

NOTICE

To
The Members
Avendus Finance Private Limited
CIN: U65921MH1996PTC251407
Mumbai

Notice is hereby given that the Twenty-Sixth Annual General Meeting of the Members of Avendus Finance Private Limited ("The Company") will be held on Wednesday, August 10, 2022 at IST 1:15 p.m. through video conferencing at the Registered office of the Company situated at 'The IL&FS Financial Centre, 6th Floor, C & D Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051' for the purpose of transacting the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited annual financial statements of the Company for financial year ended March 31, 2022 together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited annual financial statements of the Company for financial year ended March 31, 2022, and the report of the Auditors and Directors' thereon, as laid before the Members, be and are hereby approved 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, 141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, appointment procedure and eligibility criteria prescribed under RBI Guidelines (Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22) dated April 27, 2021 including any modification and re-enactment thereof, M/s M M Nissim & Co. LLP, Mumbai, [ICAI Registration Number 107122W/W100672], be and is hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Twenty-Sixth Annual General Meeting until the conclusion of the Twenty-Eighth Annual General Meeting, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

SPECIAL BUSINESS:

3. To consider and approve continuation of directorship of Mr. Deba Prasad Roy (DIN: 00049269) in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to pass the following resolution as Special Resolution.

***RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto) and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to continue and hold office of Independent Director of the Company by Mr. Deba Prasad Roy (DIN: 00049269) who has attained 75 years of age, till his current tenure of appointment i.e. upto December 29, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

4. To consider continuation of payment of managerial remuneration to Mr. Kaushal Kumar Aggarwal, Managing Director & CEO of the Company and to pass the following resolution as Special Resolution:

***RESOLVED THAT** pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 (“Act”)(including any amendment, modification or re-enactment thereof), the rules, regulations, directions, and notifications issued / framed thereunder read with the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to continue to pay managerial remuneration to Mr. Kaushal Kumar Aggarwal, Managing Director & CEO of the Company, on such terms and conditions as approved by the Board of Directors from time to time, upto conclusion of his tenure as Managing Director & CEO notwithstanding (i) the annual remuneration payable to Mr. Kaushal Kumar Aggarwal exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.”

RESOLVED FURTHER THAT Board of Directors of the Company be and hereby authorised to do all such acts and deeds as may be required to give effect to this resolution.”

5. To consider and approve issuance of Debentures 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 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the securities of the Company are listed / proposed to be listed, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities, from time to time, consent of members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof, to exercise powers conferred by this resolution) to offer, issue and allot, in one or more series / tranches, Secured Redeemable, Non-Convertible Debentures (Debentures) including Market Linked Debentures (MLDs) or Equity Linked Debentures, on private placement basis for an amount not exceeding INR 500 crores (Rupees Five Hundred Crores) on such terms and conditions as may be decided by the Board or Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things and execute all such agreements, documents, instruments and writings, as it may, in its sole and absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of its powers herein conferred to any Committee of Directors and / or director(s) and / or officer(s) and / or authorized signatories of the Company to give effect to this resolution.”

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

Date: May 24, 2022
Place: Mumbai
Registered office: The IL&FS Financial Centre,
6th Floor, C & D Quadrant, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

