

NOTICE

To

The Members

Avendus Finance Private Limited

(CIN: - U65921MH1996PTC251407)

Mumbai

Notice is hereby given that 1st Extra-Ordinary General Meeting of the members of Avendus Finance Private Limited for FY 2021-22 will be held on Wednesday, May 12, 2021 at 10.30 am, IST 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, to transact the following business:

SPECIAL BUSINESS

Item 1: 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 Debt Securities) Regulations, 2008, 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 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), on private placement basis for an amount not exceeding INR 1,250 Crore (Rupees One Thousand Two Hundred and Fifty Crore), 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 authorised 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.

Item No: 2 - To consider and approve appointment of Mr. Suresh Menon as a Director of the Company and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the members be and is hereby accorded to appoint Mr. Suresh Menon (DIN: 00737329), as a Director of the Company.

Date: April 20, 2021

Place: Mumbai

Registered Office:

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

By Order of the Board of Directors
For Aventus Finance Private Limited

RADHIKA
PARMANANDKA
Radhika Parmanandka
Company Secretary

Digitally signed by RADHIKA PARMANANDKA
DN: c=IN, st=Maharashtra,
2.5.4.20=96a9e3a0d07022846d472024a158a3a0a7896cb36c1a7225
aad8e7f9ae87, postalCode=400086, street=B3-2703, THE ADDRESS
WADHWALSB MARG GHATKOPAR W,
serialNumber=5d80ba54a0802c57f6ac2ba9c0ae2627e82e7abbc7fb11bed
6aba00fc12dec55a, o=Personal, cn=RADHIKA PARMANANDKA
Date: 2021.04.20 19:13:03 +05'30'

NOTES

1. This Extra-ordinary General Meeting of the Company is being held through Video Conferencing facility, in accordance with the General Circular No. 14 dated April 08, 2020, General Circular No. 17 dated April 13, 2020 and General Circular No.39 dated December 31, 2020 issued by the Ministry of Corporate Affairs.
2. The web-link of the meeting is : <https://avendus.zoom.us/j/93576835419?pwd=UEFWY1d2RXVoa1A4ZDIFRGdwUG80UT09> 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 the Helpline number +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 Extra Ordinary General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered / available with the Company. The Company is not in a position to issue physical copy of the notice, if requested by any member, due to logistics restrictions on account of COVID-19.
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 authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney authorizing their representative to attend and vote on their behalf at the meeting through Video Conferencing.
8. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with because of the ongoing pandemic of COVID-19 wherein maintaining and following the protocol of social distancing has been mandatory by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.
9. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed to this notice.
10. A copy of the Memorandum of Association, the Articles of Association with the incorporation of the proposed changes and all the other relevant documents in relation to the items of the Agenda are made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.

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.
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 EXTRA ORDINARY GENERAL MEETING**

Item 1

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 1250 Crore (Rupees One Thousand Two Hundred and Fifty Crore) from time to time, for a period of one year from the date of conclusion of this General Meeting.

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

The members are requested to consider and approve the matter by passing Special Resolution.

Item No: 2

The Board of Directors of the Company vide its Circular Resolution appointed Mr. Suresh Menon as an Additional (Non-executive) Director of the Company w.e.f April 14, 2021, in terms of the provisions of Section 161(1) of Companies Act, 2013 and whose tenure is valid up to the date of ensuing General Meeting of the Company. The Board has recommended appointment of Mr. Suresh Menon as a Director of the Company.

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

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| Name of Director | Mr. Suresh Menon |
| Age | 58 years |

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| Qualifications | B.Com and MBA |
| Brief profile including expertise and experience | <p>Mr. Menon is a Member of Executive Management of HDFC Ltd (“Corporation”) and is responsible for Policy Implementation and Process Monitoring and Internal Audit. He holds a Bachelor’s degree in Commerce from Maharaja Sayajirao University of Baroda and a Master’s degree in Business Administration from South Gujarat University. He has been associated with the Corporation since 1984. He is primarily responsible for ensuring that the lending policies and procedures are diligently followed. He is also responsible to ensure that audits are conducted across various functions of the Corporation so as to ascertain the adequacy of internal control systems. He has previously held the positions of the Head of the Recoveries department, Area Manager in Baroda and Regional Manager for Mumbai. He was also responsible for laying down the Retail Lending policies for the Corporation and coordinating with the marketing, information technology, legal and communications department for development and implementation of new lending products. He was also deputed as the CEO of HDFC General Insurance Company in 2007-2008. He is a part of the core faculty at the Frankfurt School of Finance and Management, Germany, Housing Finance Summer Academy since 2008. From 2006 to 2016 he has also coordinated the consultancy and training</p> |

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| | <p>assignments with Sarana Multigriya Finansial, Indonesia which is mortgage refinance company set up by the Central Bank of Indonesia, providing training and technical assistance to over 1000 mortgage bankers. He is a member of the Risk Management Committee of the Corporation.</p> <p>Mr. Suresh Menon has wide experience of 36 years in financial industry.</p> |
| Terms and Conditions of Appointment | As mutually agreed between the Board and Mr. Suresh Menon |
| Directorships of other Board | HDFC Property Ventures Ltd |
| Membership/Chairmanship of Committees of other Board | Member of Corporate Social Responsibility Committee |
| Date of Appointment | April 14, 2021 |
| Date of first appointment | April 13, 2017 |
| Shareholding in the Company | Nil |
| Relationship with other director/ Manager and other KMP | NA |
| Number of meetings attended from the date of appointment till the date of Notice of this AGM | Nil |
| Remuneration last drawn for the Financial Year 2020-21 | NIL (Sitting fees for meetings, as approved by the Board) |
| Remuneration sought to be paid | NA |

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Suresh Menon is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Your Board recommends the passing of Ordinary resolution as set out in this notice for your approval.

By Order of the Board of Directors
For Aventus Finance Private Limited

**RADHIKA
PARMANANDKA**

Radhika Parmanandka
Company Secretary

Digitally signed by RADHIKA PARMANANDKA
DN: cn=IN, st=Maharashtra,
2.5.4.20=india, o=Aventus Finance Private Limited, ou=Legal,
1a7225aad8e7f9ae87, postalCode=400086, street=B3-2703, THE
ADDRESS WADHWALS MARG GHATKOPAR W,
serialNumber=5d8f8a5a000c12dec55a, o=Personal, cn=RADHIKA
PARMANANDKA
Date: 2021.04.20 19:13:41 +05'30'

Date: April 20, 2021
Place: Mumbai

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