

NOTICE

Notice is hereby given that the 17th Extra-ordinary General Meeting (“EGM”) of Avanse Financial Services Limited will be held at a shorter notice on Tuesday, August 20, 2019 at 2:00 P.M. 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) To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

Alteration of Articles of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, and subject to such terms, conditions, amendments or modifications if any, as may be required by any statutory bodies and any other appropriate authorities, the consent of the shareholders of the Company be and is hereby accorded for Alteration of Articles of Association by replacing the existing set of Articles of Association with a new set of Articles of Association prepared as per the Shareholders Agreement dated July 29, 2019 executed and entered into between the Company, Olive Vine Investment Ltd and International Finance Corporation;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this 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 : 30.07.2019
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. All the relevant documents referred in this Notice 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.
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 are informed that *interalia* Wadhawan Global Capital, Dewan Housing Finance Corporation Limited (“Sellers”), the Company and Olive Vine Investment Ltd (“Purchaser”) executed and entered into Share Purchase Agreement (“SPA”) dated March 16, 2019 for acquiring the entire the shareholding of the Sellers, comprising 80% of the share capital of the Company, as per the terms defined in the SPA. Further, it is submitted that as per the terms of SPA, the Company, Olive Vine Investment Ltd and International Finance Corporation has executed and entered into Shareholders Agreement on July 29, 2019.

In view of the above, it is proposed to amend / alter the existing Articles of Association of the Company so as to incorporate the relevant provisions of the said Shareholders Agreement into the articles of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, amendment of Articles of Association requires approval of shareholders by way of special resolution.

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

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the resolution.

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 17th Extra-ordinary General Meeting of the Company to be held on Tuesday, August 20, 2019 at 2:00 p.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 Alteration of Articles of Association

Signed this _____ day of _____, 2019

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

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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 17th Extra-ordinary General Meeting of the Company held on Tuesday, August 20, 2019 at 2:00 p.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