**Radhika Parmanandka
Company Secretary**

NOTES

1. This Annual General Meeting of the Company is being held through Video Conferencing facility, in accordance with Circular No. 14 dated April 08, 2020, General Circular No. 17 dated April 13, 2020, and General Circular No. 20 dated May 5, 2020, General Circular No.22 dated June 15, 2020, General Circular No. 33 dated September 28, 2020, General Circular No. 39 dated December 31, 2020, the General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10 dated June 23, 2021, General Circular No. 20 dated December 8, 2021 Circular No. 21/2021 dated December 14, 2021, and General Circular No. 02 dated May 05, 2022 issued by the Ministry of Corporate Affairs.
2. The web-link of the meeting is <https://avendus.zoom.us/j/82602440897?pwd=RE1EU1JxQjlha3FmNEx3Z0tzR2Rhdz09> to access and participate in the meeting, shareholders and other participating stakeholders are requested to install Zoom video conferencing application or program, create an account, and then click on the link provided.
3. In case of any assistance with regards to using the technology before or during the meeting, please contact on +91 9833 000 876.
4. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
5. The notice of the Annual General Meeting is being sent by electronic mode to those members whose email addresses are registered / available with the Company. The Company shall also share physical copy of the Annual report to all the members, who request for the same.
6. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney / authorization, authorizing their representative to attend and vote on their behalf at the meeting.
8. Attendance of members through Video Conferencing shall be counted for quorum as requirement for physical quorum has been dispensed. Therefore, proxy shall not be allowed to attend and vote at the meeting.
9. The documents covered under this Annual General Meeting such as Balance sheet as on March 31, 2022, Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2022, Directors' Report for the Year ended March 31, 2022 and the Auditors Report for the year ended March 31, 2022 are made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.
10. 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, will be available for inspection by the Members on receipt of request email from members through their e-mail address registered with the Company up to the date of the Annual General Meeting and also throughout the continuance of the Annual General Meeting.
11. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at the meeting, then the shareholders can vote by sending an email to the designated mail ID : Designated Mail ID: rajendra.rana@avendus.com
12. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of Annual General Meeting

The following explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned in item in the accompanying Notice of the Annual General Meeting of the Company.

Item No. 3

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. The Company being a “High Value Debt Listed Entity” is required to comply with the aforesaid provision along with Regulation 16 to 27 (Corporate Governance Norms) of the Listing Regulations pursuant to amendment brought in by SEBI on September 07, 2021 on comply or explain basis upto March 31, 2023.

The Members of the Company, at their 25th (Twenty-Fifth) Annual General Meeting held on August 31, 2021, had granted approval for appointment of Mr. Deba Prasad Roy (DIN: 00049269) as Non-Executive, Independent Director of the Company for a term of 5 (five) years, w.e.f. December 30, 2021 up to December 29, 2026 and he is not liable to retire by rotation.

Mr. Deba Prasad Roy fulfills all conditions specified by applicable laws for the position of an Independent Director of the Company. Further, he has also confirmed that he is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013. A brief resume of the said Director including age, qualifications, experience, etc are separately annexed. The Members are, therefore, requested to grant their approval by way of passing Special Resolution for the continuation of directorship of Mr. Deba Prasad Roy as Non-Executive Independent Director of the Company up to December 29, 2026 not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives , except Mr. Deba Prasad Roy, with respect to their respective resolution, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions. The Board of Directors recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company is as under:

Mr. Deba Prasad Roy has already attained the age of seventy-five (75) years and pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of his directorship is required to be passed. Considering the rich experience, expertise and valuable contribution made by Mr. Roy to the Board of Directors of the Company, the Nomination and Remuneration Committee and the Board of

Directors of the Company have recommended the continuation of Mr. Deba Prasad Roy as “Independent Director” of the Company.

Mr. Deba Prasad Roy has 42 years’ experience in International, Corporate & Investment Banking in State Bank Group and has worked as Executive Chairman SBI Capital Markets Ltd. / Dy. Managing Director & Group Executive International Banking and Associates & Subsidiaries. He has worked as a President & CEO in SBI New York/Country Manager USA and Credit Manager SBI London. Considering the knowledge, acumen, expertise and experience his appointment on the Board of the Company as an Independent Director will be in the interest of the Company.

A brief profile of the Director is as follows:

Name of Director	Mr. Deba Prasad Roy
Age	80 years
Qualifications	Master of Science – Chemistry (Jadavpur University – Kolkata) and Certified Associate Indian Institute of Bankers Fellow Indian Council of Arbitration
Brief profile including expertise and experience	Mr. Deba Prasad Roy has 42 years’ experience in International, Corporate & Investment Banking in State Bank Group and has worked as Executive Chairman SBI Capital Markets Ltd. / Dy. Managing Director & Group Executive International Banking and Associates & Subsidiaries. He has worked as a President & CEO in SBI New York/Country Manager USA and Credit Manager SBI London.
Directorships of other Board	Landmark Capital Advisors Private Limited
Membership / Chairmanship of Committees of other Board	Membership of Audit Committee; Risk Management Committee and Stakeholder Relationship & Grievances Redressal Committee
Date of Appointment	December 30, 2019
Date of first appointment	December 30, 2019
Shareholding in the Company	Nil
Relationship with other Director / Manager and other KMP	Not applicable
Number of meetings during the year	Six
Remuneration last drawn for the Financial Year 2021-22	Nil (except Sitting Fees)

Remuneration sought to be paid	Nil (except Sitting Fees)
Terms and conditions of appointment	As per letter of appointment

Item No. 4

The Nomination and Remuneration Committee and Board of Directors at its meeting held on June 27, 2020 approved the appointment of Mr. Kaushal Kumar Aggarwal, as Managing Director & CEO of the Company and subsequently on September 25, 2020 approved the terms and conditions of appointment of Mr. Kaushal Kumar Aggarwal.

