

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Avanse Financial Services Limited will be held on Monday, September 28, 2020 at 11:00 a.m. at the Registered Office of the Company located at 001 & 002 Fulcrum, A Wing, Ground Floor, Sahar Road, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company as at March 31, 2020 together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Narendra Ostawal (DIN 06530414) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. Issue of Non-Convertible Debentures 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 and 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, as amended from time to time, including applicable Reserve Bank of India Directions, Guidelines, Circulars etc. and in accordance to Memorandum and Articles of Association of the Company and subject to other applicable laws, rules and regulations, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board / Board of Directors” 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 / Senior / Subordinated Non-Convertible Debentures / Bonds (“NCDs”) upto an amount of ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only), for cash on Private Placement Basis, from the date of this 27th Annual General Meeting till the date of 28th Annual General Meeting of the Company, in one or more tranches/series to the eligible investors on such terms and conditions as the Board may deem fit and depending on the prevailing market 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 as approved by the Shareholders of the Company from time to time;

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, officers, employees of the Company as it may deem necessary and to do all such acts, deeds, matters and things as may be required, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle any issues, questions, difficulties or doubts that may arise.”

By Order of the Board of Directors
For Avanse Financial Services Ltd
Sd/-
Rakesh Dhanuka
Company Secretary

Date: August 25, 2020
Place: Mumbai

Registered Office:

001 & 002 Fulcrum,
A Wing, Ground Floor,
Sahar Road, Next to Hyatt Regency,
Andheri (East), Mumbai – 400 099
CIN No.: U67120MH1992PLC068060
Email: investorrelations@avanse.com
Website: www.avanse.com
Tel. No.: 022 6859 9999 Fax No.: 022 6859 9900

Notes:

- i. **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.

- ii. 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.
- iii. All the relevant documents referred in this Notice shall remain open for inspection by the Members of the Company at the Registered Office from 10:00 AM to 4:00 PM on all working days (except Saturday) upto the date of this Annual General Meeting.
- iv. 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**Item No. 3:**

To meet the fund requirements of the Company being an Non-Banking Finance Company, the Board of Directors of the Company at its meeting held on August 25, 2020, subject to approval of the shareholders of the Company, approved to raise funds upto an amount of ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore), from the date of the 27th Annual General Meeting till the date of the 28th Annual General Meeting, by way of issue of Secured / Unsecured / Perpetual / Senior / Subordinated Non-Convertible Debentures/Bonds (NCDs) on private placement basis in one or more tranches/series.

Pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder, as amended from time to time 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 Non-Convertible Debentures/Bonds to be made during the year on private placement basis.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the resolution set out at Item no. 3 of the Notice.

The Board recommends the resolution set out at Item no. 3 for the approval of the Members.

Brief Profile of Director seeking appointment/re-appointment at the Annual General Meeting:

Name	Mr. Narendra Ostawal
Age	43 years
Qualification	Post graduate diploma in Business Management from IIM, Bangalore and Chartered Accountant.
Experience	Wide experience in the Financial industry.
Terms and Conditions of appointment	Nominated by Olive Vine Investment Ltd
Remuneration	Nil
Date of Appointment	30.07.2019
Shareholding	Nil
Relationship with other Directors & KMP	No
No. of Board Meetings attended	6
List of Other Directorship	<ul style="list-style-type: none"> • Warburg Pincus India Private Limited • Computer Age Management Services Limited • Fusion Micro Finance Private Limited • Carmel Point Investments India Private Limited • AU Small Finance Bank Limited • IndiaFirst Life Insurance Company Limited
Membership / Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • Warburg Pincus India Private Limited <p>Member of CSR Committee</p> <ul style="list-style-type: none"> • Computer Age Management Services Limited <p>Member of</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration committee 2. IT Strategy Committee - Chairperson

	<p>3. IPO Committee – Member</p> <ul style="list-style-type: none">• Fusion Micro Finance Private Limited <p>Member of</p> <ol style="list-style-type: none">1. Risk Management Committee2. Nomination & Remuneration Committee3. Audit Committee <ul style="list-style-type: none">• Carmel Point Investments India Private Limited <p>Member of CSR Committee</p> <ul style="list-style-type: none">• AU Small Finance Bank Limited <p>Member of</p> <ol style="list-style-type: none">1. Risk Management Committee2. Nomination and Remuneration Committee3. IT Strategy & information security committee4. Disciplinary Committee <ul style="list-style-type: none">• IndiaFirst Life Insurance Company Limited <p>Member of</p> <ol style="list-style-type: none">1. Investment Committee2. Risk Management Committee3. Policyholders Protection Committee4. Corporate Social Responsibility Committee5. Nomination and Remuneration Committee6. Allotment Committee
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AVANSE FINANCIAL SERVICES LIMITED

CIN No. U67120MH1992PLC068060

Registered Office: 001 & 002, Fulcrum, A Wing, Ground Floor, Sahar Road, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099

Email: investorrelations@avanse.com Website: www.avanse.com Tel: 022 6859 9999 Fax No.: 022 6859 9900**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 27th Annual General Meeting of the Company to be held on Monday, September 28, 2020 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	To receive, consider and adopt the Audited Financial Statement of the Company as at March 31, 2020 together with the Directors' Report and the Auditors' Report thereon.
2	Appointment of a Director in place of Mr. Narendra Ostawal (DIN 06530414) who retires by rotation and, being eligible, offers himself for re-appointment.
3	Issue of Non-Convertible Debentures on Private Placement Basis

Signed this _____ day of _____, 2020

Signature of Shareholder

Affix ₹ 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

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Email: investorrelations@avanse.com Website: www.avanse.com Tel: 022 6859 9999 Fax No.: 022 6859 9900

Attendance Slip

I hereby record my presence at the 27th Annual General Meeting of the Company held on Monday, September 28, 2020 at 11:00 a.m. at the Registered Office of the Company.

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

