

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Extra-ordinary General Meeting (“EGM”) of the Shareholders of Avanse Financial Services Limited will be held on **Friday, August 12, 2022** at **10:00 a.m.** at a shorter notice 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:

### SPECIAL BUSINESS:

#### **1) Increase in Authorized Share Capital of the Company and consequential alteration of Memorandum of Association of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the Members be and is hereby accorded for increase in the existing Authorised Share Capital of the Company from existing Rs. 100,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/- (Rupees Ten only) each to Rs. 2,00,00,00,000 (Rupees Two Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/-(Rupees Ten only) each and 10,00,00,000 (Ten Crore) Preference Shares of Rs.10/- (Rupees Ten only) each by creation of additional 10,00,00,000 (Ten Crore) Preference Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V (a) thereof by the following new Clause V (a) as under:

V. a) The Authorised Share Capital of the Company is Rs. 2,00,00,00,000/- (Rupees Two Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each and 10,00,00,000 (Ten Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** any Director, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Vineet Mahajan  
Chief Financial Officer



Avanse Financial Services Ltd.  
Registered & Corporate Office:  
001 & 002 Fulcrum, A Wing, Ground Floor,  
Sahar Road, Next to Hyatt Regency,  
Andheri (East), Mumbai - 400 099 Maharashtra.

T: +91 22 6859 9999  
F: +91 22 6859 9900  
www.avanse.com

ASPIRE WITHOUT BOUNDARIES

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](mailto:investorrelations@avanse.com)  
Website: [www.avanse.com](http://www.avanse.com)  
Tel. No.: 022 6859 9999 Fax No.: 022 6859 9900

Date : August 08, 2022

Place: Mumbai

**Avanse Financial Services Ltd.**

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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 OF THE COMPANY. FORM MGT-11 IS ENCLOSED HEREWITH.

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts relating to the business stated under Item No. 1 is annexed hereto.
3. Shorter Notice consent has been received from Shareholders of the Company holding at least 95% of the Shareholding of the Company to convene the meeting at a shorter notice.
4. 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.
5. All the relevant documents referred in this Notice and the Explanatory Statement 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 Extra-ordinary General Meeting.
6. The Notice of the Meeting is also displayed / posted on the website of the Company, [www.avanse.com](http://www.avanse.com)

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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Agenda Item No. 1**

The present authorised capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/-(Rupees Ten only) each.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders.

Considering the increased fund requirements of the Company, the Board at its Meeting held on August 02, 2022 had accorded its approval for increasing the Authorized Share Capital from existing Rs. 100,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/-(Rupees Ten only) each to to Rs. 2,00,00,00,000 (Rupees Two Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/-(Rupees Ten only) each and 10,00,00,000 (Ten Crore) preference shares of Rs.10/- (Rupees Ten only) each by creation of additional 10,00,00,000 (Ten Crore) Preference Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company, subject to shareholders' approval.

It is therefore proposed to increase the Authorized Share Capital from existing Rs. 100,00,00,000 (Rupees One Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/- (Rupees Ten only) each to Rs. 2,00,00,00,000 (Rupees Two Hundred Crore only) divided into 10,00,00,000 (Ten Crore) equity shares of Rs.10/-(Rupees Ten only) each and 10,00,00,000 (Ten Crore) preference shares of Rs.10/- (Rupees Ten only).

On increase in the authorised capital, it would be necessary to amend Clause V(a) of the Memorandum of Association of the Company so as to reflect the changed Authorised Share Capital of the Company.

The Resolution requires approval of Members to increase the Authorized Share Capital and to amend Clause V(a) of the Memorandum of Association of the Company.

The Board of Directors recommended the passing of the Special Resolution. None of the Directors / key managerial personnel of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

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

Vineet Mahajan  
Chief Financial Officer

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Date : August 08, 2022

Place: Mumbai

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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 20<sup>th</sup> Extra-ordinary General Meeting of the Company to be held on **Friday, August 12, 2022 at 10:00 a.m.** at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolution
1	Increase in Authorized Share Capital of the Company and consequential alteration of Memorandum of Association of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

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*

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**Attendance Slip**

I hereby record my presence at the 20<sup>th</sup> Extra-ordinary General Meeting of the Company held on **Friday, August 12, 2022 at 10:00 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: \_\_\_\_\_

Number of Equity Shares held: \_\_\_\_\_

Member's/ Proxy's Signature \_\_\_\_\_



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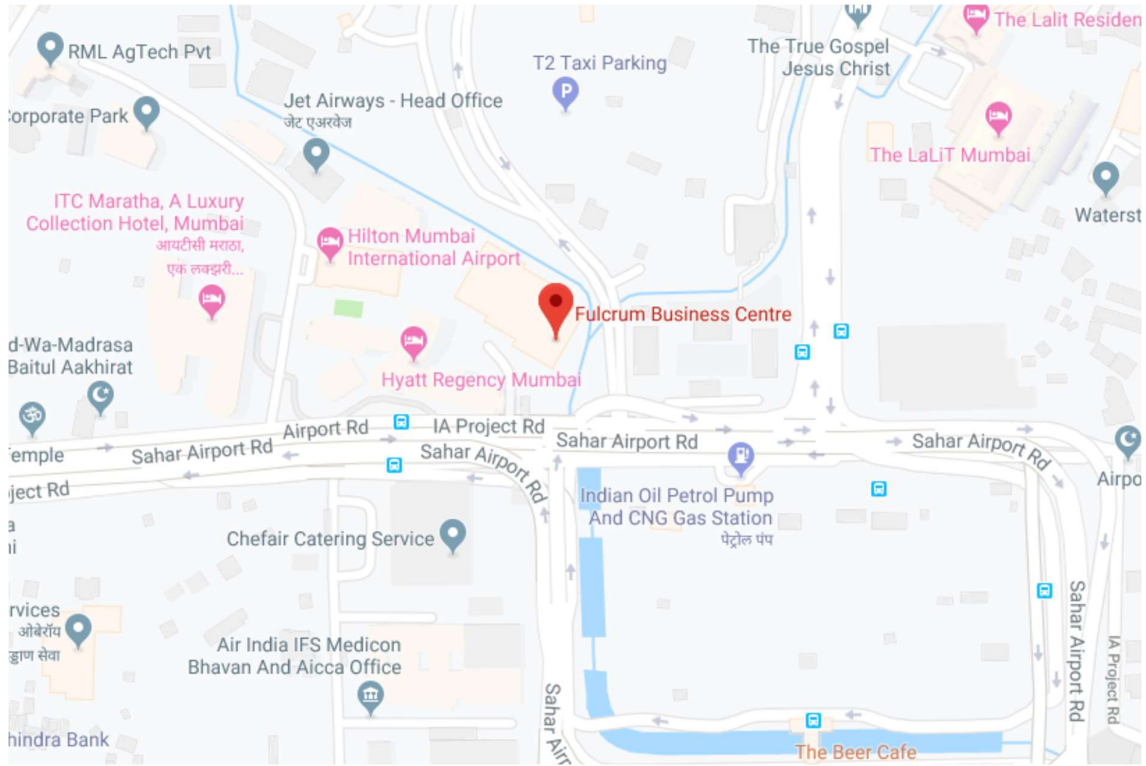
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**ROUTE MAP OF THE VENUE OF THE MEETING**



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