

NOTICE

To

The Members

Avendus Finance Private Limited

(CIN:U65921MH1996PTC251407)

Mumbai

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of **Avendus Finance Private Limited** will be held on **Friday, September 27, 2019 at 11 a.m.** at the Registered office of the Company situated i.e. The IL&FS Financial Centre, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 4000 51 for the purpose of transacting the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolutions as an Ordinary Resolutions:**

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019, and the report of the Board of Directors and Auditors thereon, as laid before the Members, be and are hereby considered and adopted.”

2. **To consider and approve appointment of Statutory Auditors and to fix their remuneration and if thought fit, to pass the following resolution, as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, [ICAI Registration Number 117366W/W- 100018], be and are hereby appointed as Auditors of the Company for a term of three consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Fourth Annual General Meeting, from this Annual General Meeting and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”.

SPECIAL BUSINESS

3. **To consider and approve appointment of Mr. Suresh Menon as an Independent Director of the Company and if thought fit, to pass with or without modifications, the following Resolution, as a Special Resolution:**

“RESOLVED THAT Mr. Suresh Menon (DIN: 00737329), who was appointed as an Additional Director of the Company with effect from April 14, 2019 by the Board of Directors, pursuant to the provisions Section 161(1) of the Companies Act, 2013 ('the Act') and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suresh Menon (DIN: 00737329), who is eligible for re-appointment as an Independent Director for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013, be and is hereby re-appointed as an Independent Director of the Company, for a second term of two consecutive years commencing from April 14, 2019.

RESOLVED FURTHER THAT the Board of Directors or such persons authorised by the Board be and are hereby severally authorized to sign, modify, alter, file and/or submit any statutory forms and related documents, as may be necessary to give effect to the above resolution, with such other authorities as may be required, from time to time and in generally to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies, in order to be effective, must be delivered at the Registered Office of the Company not later than forty-eight hours before the commencement of the AGM. Proxies submitted on behalf of companies, bodies corporate, societies, etc. must be supported by certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 (Act), authorizing their representatives to attend and vote at the AGM.

2. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
3. The notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.
4. The documents covered under this Annual General Meeting such as Balance Sheet as at March 31, 2019, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2019, Directors' Report for the Year ended March 31, 2019 and the Auditors Report for the year ended March 31, 2019 will be available for Members inspection at the Registered Office of the Company situated at The IL&FS Financial Centre, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (E), Mumbai- 400051 during normal business hours.
5. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the Annual General Meeting Notice will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (i.e., except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.
6. The route map showing directions to reach the venue for attending the Annual General Meeting is annexed.

By order of the Board of Directors
For **Avendus Finance Private Limited**

Sd/-
Radhika Parmanandka
Company Secretary

Date: August 31, 2019

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF ANNUAL GENERAL MEETING.

The following statement set out all material facts relating to the business mentioned under the accompanying Notice.

ITEM NO. 3

Appointment of Mr. Suresh Menon as Independent Director of the Company - Special Resolution:

The Board of Directors of the Company had appointed Mr. Suresh Menon, as an Additional Director with effect from April 14, 2019 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of this Annual General Meeting. The Company has received from Mr. Suresh Menon, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Members are informed that Mr. Suresh Menon has wide experience of 35 years in Housing Finance and Corporate lending. He has been associated with HDFC under various capacities as Head Recoveries, Area Manager, Regional Manager, CEO of HDFC General Insurance Company, General Manager.

Considering his vast experience, his presence on the Board will be of immense value to the Company. A copy of the letter of appointment of Mr. Suresh Menon as a Director shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office of the Company during business hours.

The Board recommends the appointment of Mr. Suresh Menon as Independent Director of the Company as Special Resolutions, for your approval.

