

NOTICE

Notice is hereby given that the 15th Extra-ordinary General Meeting of the Shareholders of Avanse Financial Services Limited will be held on Thursday, June 20, 2019, at 11.00 a.m. on a shorter notice at the Registered Office of the Company at 001 & 002 Fulcrum, A Wing, Ground Floor, Sahar Road, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099 to transact the following business;

1) Sale of Assets / Undertaking of the Company

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

“RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and subject to any approval, permissions and/or sanctions as may be required from any authorities / statutory bodies etc., the consent of the Members of the Company 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 sell / transfer the entire Micro Small and Medium Enterprise funding business of the Company comprising of the secured Loan Against Property and Unsecured Loan (collectively to be referred as “**MSME Business**”), either in parts or in full, and/or certain identified employees which are specific to the MSME Business, to banks, financial institutions or any other person.

RESOLVED FURTHER THAT the Board be and is hereby authorized to ascertain the purchaser, negotiate, finalise the terms and conditions including commercials, sign and execute all agreements, instruments, undertakings, deeds, applications, documents and writings that may be required, on behalf of the Company and to settle all the matters arising out of and incidental thereto and authorized to delegate all or any of the powers herein conferred to any committee of the Company and to do all such acts, deeds, things and matters that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

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

Rakesh Dhanuka
Company Secretary

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

Date : May 23, 2019

Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. 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.
3. 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.
4. 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 Members may note that the Board of Directors of the Company in its meeting held on May 23, 2019, approved and recommended for shareholder's approval by way of special resolution under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, authorization to exit the Micro Small and Medium Enterprise (MSME) funding business of the Company and accordingly to sell / transfer the assets / undertaking comprising of the secured Loan Against Property and Unsecured Loan (collectively to be referred as "MSME Business"), either in parts or in full, and/or certain identified employees which are specific to the MSME Business to banks, financial institutions or any other person.

In view of the above and in order to facilitate the Company to sell / transfer the Micro Small and Medium Enterprise funding business of the Company, approval of the shareholders by way of special resolution under Section 180(1)(a) of the Companies Act, 2013 will be required.

Hence, the Board recommend 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

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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 15th Extra-ordinary General Meeting of the Company to be held on Thursday, June 20, 2019 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 sale of Assets / Undertaking of the Company

Signed this _____ day of _____, 2019

Affix
Rs 1/-
Revenue
Stamp

Signature of Shareholder

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

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

Attendance Slip

I hereby record my presence at the 15th Extra-ordinary General Meeting of the Company held on Thursday, June 20, 2019 at 11:00 a.m. at the Registered Office of the Company at 001 & 002, Fulcrum, A Wing, Ground Floor, Sahar Road, Next to Hyatt Regency, Andheri (East), Mumbai – 400 099.

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

