

NOTICE

Notice is hereby given that the 14th Extra-ordinary General Meeting of the Shareholders of Avanse Financial Services Limited will be held on Monday, April 1, 2019, at 11.00 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 – 400 099 to transact the following business;

1) 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 (RBI) 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 Non Convertible Debentures/Bonds (“NCDs”) upto an amount of ₹ 1000 Crore (Rupees One Thousand Crore only), for cash on Private Placement Basis, during the financial year 2019-20, in one or more tranches to the eligible investors on such terms and conditions 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 of the Company as it may deem necessary and to do all such acts, deeds, matters and things as may be necessary, 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 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

Email: investorrelations@avanse.com

Website: www.avanse.com

Tel. No.: 022 7111 2233 Fax No.: 022 7111 2234

Date : 18.01.2019

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

To meet the fund requirements of the Company being a Non Banking Finance Company, the Board of Directors of the Company at its meeting held on January 18, 2019, subject to approval of the shareholders of the Company, approved to raise funds, during the financial year 2019-20, by issue of Secured / Unsecured / Perpetual Non Convertible Debentures/Bonds upto an amount of ₹ 1000 Crore on private placement basis in one or more tranches.

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.

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,
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AVANSE FINANCIAL SERVICES LIMITED

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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 14th Extra-ordinary General Meeting of the Company to be held on Monday, April 1, 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	Issue of Non-Convertible Debentures on Private Placement Basis.

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

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

Attendance Slip

I hereby record my presence at the 14th Extra-ordinary General Meeting of the Company held on Monday, April 1, 2019 at 11:00 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