Except Mr. Suresh Menon being the appointee, none of the Directors of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **Avendus Finance Private Limited**

Date: August 31, 2019
Place: Mumbai

Sd/-
Radhika Parmanandka
Company Secretary

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U65921MH1996PTC251407
Name of the Company	Aventus Finance Private Limited
Registered Office	The IL&FS Financial Centre, 6 th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra(East), Mumbai-400051
Name of the Member(s)	
E-mail Id	
Registered address	
Folio No./Client Id	
DP. Id:	

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

1. Name	
Address	
E-mail Id	
Signature or failing him	

2. Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the annual general meeting of the company to be held on the Friday September 27, 2019 at 11 a.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolution(s)	Type of Resolution(s)	Assent	Dissent
1.	To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon;	Ordinary		
2.	To consider and approve the appointment of Statutory Auditors and to fix their remuneration	Ordinary		
3.	To consider and approve appointment of Mr. Suresh Menon as an Independent Director of the Company	Special		

Affix Revenue
Stamp

Signed this.....day of.....2019

Signature of shareholder(s):
Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

AVENDUS FINANCE PRIVATE LIMITED

Registered Office: The IL&FS Financial Center, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East),
Mumbai – 4000 051

ATTENDANCE SLIP

(To be presented at the entrance)

ANNUAL GENERAL MEETING ON FRIDAY SEPTEMBER 27, 2019 AT 11 A.M. IST

At The IL&FS Financial Center, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 4000
051.

Folio No (DP ID/CLIENT ID)

No. of shares:

Name of the Member:

Signature:

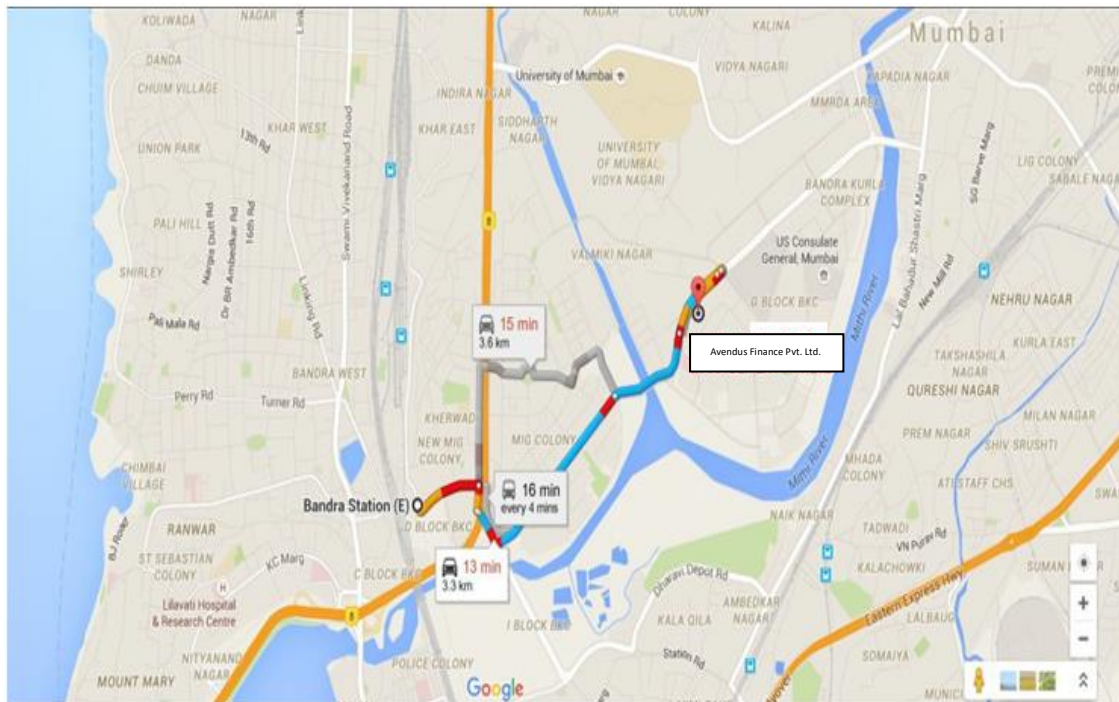
Name of Proxy holder:

Signature:

1. Only Member/Proxy holder can attend the meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the meeting.

Route map and address of the AGM Venue:-

Registered Office: The IL&FS Financial Center, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.



Aventus Finance Private Limited
Regd. Office: The IL&FS Financial Centre, 6th Floor, C & D Quadrant, Bandra-Kurla Complex,
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