

## NOTICE

Notice is hereby given that the 12<sup>th</sup> Extra-ordinary General Meeting of the Shareholders of Avanse Financial Services Limited will be held on Wednesday, March 7, 2018 at 11.00 a.m. at the Registered Office of the Company at DHFL House, 1<sup>st</sup> floor, 19, Sahar Road, Off. Western Express Highway, Vile Parle (East), Mumbai – 400 099 to transact the following business;

### **1) Issue of Securities 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 including applicable Reserve Bank of India (RBI) Directions, Rules and Regulations 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 ₹ 2000 Crore (Rupees Two Thousand Crore only) on Private Placement Basis, during the financial year 2018-19, in one or more tranches to the eligible investors on such terms and 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 as it may deem necessary and to do all such acts, deeds, matters and things as they may be deem necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

### **2) Increase in overall Borrowing limits of the Company**

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

**“RESOLVED THAT** pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactments thereof) consent of the Shareholders 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), for borrowing from time to time, by way of loan, credit facilities, financial assistance etc. any sum or sums of money (either Indian or foreign currency) from Bank(s)/Financial Institution(s)/body corporate(s) or any other sources including through various instruments such as Secured / Unsecured Non Convertible Debentures, Subordinate Debts, Secured/Unsecured Bonds, Perpetual Debt, Commercial Papers, Inter Corporate Deposits, External Commercial Borrowings or any other debt instruments on such terms and conditions and with or without security as the Board may deem fit which together with the monies already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the paid-up capital and free reserves of the Company provided that the total amount of such borrowings shall not at any time exceed the aggregate limit of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore only).

**RESOVLED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instructions and writings as may be required including to delegate the said authority to any director, officer of the Company to give effect to this resolution.”

**3) Creation of Charge on moveable and immoveable properties of the Company, both present and future, in respect of the borrowings**

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

“**RESOLVED THAT** pursuant to provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modifications or re-enactments thereof) consent of the Shareholders 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 hypothecate, mortgage and/or create charge on both movable (including securitization / assignments of Loans and Advances) and/or immovable properties of the Company, wherever situated, both present and future on such terms and conditions as the Board may deem fit, in favour of bank(s), financial institution(s), body corporate(s) or any other persons and trustees for the holders of debentures/bonds/ other instruments to secure borrowings/financial assistance/loans (herein after collectively to be referred as “Loans”) provided that the total amount of loans together with interests thereon, compound interest, premium on redemption, all costs, charges, expenses and all other monies payable by the Company in respect of the said loans for which a charge is to be created shall not at any time exceed the aggregate limit of ₹ 15,000 Crore (Rupees Fifteen Thousand Crore only).

**RESOVLED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instructions and writings as may be required including to delegate the said authority to any director, officer of the Company to give effect to this resolution.”

#### 4) Increase in Authorized Share Capital

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof) the consent of the Shareholders of the Company be and is hereby accorded to increase Authorized Share Capital of the Company from ₹ 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 1,00,00,00,000 (Rupees One hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10 (Rupees Ten) each by the creation of additional capital of ₹ 40,00,00,000/- (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10 (Rupees Ten) each ranking pari passu in all respect with the existing equity shares of the Company and the Clause V (a) of the Memorandum of Association of the Company be altered accordingly.”

**RESOVLED FURTHER THAT** the Board of Directors of the Company and/or Committee(s) duly delegated to that effect be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instructions and writings as may be required including to delegate the said authority to any director, officer of the Company to give effect to this resolution.”

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](http://www.avanse.com) Tel. No.: 022 7111 2233 Fax No.: 022 7111 2234

Date : March 3, 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 been in the loan industry there is always requirement of funds. Accordingly, to meet the business requirements, the Board of Directors of the Company at its meeting held on January 18, 2018, subject to approval of the shareholders of the Company, proposed to raise funds, during the financial year 2018-19, by issue of Secured / Unsecured / Perpetual Non Convertible Debentures/Bonds upto an amount of ₹ 2000 Crore on private placement basis in one or more tranches.

Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities), Rules, 2014, 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 Secured / Unsecured / Perpetual Non Convertible Debentures/Bonds to be made during the year through private placement basis in one or more tranches.

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.

### **Agenda Item No. 2 & 3**

As per the provisions of 180(1)(a) and 180(1)(c) of the Companies Act 2013 (including amendments thereof) approval of the Shareholders of the Company by way of special resolution is required to sell, lease or otherwise dispose off whole or substantially whole of the undertaking of the Company and for borrowing in excess of the paid up capital, free reserves and securities premium of the Company. The Shareholders approved the overall borrowing limit upto ₹ 5,000 Crore in their meeting held on June 6, 2016. Due to increase in the volume of business and also due to diversification of business the previous authorization of ₹ 5,000 Crore might be insufficient to meet the expected requirement of funds. The Company is also required to raise funds by way of securitization / assignment of Loans and advances. Hence, the approval of Shareholders of the Company is sought to enhance the limit upto ₹ 15,000 Crore.

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.

### **Agenda Item No. 4**

As per the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, approval of the Shareholders of the Company by way of ordinary resolution is required to increase the authorized share capital of the Company.

Presently, the Authorised Share Capital of the Company stands at ₹ 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹ 10 (Rupees Ten) each.

In order to meet its business objectives and further enhance its network, it is proposed to increase the Authorised Share Capital of the Company from ₹ 60,00,00,000/- (Rupees Sixty Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of ₹ 10 (Rupees Ten) each to ₹ 1,00,00,00,000/- (One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 10 (Rupees Ten) each by the creation of additional capital of ₹ 40,00,00,000/- (Rupees Forty Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10 (Rupees Ten) each.

Subsequent to the increase in the Authorized Share Capital, Clause V (a) of the Memorandum of Association of the Company will be altered accordingly.

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](http://www.avanse.com)  
Tel. No.: 022 7111 2233  
Fax No.: 022 7111 2234

Date: March 3, 2018

Place: Mumbai

**AVANSE FINANCIAL SERVICES LIMITED**

CIN No. U67120MH1992PLC068060

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

Website: [www.avanse.com](http://www.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 12<sup>th</sup> Extra-ordinary General Meeting of the Company to be held on Wednesday, March 7, 2018 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 Issue of Securities on Private Placement Basis.
2	To consider and approve Increase in overall Borrowing limits.
3	To consider and approve Creation of Charge on moveable and immoveable properties of the Company, both present and future, in respect of the borrowings.
4	To consider and approve Increase in Authorized Share Capital.

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, 1<sup>st</sup> floor, 19, Sahar Road, Off. Western Express Highway, Vile Parle (East), Mumbai - 99.

Website: [www.avanse.com](http://www.avanse.com) Tel: 022 7111 2233 Fax: 022 7111 2234

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**Attendance Slip**

I hereby record my presence at the 12<sup>th</sup> Extra-ordinary General Meeting of the Company held on Wednesday, March 7, 2018 at 11:00 a.m. at the Registered Office of the Company at DHFL House, 1<sup>st</sup> 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 \_\_\_\_\_

DRAFT



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