Pursuant to Regulation 17(6)(e) of SEBI (LODR) Regulations 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting if:

- i) The annual remuneration payable to such executive director exceeds Rs. 5 crores or 2.5 % of the net profits of the Company (calculated as per the provisions of Section 198 of the Companies Act 2013) whichever is higher; or
- ii) Where there is more than 1 such director, the aggregate annual remuneration to such director exceeds 5 % of the net profits of the Company (calculated as per section 198 of the Companies Act, 2013).

The aggregate annual remuneration payable to Mr. Kaushal Kumar Aggarwal for the FY 2022 is within the prescribed limit, however since the tenure of Mr. Kaushal Kumar Aggarwal as Managing Director & CEO is upto June 26, 2025, the remuneration may exceed the aforesaid specified limits and accordingly, approval of shareholders is being sought by way of Special Resolution.

A brief profile of the Director pursuant to Secretarial Standard-2 is as follows:

Name of Director	Mr. Kaushal Kumar Aggarwal
Age	48 years
Qualifications	MBA degree from IIM, Bangalore Bachelor of Engineering in Electrical from IIT, New Delhi
Brief profile including expertise and experience	Mr. Kaushal Kumar Aggarwal oversees the credit solutions and was instrumental in creating the investment banking business for the firm and has over 20 years of global experience in financial services. He is based in Mumbai. Prior to co-founding Avendus, he worked with Kotak Mahindra Bank's investment banking practice.
Directorships of other Board	1. Avendus Capital Private Limited

	2. Avendus Wealth Management Private Limited
Membership / Chairmanship of Committees of other Board	NA
Date of Appointment of current designation	June 27, 2020
Date of first appointment	January 17, 2013
Shareholding in the Company	1 share (Nominee of Avendus Capital Private Limited)
Relationship with other director/Manager and other KMP	NA
Number of meetings attended during the year	Six
Remuneration last drawn for the Financial Year 2021-22	INR 4 crores (including bonus, as approved by the Board of Directors)
Remuneration sought to be paid	As may be approved by the Board of Directors
Terms and conditions of appointment	As approved / may be approved by the Board of Directors

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Kaushal Kumar Aggarwal, with respect to their respective resolution, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

Item No. 5

In terms of Section 42 of the Companies Act 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Members of a Company can pass a Special Resolution once in a year for all the offers or invitations for Debentures including MLDs to be made during the year through a private placement basis in one or more tranches. Consent of the Members is therefore sought in connection with the aforesaid issue of Debentures including MLDs in one or more tranches and they are requested to authorize the Board to issue Debentures including MLDs up to INR 500 crores (Rupees Five Hundred Crores) from time to time, for a period of one year from the date of conclusion of this Annual General Meeting.

Please find below details as required under Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sr. no	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	Date of Passing Board resolution : May 24, 2022
2.	Kinds of securities offered and the price at which security is being offered	Secured Redeemable, Non-Convertible Debentures (Debentures) including Market Linked Debentures (MLDs) and such instrument / price as may be approved by the Board / Committee.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As may be determined by the Board / Committee. The justification for the same shall be mentioned in the PAS-4 (Offer Letter)
4.	Name and address of valuer who performed valuation	Not applicable
5.	Amount which the company intends to raise by way of such securities	Upto INR 500 Crores, in one more tranches
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	Would be determined by the Board of Directors in discussion with the lenders

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

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

Date: May 24, 2022

Place: Mumbai

Registered office: The IL&FS Financial Centre,
6th Floor, C & D Quadrant, Bandra-Kurla
Complex, Bandra (East), Mumbai – 400051

**Radhika Parmanandka
Company Secretary**

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 – 4000 051.

