022 7111 2234

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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 10<sup>th</sup> Extra-Ordinary General Meeting of the Company to be held on Friday, April 7, 2017 at 11:00 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
1	Issue of Securities on Private Placement Basis

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

\_\_\_\_\_  
Signature of Shareholder

Affix  
Rs 1/-  
Revenue  
Stamp

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*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

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**Attendance Slip**

I hereby record my presence at the 10<sup>th</sup> Extra-Ordinary General Meeting of the Company held on Friday, April 7, 2017 at 11:00 a.m. at the Registered Office of the Company at Ground Floor, Madhava Building, 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 10<sup>th</sup> EGM**

