

NOTICE

Notice is hereby given that the 13th Extra-ordinary General Meeting of the Shareholders of Avanse Financial Services Limited will be held on Friday, June 22, 2018 at 11.30 a.m. at a shorter notice at the Registered Office of the Company at DHFL House, 1st floor, 19, Sahar Road, Off. Western Express Highway, Vile Parle (East), Mumbai – 400 099 to transact the following business;

1) Issue of Equity Shares on Preferential 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, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactments thereof) ii) Foreign Exchange Management Act, 1999 (“FEMA”) read with Circulars, Rules, Regulations and Notifications issued under FEMA iii) In accordance to Memorandum and Articles of Association of the Company and pursuant to other applicable laws, rules and regulations and subject to necessary sanctions, approvals, permissions of any statutory / regulatory bodies, if any, consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “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 create, offer, issue and allot 36,12,358 equity shares of the face value of ₹ 10/- each to the following person / entity on preferential basis at an issue price of ₹ 180/- per equity shares (face value ₹ 10/- and Premium ₹ 170/-) on such terms and conditions as the Board may, in its absolute discretion, think fit:

Sr. No.	Name of the Investor	No. of Shares to be issued
1	International Finance Corporation	36,12,358 equity shares

RESOLVED FURTHER THAT subject to the provisions of the Articles of Association of the Company, the equity shares to be issued and allotted pursuant to aforesaid shall rank *pari pasu* with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized on behalf of the Company to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose (including sub-delegating its powers to any Committee / officials of the Company), without being required to seek any fresh approval of the Shareholders of the Company, including but not limited to (i) finalising the terms of Issue, to modify, accept and give effect to any modifications to the terms of the Issue; (ii) to settle all questions, difficulties or

doubts that may arise in connection with the Issue including pricing, allotment of equity shares, utilization of the subscription amount and other matters; (iii) to take all other steps which may be incidental, consequential, relevant or ancillary in connection with the Issue; (iv) to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may required in this regards including authority to delegate all or any of the powers conferred herein to any Committee, Director(s), Officer(s) of the Company to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board / Committee(s), or any person duly authorized by the Board / Committee(s), for the purpose of the Issue or in connection with any matter(s) referred to or contemplated in the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

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

Rakesh Dhanuka
Company Secretary

Registered Office:

DHFL House, 1st floor, 19 Sahar Road
Off Western Express Highway,
Vile Parle (East) Mumbai – 400 099
CIN No.: U67120MH1992PLC068060
Website: www.avanse.com
Tel. No.: 022 7111 2233 Fax No.: 022 7111 2234

Date : June 18, 2018

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 being a diversified Non-Banking Financial Company (NBFC) there is always requirement of funds for doing the business. Accordingly, to meet the fund requirements of the Company, the Board of Directors of the Company at its meeting held on June 18, 2018, subject to approval of the shareholders of the Company, accorded their approval for issue of 36,12,358 equity shares at a issue price of ₹ 180 per equity shares (face value ₹ 10/- and Premium ₹ 170/-) on preferential basis to existing shareholder 'International Finance Corporation'.

Members are requested to note that pursuant to provisions of Section 42 & Section 62 of the Companies Act, 2013 and rules made thereunder, the Company can issue equity shares on preferential basis, with the approval of the Shareholders of the Company.

Disclosure as per provisions of Rule 13 Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions:

1.	The objects of the issue	Your Company's business is growing and therefore to meet the fund requirements of the Company.
2.	The total number of shares or other securities to be issued	36,12,358 equity shares of face value ₹ 10/- each
3.	The price or price band at / within which the allotment is proposed	₹ 180 per equity shares
4.	Basis or justification on which price (including premium) has been arrived at along with the report of the registered valuer	Price has been arrived at based on Valuation Report
5	Relevant date with reference to which the price has been arrived at	March 31, 2018
6	The class or classes of persons to whom the allotment is proposed to be made	Foreign Direct Investor
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The promoters, directors or key managerial personnel do not intend to subscribe to the offer.
8	The proposed time within which the allotment shall be completed	Sixty days from the date of receipt of application money.
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	International Finance Corporation – 20%
10	The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in control pursuant to the proposed further issue of equity shares by way of preferential offer. However, the percentage stake of the Promoter & Promoter Group will stand reduced to 80%.

11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	Nil
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable

13. The Pre and Post Preferential Issue shareholding of the Company is as follows:

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	45472	0.08%	45472	0.08%
	Bodies corporate	5,02,37,497	84.80%	5,02,37,497	79.92%
	Sub-total	5,02,82,969	84.88%	5,02,82,969	80%
2	Foreign promoters	--	--	--	--
	sub-total (A)	5,02,82,969	84.88%	5,02,82,969	80.00%
B	Non-promoters' holding:				
1	Institutional investors	--	--	--	--
2	Non-institution:	--	--	--	--
	Private corporate bodies	--	--	--	--
	Directors and relatives	--	--	--	--
	Indian public (Individual)	1046	0.00%	1046	0.00%
	Others (including NRIs): International Finance Corporation, USA	89,58,647	15.12%	1,25,71,005	20.00%
	Sub-total (B)	89,59,693	15.12%	1,25,72,051	20.00%
	GRAND TOTAL A + B	5,92,42,661	100%	6,28,55,019	100%

The Board recommends the resolution for the approval of the Shareholders of the Company.

None of the Promoters, 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:

DHFL House, 1st floor, 19 Sahar Road

Off Western Express Highway,

Vile Parle (East) Mumbai – 400 099

CIN No.: U67120MH1992PLC068060

Website: www.avanse.com

Email: wecare@avanse.com

Tel. No.: 022 7111 2233

Fax No.: 022 7111 2234

Date: June 18, 2018

Place: Mumbai

AVANSE FINANCIAL SERVICES LIMITED

CIN No. U67120MH1992PLC068060

Registered Office: DHFL House, 1st floor, 19, Sahar Road, Off. Western Express Highway, Vile Parle (East), Mumbai - 99.

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

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 13th Extraordinary General Meeting of the Company to be held on Friday, June 22, 2018 at 11:30 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 Issue of Equity Shares on Preferential Basis

Signed this _____ day of _____, 2018

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: DHFL House, 1st floor, 19, Sahar Road, Off. Western Express Highway, Vile Parle (East), Mumbai - 99.

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

Attendance Slip

I hereby record my presence at the 13th Extra-ordinary General Meeting of the Company held on Friday, June 22, 2018 at 11:30 a.m. at the Registered Office of the Company at DHFL House, 1st floor, 19, Sahar Road, Off. Western Express Highway, Vile Parle (East), Mumbai - 99.

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

